

(1) "DIRECTOR" MEANS ANY PERSON WHO IS OR WAS A DIRECTOR OF A CORPORATION AND ANY PERSON WHO, WHILE A DIRECTOR OF A CORPORATION, IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, PARTNER, TRUSTEE, EMPLOYEE, OR AGENT OF ANOTHER FOREIGN OR DOMESTIC CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OTHER ENTERPRISE, OR EMPLOYEE BENEFIT PLAN.

(2) "CORPORATION" INCLUDES ANY DOMESTIC OR FOREIGN PREDECESSOR ENTITY OF ~~THE~~ A CORPORATION IN A MERGER, CONSOLIDATION, OR OTHER TRANSACTION IN WHICH THE PREDECESSOR'S EXISTENCE CEASED UPON CONSUMMATION OF THE TRANSACTION.

(3) "EXPENSES" INCLUDE ATTORNEY'S FEES.

(4) "OFFICIAL CAPACITY" MEANS THE FOLLOWING:

(I) WHEN USED WITH RESPECT TO A DIRECTOR, THE OFFICE OF DIRECTOR IN THE CORPORATION; AND

(II) WHEN USED WITH RESPECT TO A PERSON OTHER THAN A DIRECTOR AS CONTEMPLATED IN SUBSECTION (J), THE ELECTIVE OR APPOINTIVE OFFICE IN THE CORPORATION HELD BY THE OFFICER, OR THE EMPLOYMENT OR AGENCY RELATIONSHIP UNDERTAKEN BY THE EMPLOYEE OR AGENT IN BEHALF OF THE CORPORATION. ~~"OFFICIAL--CAPACITY"--DOES--NOT--INCLUDE--SERVICE--FOR--ANY--OTHER FOREIGN--OR--DOMESTIC--CORPORATION--OR--ANY--PARTNERSHIP,--JOINT VENTURE,--TRUST,--OTHER--ENTERPRISE,--OR--EMPLOYEE--BENEFIT--PLAN--"~~

(III) "OFFICIAL CAPACITY" DOES NOT INCLUDE SERVICE FOR ANY OTHER FOREIGN OR DOMESTIC CORPORATION OR ANY PARTNERSHIP, JOINT VENTURE, TRUST, OTHER ENTERPRISE, OR EMPLOYEE BENEFIT PLAN.

(5) "PARTY" INCLUDES A PERSON WHO WAS, IS, OR IS THREATENED TO BE MADE A NAMED DEFENDANT OR RESPONDENT IN A PROCEEDING.

(6) "PROCEEDING" MEANS ANY THREATENED, PENDING OR COMPLETED ACTION, SUIT OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, OR INVESTIGATIVE.

(B) (1) A CORPORATION MAY INDEMNIFY ANY DIRECTOR MADE A PARTY TO ANY PROCEEDING BY REASON OF SERVICE IN THAT CAPACITY IF THE DIRECTOR:

(I) ACTED IN GOOD FAITH;

(II) REASONABLY BELIEVED:

1. IN THE CASE OF CONDUCT IN THE DIRECTOR'S OFFICIAL CAPACITY WITH THE CORPORATION, THAT THE CONDUCT WAS IN THE BEST INTERESTS OF THE CORPORATION; AND

2. IN ALL OTHER CASES, THAT THE CONDUCT WAS AT LEAST NOT OPPOSED TO THE BEST INTERESTS OF THE CORPORATION; AND