

VOL 317 PAGE 65

- 4 -

corporations for shares in the consolidated corporations shall be as follows:

For each share of stock in each of the constituent corporations, the owner or owners thereof shall be entitled to shares in the consolidated corporation in an amount to be determined by taking at book value the excess of assets over liabilities of each respective constituent corporation, dividing this amount by Ten (\$10.00) Dollars (the par value of each share of Hunt Machine Works, Inc.) and dividing the result thus obtained by the number of outstanding shares of such constituent corporation. The result of this division will be the number of shares which each stockholder of the respective constituent corporation will receive in the consolidated corporation in exchange for each share of stock in such constituent corporation. The book value of the excess of assets over liabilities of each of the constituent corporations will be based on statements prepared by Palm & Harris, Certified Public Accountants, as of August 31, 1947.

7. The affairs of the consolidated corporation including the election of directors and officers shall be conducted in accordance with the by-laws of MOUNTAIN CITY FOUNDRY AND MACHINE COMPANY, which by-laws are herewith adopted and ratified as the by-laws of the consolidated corporation, except as they may be modified or altered by the terms of this agreement. The first Board of Directors of the consolidated corporation shall be composed of the following members:

John O. Hunt

Yvonne B. Hunt

Wm. E. Henderson.

8. All and singular the rights, privileges, powers and franchises, lands, tenements, hereditaments, real and personal property, choses in action and property of every kind and de-