

President. In general, he shall perform all duties incident to the office of President of a corporation, and such other duties as may from time to time be assigned to him by the Board of Directors.

(f) The By-laws of Seaboard are hereby amended as of the effective date of the Plan by adding a new Paragraph 37A to read:

"37A—No investment in any affiliated company or any portion of any such investment shall be sold, pledged, or in any other manner incumbered or disposed of except by the affirmative vote of at least two-thirds of the whole Board of Directors. Notwithstanding any other provisions in these By-laws to the contrary this Paragraph 37A may be altered, amended, or repealed, at any annual or special meeting by the stockholders having voting power or at any regular or special meeting of the Board by vote of not less than two-thirds of the whole Board, provided that the proposed action in respect thereof shall be stated in the Notice of such meeting or in the Waiver of Notice thereof."

(g) The number of Directors of the Surviving Corporation shall be 26. The names and addresses of the persons who are to serve as initial directors of the Surviving Corporation, each of whom is presently a Director of one of the Constituent Corporations, and who will hold office in the Surviving Corporation from the effective date of the Plan and until their successors are duly elected and qualified are as follows:

Name	Address
Geo. D. Aldrich.....	200 Berkeley Street, Boston, Mass.
Linton E. Allen.....	First National Bank, Orlando, Fla.
Hyman L. Battle.....	Rocky Mount Mills, Rocky Mount, N. C.
Kenneth E. Black.....	59 Maiden Lane, New York, N. Y.
Henry C. Breck.....	65 Broadway, New York 6, N. Y.
Daniel L. Brown.....	60 State Street, Boston 9, Mass.
Thos. B. Butler.....	13 South Street, Baltimore, Md.
Paul F. Clark.....	200 Berkeley Street, Boston, Mass.
Alexander E. Duncan.....	300 St. Paul Place, Baltimore 2, Md.
Armand G. Erpf.....	42 Wall Street, New York 5, N. Y.
W. Howard Frankland.....	First National Bank of Tampa, Tampa, Fla.
Bradley Gaylord.....	Box 643, Chatham, Mass.
Fred N. Harrison.....	201 South Third Street, Richmond, Va.
Robert Lassiter, Jr.....	1015 Johnston Building, Charlotte 2, N. C.
J. T. Lykes.....	P. O. Box 2879, Tampa 1, Fla.
Geo. W. McCarty.....	601 Trust Company of Georgia Building, Atlanta 3, Ga.
Wm. F. Morton.....	140 Federal Street, Boston 10, Mass.
Prime F. Osborn.....	Atlantic Coast Line Railroad Company, Wilmington, N. C.
W. T. Rice.....	Atlantic Coast Line Railroad Company, Wilmington, N. C.
Edward C. Roe.....	P. O. Box 4640, Jacksonville 1, Fla.
Buford Scott.....	P. O. Box 1575, Richmond, Va.
Henry O. Shaw.....	P. O. Box #52-306, Biscayne Annex, Miami 52, Fla.
John W. Smith.....	3600 W. Broad Street, Richmond 13, Va.
Samuel H. Swint.....	Graniteville Company, Graniteville, S. C.
A. L. M. Wiggins.....	Atlantic Coast Line Railroad Company, Hartsville, S. C.
Ed. C. Wright.....	P. O. Box 24, St. Petersburg, Fla.

If any such person shall at the effective date of the Plan have died or be otherwise incapable of acting as aforesaid, or shall not be a director of Seaboard or Coast Line at the effective date of the Plan, his place shall be filled by the Board of Directors of Seaboard if he is now a director of Seaboard, or by the Board of Directors of Coast Line if he is now a director of Coast Line; *provided however*, that if his place on the Board of Seaboard or Coast Line, as the case may be, shall have been filled before the effective date of the Plan by the election of another director by the stockholders of Seaboard or Coast Line, as the case may be, the director so elected in his place shall be a director of the Surviving Corporation in lieu of said director above named,