

(11) To elect officers and appoint agents of the corporation, and to define their duties and determine their compensation, and to adopt and carry into effect employee and officer benefit plans.

(12) To make and alter by-laws not inconsistent with law or with its charter for regulating the government of the corporation and for the administration of its affairs.

(13) Generally to exercise the powers set forth in its charter and those granted by law and to do every other act or thing not inconsistent with law, which may be appropriate to promote and attain the purposes set forth in its charter.

(b) It shall not be necessary to set forth in the charter the powers enumerated in this section, but any corporation may by its charter specifically limit or prohibit the corporation from exercising any of said enumerated powers.

CHARTER AMENDMENTS

10. (Power to Amend Charter.) Any corporation of this State may, from time to time, amend its charter in any and as many respects as may be desired, provided that (1) any such amendment shall contain only such provisions as might, at the time of such amendment, be lawfully contained in articles of incorporation, and (2) if a change in stock or in the rights of stockholders, or an exchange, reclassification or cancellation of stock or rights of stockholders is to be made, the amendment shall contain such provisions as may be necessary to effect such change, exchange, reclassification or cancellation, and (3) if any such amendment alters the contract rights, as expressly set forth in the charter, of any outstanding stock, and the charter does not reserve the right to make such amendment, any objecting stockholder whose rights are substantially adversely affected, upon compliance with the provisions of Section 69 of this Article, shall be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

In particular, and without limitation upon such general power of amendment, a corporation may amend its charter, from time to time, so as:

- (1) To change its corporate name.
- (2) To change, enlarge or diminish its corporate purposes, or the duration of its corporate existence.
- (3) To increase or decrease the aggregate number of shares, or shares of any class, which the corporation has authority to issue.

PROPERTY OF
STATE OF MARYLAND