

(D) (1) UNLESS THE CHARTER OR BYLAWS OF THE CORPORATION SPECIFICALLY PROVIDES OTHERWISE, THE REQUIREMENTS OF § 3-602 DO NOT APPLY TO BUSINESS COMBINATIONS OF A CORPORATION THAT, ON JULY 1, 1983, HAD AN EXISTING INTERESTED STOCKHOLDER, WHETHER A BUSINESS COMBINATION IS WITH THE EXISTING STOCKHOLDER OR WITH ANY OTHER PERSON THAT BECOMES AN INTERESTED STOCKHOLDER AFTER JULY 1, 1983, OR THEIR PRESENT OR FUTURE AFFILIATES, UNLESS, AT ANY TIME AFTER JULY 1, 1983, THE BOARD OF DIRECTORS OF THE CORPORATION ELECTS BY RESOLUTION TO BE SUBJECT, IN WHOLE OR IN PART, SPECIFICALLY, GENERALLY, OR GENERALLY BY TYPES, AS TO SPECIFICALLY IDENTIFIED OR UNIDENTIFIED INTERESTED STOCKHOLDERS, TO THE REQUIREMENTS OF § 3-602.

(2) THE CHARTER OR BYLAWS OF THE CORPORATION MAY PROVIDE THAT IF THE BOARD OF DIRECTORS ADOPTS A RESOLUTION UNDER SUBSECTION (D)(1) OF THIS SECTION, THE RESOLUTION SHALL BE SUBJECT TO APPROVAL OF THE STOCKHOLDERS IN THE MANNER AND BY THE VOTE SPECIFIED IN THE CHARTER OR THE BYLAWS.

(3) AN ELECTION UNDER THIS SUBSECTION MAY BE ADDED TO BUT MAY NOT BE ALTERED OR REPEALED EXCEPT BY A CHARTER AMENDMENT ADOPTED BY A VOTE OF STOCKHOLDERS MEETING THE REQUIREMENTS OF SUBSECTION (E)(1)(III) OF THIS SECTION.

(4) IF A CORPORATION ELECTS UNDER THIS SUBSECTION (D) TO BE INCLUDED WITHIN THE PROVISIONS OF THIS SUBTITLE GENERALLY, WITHOUT QUALIFICATION OR LIMITATION, IT SHALL FILE WITH THE DEPARTMENT ARTICLES SUPPLEMENTARY INCLUDING A COPY OF THE RESOLUTION MAKING THE ELECTION AND A STATEMENT DESCRIBING THE MANNER IN WHICH THE RESOLUTION WAS ADOPTED. THE ARTICLES SUPPLEMENTARY SHALL BE EXECUTED IN THE MANNER REQUIRED BY TITLE 1 OF THIS ARTICLE. THE ARTICLES SUPPLEMENTARY CONSTITUTE ARTICLES SUPPLEMENTARY UNDER SECTION 1-101(E)(2) OF THIS TITLE, BUT DO NOT CONSTITUTE AN AMENDMENT TO THE CHARTER.

(E) (1) UNLESS THE CHARTER OF THE CORPORATION PROVIDES OTHERWISE, THE REQUIREMENTS OF § 3-602 OF THIS SUBTITLE DO NOT APPLY TO ANY BUSINESS COMBINATION OF:

(I) A CLOSE CORPORATION AS DEFINED IN § 4-101(B) OF THIS ARTICLE;

(II) A CORPORATION HAVING FEWER THAN 100 BENEFICIAL OWNERS OF ITS STOCK;

(III) A CORPORATION WHOSE ORIGINAL ARTICLES OF INCORPORATION HAVE A PROVISION, OR WHOSE STOCKHOLDERS ADOPT A CHARTER AMENDMENT AFTER JUNE 30, 1983 BY A VOTE OF AT LEAST 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 TWO-THIRDS OF THE VOTES ENTITLED TO BE CAST BY PERSONS (IF ANY) WHO ARE NOT INTERESTED STOCKHOLDERS OF THE CORPORATION, VOTING TOGETHER AS A SINGLE VOTING GROUP, EXPRESSLY