

shall have any voting or other rights which under the law are or may be conferred on stockholders.

(9) Other preferences, rights, restrictions and qualifications not inconsistent with law.

(10) That the board of directors may classify or reclassify any unissued shares by fixing or altering in any one or more [aspects] *respects*, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(b) In case the board of directors, pursuant to a power contained in the charter, classifies or reclassifies any unissued shares by fixing or altering the preferences, rights, voting powers, restrictions or qualifications of, the dividends on, the times or prices of redemption of, or the conversion rights of, any unissued shares, the board of directors, before any such stock is issued, shall file with the Commission articles supplementary to the charter, containing a description of the stock with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and qualifications as fixed or altered by the board of directors and stating that the shares have been duly classified or reclassified by the board of directors pursuant to authority contained in the charter. The articles shall be signed and acknowledged in the name and on behalf of the corporation by the president or a vice-president, the corporate seal *shall be* affixed and attested by the secretary or an assistant secretary and the matters and facts set forth in said articles with respect to the action by the board of directors shall be verified under oath by the chairman or secretary of the meeting at which such classification or reclassification was adopted.

28.

(b)

(3) EXCEPT [AS PERMITTED BY] *IN CASE OF ACQUISITIONS PURSUANT TO THE PRECEDING PARAGRAPHS (A) (3), (B) (1) AND (B) (2) OF THIS SECTION, NO CORPORATION MAY ACQUIRE BY PURCHASE OR REDEMPTION SHARES OF ITS OWN STOCK EXCEPT OUT OF SURPLUS.*

(d) No acquisition by any corporation by gift, bequest or purchase of shares of its own stock which have not been fully paid shall release, or be made the basis of a release of,