

time by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation.

SIXTH The fiscal year of the corporation shall be from the 1st day of January to the 31st day of December, inclusive, in each year.

SEVENTH No holder of shares of the corporation shall have any preemptive rights to subscribe for or to purchase any shares of the corporation of any class whether now or hereafter authorized.

EIGHTH The corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by Sections 1701.01 et seq. of the Revised Code of Ohio, and all rights conferred upon shareholders herein are granted subject to this reservation.

SECTION 2(D). *Regulations.* The Regulations of NDCC in effect at the Effective Time of the Merger shall be the Regulations of the Surviving Corporation, to remain unchanged until amended as provided by law.

SECTION 2(E). *Directors and Officers.* (a) The number of Directors of the Surviving Corporation shall be three, and the names and addresses of the first Directors of the Surviving Corporation who shall hold office until their successors are elected in accordance with the Regulations of the Surviving Corporation and shall have duly qualified, are as follows:

<u>Name</u>	<u>Address</u>
D. R. Hinkley .....	1400 Carew Tower Cincinnati, Ohio 45202
John Hoyt Stanley .....	99 Park Avenue New York, New York 10016
Clifford E. Ozan .....	99 Park Avenue New York, New York 10016

(b) The officers of Emery in office at the Effective Time of the Merger shall be the officers of the Surviving Corporation, holding the offices in the Surviving Corporation which they hold in Emery on the day of the Effective Time of the Merger, until their successors are elected or appointed in accordance with the Regulations of the Surviving Corporation and shall have duly qualified.

ARTICLE THREE

CONVERSION AND EXCHANGE OF SHARES

SECTION 3.01. *Conversion of Shares.* The manner of converting or exchanging the shares of each of NDCC and Emery shall be as follows:

(a) The Merger shall effect no change in any of the NDCC Common Shares and no NDCC Common Shares shall be converted as a result of the Merger.

(b) Each Emery Common Share issued and outstanding at the Effective Time of the Merger (other than Emery Common Shares owned of record by National or NDCC), by virtue of the Merger at the Effective Time of the Merger, shall (i) be converted into and become, without action on the part of the holder thereof, one validly issued, fully paid and nonassessable share of \$1.85 Preference Stock, par value \$1.00 per share, of National (the "National Preference Stock"), or (ii) at the option of the holder thereof, be converted into and become a right to receive \$22.25 in cash, provided that any exercise of such option shall be made in the manner and within the time specified in Annex A hereto and provided further that in no event shall the number of Emery Common Shares exchanged for cash pursuant to this Section 3.01(b)(ii) exceed (x) 45% of the number of outstanding Emery Common Shares at the Effective Time of the Merger less (y) the sum of the number of Emery Common Shares owned of record by National or NDCC at the Effective Time of the Merger and the number of Emery Common Shares held by dissenting shareholders who make

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