

(I) THE MAILING DATE OF THE NOTICE OF THE PRECEDING YEAR'S ANNUAL MEETING; OR

(II) THE PRECEDING YEAR'S ANNUAL MEETING; OR

(3) ANOTHER TIME SPECIFIED IN THE CHARTER OR BYLAWS.

SUBTITLE 8. CORPORATIONS AND REAL ESTATE INVESTMENT TRUSTS -
UNSOLICITED TAKEOVERS.

3-801.

(A) IN THIS SUBTITLE THE FOLLOWING WORDS HAVE THE MEANINGS INDICATED.

(B) "ACQUIRING PERSON" MEANS A PERSON WHO IS SEEKING TO ACQUIRE CONTROL OF A CORPORATION.

(C) "ACT" INCLUDES AN OMISSION OR FAILURE TO ACT.

(D) "AFFILIATE" MEANS A PERSON THAT DIRECTLY, OR INDIRECTLY THROUGH ONE OR MORE INTERMEDIARIES, CONTROLS, IS CONTROLLED BY, OR IS UNDER COMMON CONTROL WITH, A SPECIFIED PERSON.

(E) "ASSOCIATE", WHEN USED TO INDICATE A RELATIONSHIP WITH ANY PERSON, MEANS:

(1) ANY CORPORATION OR ORGANIZATION (OTHER THAN THE CORPORATION OR A SUBSIDIARY OF THE CORPORATION) OF WHICH SUCH PERSON IS AN OFFICER, DIRECTOR, OR PARTNER OR IS, DIRECTLY OR INDIRECTLY, THE BENEFICIAL OWNER OF 10 PERCENT OR MORE OF ANY CLASS OF EQUITY SECURITIES;

(2) ANY TRUST OR OTHER ESTATE IN WHICH SUCH PERSON HAS A SUBSTANTIAL BENEFICIAL INTEREST OR AS TO WHICH SUCH PERSON SERVES AS TRUSTEE OR IN A SIMILAR FIDUCIARY CAPACITY; AND

(3) ANY RELATIVE OR SPOUSE OF SUCH PERSON, OR ANY RELATIVE OF SUCH SPOUSE, WHO HAS THE SAME ~~HOME~~ PRINCIPAL RESIDENCE AS SUCH PERSON OR WHO IS A DIRECTOR OR OFFICER OF THE CORPORATION OR ANY OF ITS AFFILIATES.

(F) "BENEFICIAL OWNER", WHEN USED WITH RESPECT TO ANY STOCK, MEANS A PERSON:

(1) THAT, INDIVIDUALLY OR WITH ANY OF ITS AFFILIATES OR ASSOCIATES, BENEFICIALLY OWNS STOCK, DIRECTLY OR INDIRECTLY; OR

(2) THAT, INDIVIDUALLY OR WITH ANY OF ITS AFFILIATES OR ASSOCIATES, HAS:

(I) THE RIGHT TO ACQUIRE STOCK (WHETHER SUCH RIGHT IS EXERCISABLE IMMEDIATELY OR ONLY AFTER THE PASSAGE OF TIME), PURSUANT TO