

(2) Each of its stockholders not entitled to vote on the proposed transaction, except the stockholders of a successor in a merger if the merger does not alter the contract rights of their stock as expressly set forth in the charter.

(D) AN AGREEMENT OF CONSOLIDATION, MERGER, SHARE EXCHANGE, OR TRANSFER OF ASSETS MAY REQUIRE THAT THE PROPOSED TRANSACTION SHALL BE SUBMITTED TO THE STOCKHOLDERS, EVEN IF THE BOARD OF DIRECTORS DETERMINES AT ANY TIME AFTER HAVING DECLARED THE ADVISABILITY OF THE PROPOSED TRANSACTION THAT THE PROPOSED TRANSACTION IS NO LONGER ADVISABLE AND EITHER MAKES NO RECOMMENDATION TO THE STOCKHOLDERS OR RECOMMENDS THAT THE STOCKHOLDERS REJECT THE PROPOSED TRANSACTION.

[(d)](E) The proposed consolidation, merger, share exchange, or transfer shall be approved by the stockholders of each corporation by the affirmative vote of two thirds of all the votes entitled to be cast on the matter.

3-202.

(a) Except as provided in subsection (c) of this section, a stockholder of a Maryland corporation has the right to demand and receive payment of the fair value of the stockholder's stock from the successor if:

(3) The corporation transfers its assets in a manner requiring action under [§ 3-105(d)] § 3-105(E) of this title;

3-601.

(j) "Interested stockholder" means any person (other than the corporation or any subsidiary) that:

(1) (i) Is the beneficial owner, directly or indirectly, of 10 percent or more of the voting power of the outstanding voting stock of the corporation after the date on which the corporation had 100 or more beneficial owners of its stock; or

(ii) Is an affiliate or associate of the corporation and was the beneficial owner, directly or indirectly, of 10 percent or more of the voting power of the then outstanding stock of the corporation:

1. At any time within the 2-year period immediately prior to the date in question; and

2. After the date on which the corporation had 100 or more beneficial owners of its stock.

(2) For the purpose of determining whether a person is an interested ~~stockholder, ] STOCKHOLDER.~~

(4) ~~the ] THE~~ number of shares of voting stock deemed to be outstanding shall include shares deemed owned by the person through application of subsection (d) of this section but may not include any other shares of voting stock which may be issuable pursuant to any agreement, arrangement, or understanding, or upon exercise of conversion rights, warrants or options, or otherwise; ~~AND.~~