

IS AN INTERESTED STOCKHOLDER, THE NUMBER OF SHARES OF VOTING STOCK DEEMED TO BE OUTSTANDING SHALL INCLUDE SHARES DEEMED OWNED BY THE PERSON THROUGH APPLICATION OF SUBSECTION (D) OF THIS SECTION BUT MAY NOT INCLUDE ANY OTHER SHARES OF VOTING STOCK WHICH MAY BE ISSUABLE PURSUANT TO ANY AGREEMENT, ARRANGEMENT, OR UNDERSTANDING, OR UPON EXERCISE OF CONVERSION RIGHTS, WARRANTS OR OPTIONS, OR OTHERWISE.

(K) "MARKET VALUE" MEANS:

(1) IN THE CASE OF STOCK, THE HIGHEST CLOSING SALE PRICE DURING THE 30 DAY PERIOD IMMEDIATELY PRECEDING THE DATE IN QUESTION OF A SHARE OF SUCH STOCK ON THE COMPOSITE TAPE FOR NEW YORK STOCK EXCHANGED-LISTED STOCKS, OR, IF SUCH STOCK IS NOT QUOTED ON THE COMPOSITE TAPE, ON THE NEW YORK STOCK EXCHANGE, OR IF SUCH STOCK IS NOT LISTED ON SUCH EXCHANGE, ON THE PRINCIPAL UNITED STATES SECURITIES EXCHANGE REGISTERED UNDER THE SECURITIES EXCHANGE ACT OF 1934 ON WHICH SUCH STOCK IS LISTED, OR, IF SUCH STOCK IS NOT LISTED ON ANY SUCH EXCHANGE, THE HIGHEST CLOSING BID QUOTATION WITH RESPECT TO A SHARE OF SUCH STOCK DURING THE 30 DAY PERIOD PRECEDING THE DATE IN QUESTION ON THE NATIONAL ASSOCIATION OF SECURITIES DEALERS, INC. AUTOMATED QUOTATIONS SYSTEM OR ANY SYSTEM THEN IN USE, OR IF NO SUCH QUOTATIONS ARE AVAILABLE, THE FAIR MARKET VALUE ON THE DATE IN QUESTION OF A SHARE OF SUCH STOCK AS DETERMINED BY THE BOARD OF DIRECTORS OF THE CORPORATION IN GOOD FAITH; AND

(2) IN THE CASE OF PROPERTY OTHER THAN CASH OR STOCK, THE FAIR MARKET VALUE OF SUCH PROPERTY ON THE DATE IN QUESTION AS DETERMINED BY THE BOARD OF DIRECTORS OF THE CORPORATION IN GOOD FAITH.

(L) "SUBSIDIARY" MEANS ANY CORPORATION OF WHICH VOTING STOCK HAVING A MAJORITY OF THE VOTES ENTITLED TO BE CAST IS OWNED, DIRECTLY OR INDIRECTLY, BY THE CORPORATION.

(M) "VOTING STOCK" MEANS SHARES OF CAPITAL STOCK OF A CORPORATION ENTITLED TO VOTE GENERALLY IN THE ELECTION OF DIRECTORS.

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IN ADDITION TO ANY VOTE OTHERWISE REQUIRED BY LAW OR THE CHARTER OF THE CORPORATION, A BUSINESS COMBINATION SHALL BE RECOMMENDED BY THE BOARD OF DIRECTORS AND APPROVED BY THE AFFIRMATIVE VOTE OF AT LEAST:

(1) 80 PERCENT OF THE VOTES ENTITLED TO BE CAST BY OUTSTANDING SHARES OF VOTING STOCK OF THE CORPORATION, VOTING TOGETHER AS A SINGLE VOTING GROUP; AND

(2) TWO-THIRDS OF THE VOTES ENTITLED TO BE CAST BY HOLDERS OF VOTING STOCK OTHER THAN VOTING STOCK HELD BY THE INTERESTED STOCKHOLDER WHO IS (OR WHOSE AFFILIATE IS) A PARTY TO