

(j) The number of shares aforementioned is not subject to change prior to the effective date of the merger.

ARTICLE III

The terms and conditions of the merger are as follows:

Until altered, amended or repealed, as therein provided, the bylaws of Commercial, a Constituent Corporation, shall be the bylaws of the Surviving Corporation.

The first annual meeting of the shareholders of the Surviving Corporation held after the effective date of the merger shall be the next annual meeting provided by the bylaws of Commercial, one of the Constituent Corporations.

All persons who at the date when the merger shall become effective shall be the executive and administrative officers of Commercial, one of the Constituent Corporations, shall be and remain like officers of the Surviving Corporation, until the board of directors, of the Surviving Corporation shall elect their respective successors.

The first regular meeting of the board of directors of the Surviving Corporation shall be held as soon as practicable after the date on which the merger shall become effective and may be called in the manner provided in the bylaws of Commercial, one of the Constituent Corporations, for the calling of special meetings of the board of directors and may be held at the same time and place specified in the notice of the new meeting.

The Surviving Corporation shall pay all expenses of carrying this Agreement and Plan of Merger into effect and of accomplishing the merger.

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