

corporation, except insofar as it may be continued by statute, shall cease at 12:00 o'clock Midnight, December 31, 1963, or as soon as: This Agreement of Merger shall have been adopted, approved, signed and acknowledged in accordance with the laws of the State of Virginia and certificates of its adoption and approval shall have been executed in accordance with such laws and this Agreement of Merger and such certificate shall have been filed in the office of the Corporation Commission of the State of Virginia, whichever shall last occur.

(E) For all purposes of the laws of the State of West Virginia this Agreement of Merger and the merger herein provided for shall become effective and the separate existence of Milner Hotels/ Inc., a West Virginia corporation, except insofar as it may be continued by statute, shall cease at 12:00 o'clock Midnight, December 31, 1963, or as soon as: This Agreement of Merger shall have been adopted, approved, signed and acknowledged in accordance with the laws of the State of West Virginia and certificates of its adoption and approval shall have been executed in accordance with such laws and this Agreement of Merger and such certificate shall have been filed in the office of the Secretary of State of the State of West Virginia, whichever shall last occur.

(F) The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of Virginia shall continue unaffected and unimpaired by the merger hereby provided for and the corporate identities, existences, purposes, powers, objects, franchises, rights and immunities of Alabama, North Carolina, South Carolina, and West Virginia shall be continued in and merged into Virginia and Virginia shall be fully vested therewith.

(G) Twelve o'clock Midnight, December 31, 1963, or the date upon which this Agreement is filed in the offices mentioned above upon which the Constituent Corporations shall so become a single corporation, whichever shall last occur, is the effective date of the merger.

(8) The manner of converting the shares of the Constituent Corporations into shares of the Surviving Corporation shall be as set forth in this