

and powers in whole or in part for those set forth in the charter; the changing of the corporate business; the changing of the corporate name; the changing of the location of the principal office; the increasing of the authorized capital stock by increasing the number of shares thereof and the classification, if desired, of such increase; the decreasing of the authorized but unissued capital stock by reducing the number of shares thereof; the changing of the number and/or par value of issued or unissued shares of the capital stock or of any class thereof; the changing of shares having a par value into shares without par value, or shares without par value into shares having a par value, either with or without increasing or decreasing the number of issued or unissued shares; the classification or reclassification of all or any part of the capital stock; and the making of any other amendment of the charter that may be desired, provided that such amendment shall contain or omit only such provisions as it would be lawful or proper to insert in or omit from an original certificate of incorporation made at the time of making such amendment. No amendment of the charter of a corporation shall be valid which changes the terms of any of the outstanding stock, in the absence of a reservation in the charter of the right to make such amendment, unless such change in the terms thereof shall have been authorized in compliance with Sub-section (b) of this Section, or in the manner prescribed by the applicable provisions of Sections 33, 34, 35 and 37 of this Article, and in compliance with Sub-section (d) of this section when applicable.

(b) If any such amendment shall change the terms of any class of the outstanding stock of a corporation, in the absence of a reservation in the charter of the right to make such amendment, the holders of stock of such class, although not entitled to vote on such amendment, shall be entitled to the same notice of any meeting of stockholders called as provided in Section 29 of this Article to take action on such amendment as stockholders entitled to vote thereon, and shall be entitled at such meeting to register a protest against such amendment. Any holder of stock of any class adversely affected by such change of terms who, at such meeting shall have voted, or (in the case of a stockholder entitled to register a protest) registered a protest, against such amendment, may, when there is no reservation in the charter of the right to make such amendment, make upon the corporation a written demand for payment for his stock, and shall thereupon be entitled to receive an amount equal to the fair value thereof on the effective date of such amendment without regard to