

FOURTH: Pursuant to Section 13.1-68(d) of the Virginia Stock Corporation Act the Articles of Incorporation of the Surviving Corporation shall, from and after the effective date of the Plan, be as set forth in the Restated Articles of Incorporation annexed as Annex A to this Plan of Merger.

FIFTH: (a) Except as amended as herein provided, and unless and until further amended or repealed as therein provided, the By-laws of Seaboard, as they shall exist on the effective date of the Plan, shall continue to be the By-laws of the Surviving Corporation.

(b) The second and third sentences of Paragraph 8 of the By-laws of Seaboard are hereby amended as of the effective date of the Plan to read as follows:

"The Board shall consist of 26 directors, but the number of directors may be decreased to any number not less than 7 or increased to any number not exceeding 26 directors, by amendment of these By-laws from time to time."

(c)(i) Paragraphs 15 to 18 inclusive, of the By-laws of Seaboard are hereby deleted, and new Paragraphs 15 to 18C inclusive are hereby added, as of the effective date of the Plan, to read as follows:

"15. *Executive Committee.* The Board of Directors by a majority vote of the whole Board, shall appoint annually from among the Directors an Executive Committee, consisting of the Chairman of the Board and the President and four (4) other directors, who shall hold office until their successors are elected and shall qualify. The Board of Directors shall promptly fill all vacancies in the Executive Committee as they occur.

"16. The Executive Committee shall have such duties and powers as may be assigned to it by the Board of Directors in the resolution designating the Committee and may make recommendations to the Board concerning the general business of the Company.

"17. The Executive Committee shall elect a Chairman to serve for such term as it may determine, shall fix its own rules of procedure, and shall meet where and as provided by such rules, but in every case the presence of at least a majority of the members shall be necessary to, and shall constitute, a quorum, and the affirmative vote of a majority of the members present at a meeting shall be necessary to, and shall constitute, action by the Executive Committee. All action taken by the Executive Committee shall be reported to the Board of Directors at the meeting of such Board next succeeding such action.

"17A. Each member of the Executive Committee shall be entitled to receive reimbursement for his reasonable expenses incurred in attending meetings or otherwise in connection with his attention to the affairs of the Company and to such compensation as may be fixed from time to time by the Board of Directors.

"18. *Finance Committee.* The Board of Directors by a majority vote of the whole Board, shall appoint annually from among the Directors a Finance Committee, consisting of the Chairman of the Board and the President and four (4) other directors, who shall hold office until their successors are elected and shall qualify. The Board of Directors shall promptly fill all vacancies in the Finance Committee as they occur.

"18A. The Finance Committee shall have such duties and powers as to the financial affairs of the Company as the Board may assign to it and may make recommendations to the Board in relation thereto.

"18B. The Finance Committee shall elect a Chairman to serve for such term as it may determine, shall fix its own rules of procedure, and shall meet where and as provided by such rules, but in every case the presence of at least a majority of the members shall be necessary to and shall constitute a quorum, and the affirmative vote of a majority of the members present at a meeting shall be necessary to, and shall constitute, action by the Finance Committee. All action taken by the Finance Committee shall be reported to the Board of Directors at the meeting of such Board next succeeding such action.

"18C. Each member of the Finance Committee shall be entitled to receive reimbursement for his reasonable expenses incurred in attending meetings or otherwise in connection with his attention to the affairs of the Company and to such compensation as may be fixed from time to time by the Board of Directors."