

(3) Unless otherwise agreed in writing, the holder of record of stock which actually belongs to another shall issue a proxy to vote the stock to the actual owner on [his] THE OWNER'S demand.

(C) (1) A STOCKHOLDER MAY AUTHORIZE ANOTHER PERSON TO ACT AS PROXY FOR THE STOCKHOLDER AS PROVIDED IN THIS SUBSECTION.

(2) (I) A STOCKHOLDER MAY SIGN A WRITING AUTHORIZING ANOTHER PERSON TO ACT AS PROXY.

(II) SIGNING MAY BE ACCOMPLISHED BY THE STOCKHOLDER OR THE STOCKHOLDER'S AUTHORIZED AGENT SIGNING THE WRITING OR CAUSING THE STOCKHOLDER'S SIGNATURE TO BE AFFIXED TO THE WRITING BY ANY REASONABLE MEANS, INCLUDING FACSIMILE SIGNATURE.

(3) A STOCKHOLDER MAY AUTHORIZE ANOTHER PERSON TO ACT AS PROXY BY TRANSMITTING, OR AUTHORIZING THE TRANSMISSION OF, A TELEGRAM, CABLEGRAM, DATAGRAM, OR OTHER MEANS OF ELECTRONIC TRANSMISSION TO THE PERSON AUTHORIZED TO ACT AS PROXY OR TO A PROXY SOLICITATION FIRM, PROXY SUPPORT SERVICE ORGANIZATION, OR OTHER PERSON AUTHORIZED BY THE PERSON WHO WILL ACT AS PROXY TO RECEIVE THE TRANSMISSION.

(4) A COPY, FACSIMILE TELECOMMUNICATION, OR OTHER RELIABLE REPRODUCTION OF THE WRITING OR TRANSMISSION AUTHORIZED UNDER PARAGRAPHS (2) AND (3) OF THIS SUBSECTION MAY BE SUBSTITUTED FOR THE ORIGINAL WRITING OR TRANSMISSION FOR ANY PURPOSE FOR WHICH THE ORIGINAL WRITING OR TRANSMISSION COULD BE USED.

(D) (1) A PROXY IS REVOCABLE BY A STOCKHOLDER AT ANY TIME WITHOUT CONDITION OR QUALIFICATION UNLESS:

(I) THE PROXY STATES THAT IT IS IRREVOCABLE; AND

(II) THE PROXY IS COUPLED WITH AN INTEREST.

(2) A PROXY MAY BE MADE IRREVOCABLE FOR AS LONG AS IT IS COUPLED WITH AN INTEREST.

(3) THE INTEREST WITH WHICH A PROXY MAY BE COUPLED INCLUDES AN INTEREST IN THE STOCK TO BE VOTED UNDER THE PROXY OR ANOTHER GENERAL INTEREST IN THE CORPORATION OR ITS ASSETS OR LIABILITIES.

SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall take effect October 1, 1994.

Approved May 26, 1994.