

officers, that is to say 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.

Item 2. The said Articles of Consolidation shall be filed and recorded according to the law in the States of Delaware, Tennessee and Wisconsin and upon completion of such filing and recording, in accordance with the laws of each of said states, the consolidation hereby provided for shall become fully effective and the Consolidated Corporation, namely Pot Dairy Products Company, the Delaware corporation, shall for all purposes be treated as a corporation foreign to the States of Tennessee and Wisconsin. The date of such filing and recording shall be known as the effective date of this Agreement of Consolidation.

Item 3. Upon completion of the filing and recording of the said Articles as aforesaid the properties, rights, interests, powers and privileges of each of the constituent corporations shall be deemed to be fully vested in the Consolidated Corporation as hereinbefore provided, however, purely by way of confirmation and for the purpose of separate exhibition and recording, conveyances of the respective real estate and personal property of the constituent corporations, and assignments of their respective patents, trademarks and other rights to the Consolidated Corporation shall be executed by the officers of the respective constituent corporations and shall be delivered to the Consolidated Corporation on the effective date or as soon thereafter as practicable.

Item 4. The Certificate of Incorporation of the Consolidated Corporation, as set forth in Section E hereof, shall be and remain the Certificate of Incorporation of the Consolidated Corporation until amended, as provided by law.

Item 5. Messrs. L. A. Fallow, R. L. Latzer, John G. Haylor, T. K. Hoppel, Jr., R. O. Jenkins, L. T. Cassady, and G. H. Reynolds shall constitute the first Board of Directors of the Consolidated Corporation, to serve until the first Annual Stockholders' Meeting and until their successors shall be elected

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