

3. -- IS -- APPROVED -- OR -- NOT -- OPPOSED -- BY -- A MAJORITY OF THE MEMBERS OF THE BOARD OF DIRECTORS THEN IN OFFICE, BUT NOT LESS THAN 1 DIRECTOR, WHO WERE:

A. -- DIRECTORS BEFORE ANY PERSON BECAME -- AN INTERESTED STOCKHOLDER DURING THE PREVIOUS 3 YEARS, OR

B. -- RECOMMENDED FOR ELECTION OR ELECTED TO SUCCEED -- DIRECTORS -- DESCRIBED -- IN -- THE -- ITEM BY A MAJORITY OF THE DIRECTORS DESCRIBED IN THE ITEM.

{II} -- THE PROPOSED TRANSACTIONS REFERRED -- TO -- IN SUBPARAGRAPH (I) OF THIS PARAGRAPH ARE LIMITED TO:

1. -- EXCEPT -- FOR -- A -- MERGER -- IN -- RESPECT OF WHICH NO VOTE OF STOCKHOLDERS -- OF -- THE -- CORPORATION -- IS -- REQUIRED UNDER THIS ARTICLE, A MERGER OR CONSOLIDATION OF THE CORPORATION;

2. -- A -- SALE, -- LEASE, -- EXCHANGE, -- MORTGAGE, PLEDGE, -- TRANSFER, -- INCLUDING -- A -- TRANSFER -- OF -- ANY -- FINANCIAL ASSISTANCE -- OR -- TAX -- CREDIT -- OR -- TAX -- ADVANTAGE, -- LOAN, -- ADVANCE, GUARANTEE, OR OTHER DISPOSITION, IN 1 TRANSACTION OR A SERIES -- OF TRANSACTIONS, -- WHETHER -- AS PART OF A DISSOLUTION OR OTHERWISE, OF ASSETS -- OF -- THE -- CORPORATION -- OR -- OF -- A -- DIRECT -- OR -- INDIRECT MAJORITY OWNED -- SUBSIDIARY -- OF -- THE -- CORPORATION, OTHER THAN TO A DIRECT OR INDIRECT WHOLLY OWNED SUBSIDIARY OR TO THE CORPORATION, THAT HAVE AN AGGREGATE MARKET VALUE OF AT LEAST 50 PERCENT OF:

A. -- THE AGGREGATE MARKET VALUE OF -- ALL -- OF THE ASSETS OF THE CORPORATION DETERMINED ON A CONSOLIDATED BASIS, OR

B. -- THE -- AGGREGATE -- MARKET VALUE OF ALL OF THE OUTSTANDING STOCK OF THE CORPORATION, OR

3. -- A PROPOSED TENDER -- OR -- EXCHANGE -- OFFER FOR -- AT -- LEAST -- 50 PERCENT OF THE OUTSTANDING VOTING STOCK OF THE CORPORATION.

{III} -- THE CORPORATION SHALL -- PROVIDE -- NOT -- LESS THAN -- 20 -- DAYS -- NOTICE -- TO -- ALL -- INTERESTED -- STOCKHOLDERS BEFORE CONSUMMATION OF A TRANSACTION DESCRIBED IN SUBPARAGRAPH (II) 1 -- OR 2 OF THIS PARAGRAPH.

(B) UNLESS AN EXEMPTION UNDER § 3-603 OF THIS SUBTITLE APPLIES, IN [In] addition to any vote otherwise required by law or the charter of the corporation, a business combination THAT IS NOT PROHIBITED BY SUBSECTION (A) OF THIS SECTION shall be recommended by the board of directors and approved by the affirmative vote of at least: