

Item 4. The Consolidated Corporation shall on the consummation of this consolidation be responsible and liable for all of the debts, taxes, contracts, liabilities and obligations of each of the constituent corporations, as well as and to the same extent as if it had itself incurred the same or contracted therefor, and any claims, causes of action or proceedings pending by or against any of the said constituent companies, may be prosecuted to judgment by or against the said Consolidated Corporation.

Item 5. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be abandoned by any of the parties at any time prior to its adoption by the stockholders of each of them, or by actual consent of the parties hereto at any time prior to the effective date of this Agreement.

Section C

Mode of Carrying Forward into Effect:

Item 1. This Agreement of Consolidation shall be signed by a majority of the Directors of each of the parties and shall be submitted to the stockholders of each corporation at meetings separately called for the purpose, in accordance with the statutes governing the procedure to be followed in case of consolidation of corporations of their respective states, namely Delaware, Tennessee and Wisconsin. If adopted by vote of two-thirds of the total number of stockholders by each corporation that fact shall be set forth in the Articles of Consolidation of which this Agreement forms a part and the same shall be executed and verified by the President and Secretary of the Wisconsin Corporation and by the President or a Vice-President, and the Secretary or an Assistant Secretary of the Delaware Corporation and of the Tennessee Corporation, and the respective Boards of Directors of the parties shall then cause this Agreement to be executed under their respective corporate seals and acknowledged as the respective act, deed and agreement of the said corporations by their proper