

(F) PAYMENT OF EXPENSES IN ADVANCE OF FINAL DISPOSITION OF ACTION.

BEFORE THE FINAL DISPOSITION OF A CIVIL OR CRIMINAL PROCEEDING, THE CORPORATION MAY PAY THE EXPENSES, INCLUDING ATTORNEY'S FEES, INCURRED BY A [[DEFENDANT]] CORPORATE REPRESENTATIVE IN DEFENDING THE PROCEEDING, IF:

(1) AUTHORIZED IN THE SPECIFIC CASE BY A PRELIMINARY DETERMINATION [[BY THE CORPORATION, ]], MADE IN ACCORDANCE WITH ONE OF THE PROCEDURES PROVIDED IN SUBSECTION (E) OF THIS SECTION, THAT THERE IS A REASONABLE BASIS FOR A BELIEF THAT THE [[DEFENDANT]] CORPORATE REPRESENTATIVE MET THE APPLICABLE STANDARD OF CONDUCT SET FORTH IN SUBSECTIONS (B) OR (C); AND

(2) AN UNDERTAKING IS GIVEN TO THE CORPORATION BY OR ON BEHALF OF THE [[DEFENDANT]] CORPORATE REPRESENTATIVE WHICH REASONABLY ASSURES THAT THE ADVANCE WILL BE REPAID IF IT IS NOT ULTIMATELY DETERMINED THAT THE [[DEFENDANT]] CORPORATE REPRESENTATIVE IS ENTITLED TO BE INDEMNIFIED BY THE CORPORATION.

(G) INDEMNIFICATION NOT EXCLUSIVE OF OTHER RIGHTS; INURES TO BENEFIT OF HEIRS AND PERSONAL REPRESENTATIVE.

THE INDEMNIFICATION PROVIDED BY THIS SECTION :

(1) CONTINUES AS TO A [[DEFENDANT]] CORPORATE REPRESENTATIVE WHO HAS CEASED TO BE A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT AND INURES TO THE BENEFIT OF HIS HEIRS AND PERSONAL REPRESENTATIVE; AND

(2) DOES NOT EXCLUDE ANY OTHER RIGHTS TO WHICH A DEFENDANT OR OTHER PERSON MAY BE ENTITLED UNDER ANY BYLAW, AGREEMENT, VOTE OF STOCKHOLDERS OR DISINTERESTED DIRECTORS, OR OTHERWISE AS TO:

(I) ACTION IN HIS OFFICIAL CAPACITY; AND

(II) ACTION IN ANOTHER CAPACITY WHILE HOLDING THE OFFICE.

(H) INSURANCE.

A CORPORATION MAY PURCHASE AND MAINTAIN INSURANCE ON BEHALF OF ANY PERSON WHO IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF THE CORPORATION OR WHO IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF ANOTHER CORPORATION [[OR ENTITY]] PARTNERSHIP, JOINT VENTURE, TRUST, OR OTHER ENTERPRISE, AGAINST ANY LIABILITY