

(d) Unless otherwise agreed in writing, the record holder of any shares which actually belong to another, upon demand therefor, shall issue to such actual owner a proxy to vote such shares.

41. (Voting Trust.) Any one or more stockholders of a corporation may confer upon a trustee or trustees the right to vote or otherwise represent their shares for a period not to exceed ten years, by entering into a written voting trust agreement specifying the terms and conditions of the voting trust, by depositing an executed copy of the agreement with the corporation at its principal office, and by transferring their shares to such trustee or trustees for the purposes of the agreement. Every other stockholder, upon his request therefor, may by like agreement in writing also transfer all or any part of his shares to the same trustee or trustees and thereupon may participate in the terms, conditions and privileges of such agreement.

42. (Waiver of Notice.) Whenever any notice of the time, place or purpose of any meeting of stockholders, directors or committee is required to be given under the provisions of this Article or under the provisions of the charter or by-laws of a corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, or actual attendance at the meeting in person or by proxy, shall be deemed equivalent to the giving of such notice to such persons.

43. (Informal Action by Stockholders.) Any action required or permitted to be taken at any meeting of stockholders may be taken without a meeting, if a consent in writing, setting forth such action, is signed by all the stockholders entitled to vote on the subject matter thereof and any other stockholders entitled to notice of a meeting of stockholders (but not to vote thereat) have waived in writing any rights which they may have to dissent from such action, and such consent and waiver are filed with the records of the corporation.

BY-LAWS, BOOKS AND RECORDS

44. (By-Laws.) After the organization meeting of the board of directors, the power to make, alter and repeal the by-laws of the corporation shall be vested in the stockholders unless and to the extent such power may be vested in the board of directors by the charter or the by-laws. The by-laws may contain any provisions not inconsistent with law or the charter