

common stock of both classes of Reily at respective special meetings of the stockholders of each of those corporations separately called and held for that purpose, Standard shall be merged into Reily as of the Effective Date (hereinafter defined) of this Agreement, and except as otherwise herein expressly set forth, the identity, existence, purposes, powers, franchises, rights, and immunities of Reily as they existed immediately prior to the Effective Date shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, franchises, rights, and immunities of Standard shall cease to have separate and independent existence and shall be merged into Reily, and Reily shall be fully vested therewith. On the Effective Date the separate organization of Standard shall cease, and thereupon Standard and Reily shall become a single corporation, to-wit, Reily, which shall survive the merger and shall continue to exist under and be governed by the laws of the State of Louisiana.

On and after the Effective Date Reily shall own and possess all of the property, movable, immovable, real, personal, tangible, intangible, and mixed, including (without limitation) all patents, patent applications, trademarks, trademark registrations, and applications for registration of trademarks, together with the goodwill of any business in connection with which said patents and trademarks are used, debts due on account, and all other things and rights whatever belonging to Standard without any other or further act or proceeding. On and after the Effective Date, Reily will and does hereby assume all the duties, obligations, and liabilities of Standard of all kinds whatsoever, and Reily will be bound to the performance of all such duties, obligations, and liabilities in the same way, to the same extent, and with the same force as was Standard immediately prior to the Effective Date.

2. Charter of Reily to Survive. The corporate charter of Reily as it exists immediately prior to the Effective Date as heretofore or hereafter amended shall be, remain, and constitute the charter of the surviving corporation from and after the Effective Date.

3. Action to Be Taken by Directors Pursuant to This Agreement. The Board of Directors of Standard and the Board of Directors of Reily, and the several members thereof individually, each covenants and agrees to take all action necessary, appropriate, or advisable to carry out all the terms of this