

(B) THE TERM OF OFFICE OF THE CLASS I DIRECTORS SHALL CONTINUE UNTIL THE FIRST ANNUAL MEETING OF STOCKHOLDERS AFTER THE DATE ON WHICH THE CORPORATION BECOMES SUBJECT TO THIS SUBTITLE AND UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY.

(C) THE TERM OF OFFICE OF THE CLASS II DIRECTORS SHALL CONTINUE UNTIL THE SECOND ANNUAL MEETING OF STOCKHOLDERS AFTER THE DATE ON WHICH THE CORPORATION BECOMES SUBJECT TO THIS SUBTITLE AND UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY.

(D) THE TERM OF OFFICE OF THE CLASS III DIRECTORS SHALL CONTINUE UNTIL THE THIRD ANNUAL MEETING OF STOCKHOLDERS FOLLOWING THE DATE ON WHICH THE CORPORATION BECOMES SUBJECT TO THIS SUBTITLE AND UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY.

(E) AT EACH ANNUAL MEETING OF THE STOCKHOLDERS OF A CORPORATION, THE SUCCESSORS TO THE CLASS OF DIRECTORS WHOSE TERM EXPIRES AT THAT MEETING SHALL BE ELECTED TO HOLD OFFICE FOR A TERM CONTINUING UNTIL:

(1) THE ANNUAL MEETING OF STOCKHOLDERS HELD IN THE THIRD YEAR FOLLOWING THE YEAR OF THEIR ELECTION; AND

(2) THEIR SUCCESSORS ARE ELECTED AND QUALIFY.

(F) THIS SUBTITLE DOES NOT LIMIT THE POWER OF A CORPORATION BY PROVISION IN ITS CHARTER TO:

(1) CONFER ON THE HOLDERS OF ANY CLASS OR SERIES OF PREFERENCE OR PREFERRED STOCK THE RIGHT TO ELECT ONE OR MORE DIRECTORS; AND

(2) DESIGNATE THE TERMS AND VOTING POWERS OF THE DIRECTORS, WHICH MAY VARY AMONG THE DIRECTORS.

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(A) NOTWITHSTANDING ANY OTHER LESSER PROPORTION OF VOTES REQUIRED BY A PROVISION IN THE CHARTER OR THE BYLAWS, BUT SUBJECT TO § ~~2-406(B)~~ 2-406(B)(3) OF THIS ARTICLE THE STOCKHOLDERS OF A CORPORATION MAY REMOVE ANY DIRECTOR BY THE AFFIRMATIVE VOTE OF AT LEAST TWO-THIRDS OF ALL THE VOTES ENTITLED TO BE CAST BY THE STOCKHOLDERS GENERALLY IN THE ELECTION OF DIRECTORS.

(B) SUBJECT TO § ~~2-402~~ 2-402(A) OF THIS ARTICLE BUT NOTWITHSTANDING ANY PROVISION IN THE CHARTER OR BYLAWS, THE NUMBER OF DIRECTORS OF A CORPORATION SHALL BE FIXED ONLY BY VOTE OF THE BOARD OF DIRECTORS.

(C) (1) NOTWITHSTANDING ANY PROVISION IN THE CHARTER OR BYLAWS, THIS SUBSECTION APPLIES TO A VACANCY THAT RESULTS FROM:

(I) AN INCREASE IN THE SIZE OF THE BOARD OF DIRECTORS; OR

(II) THE DEATH, RESIGNATION, OR REMOVAL OF A DIRECTOR.