

2-504.

(a) Not less than 10 nor more than 90 days before each stockholders' meeting, the secretary of the corporation shall give [written] notice IN WRITING OR BY ELECTRONIC TRANSMISSION of the meeting to:

- (1) Each stockholder entitled to vote at the meeting; and
- (2) Each other stockholder entitled to notice of the meeting.

(b) The notice shall state:

(1) The time OF THE MEETING, [and] THE place of the meeting, IF ANY, AND THE MEANS OF REMOTE COMMUNICATION, IF ANY, BY WHICH STOCKHOLDERS AND PROXY HOLDERS MAY BE DEEMED TO BE PRESENT IN PERSON AND MAY VOTE AT THE MEETING; and

(2) The purpose of the meeting, if:

- (i) The meeting is a special meeting; or
- (ii) Notice of the purpose is required by any other provision of this

article.

(c) (1) For purposes of this section, notice is given to a stockholder when it is:

(1) (I) Personally delivered to the stockholder;

(2) (II) Left at the stockholder's residence or usual place of business;

(3) (III) Mailed to the stockholder at the stockholder's address as it appears on the records of the corporation; or

(4) (IV) Transmitted to the stockholder by AN electronic [mail] TRANSMISSION to any [electronic mail] address OR NUMBER of the stockholder [or by any other electronic means] AT WHICH THE STOCKHOLDER RECEIVES ELECTRONIC TRANSMISSIONS.

(2) IF A CORPORATION HAS RECEIVED A REQUEST FROM A STOCKHOLDER THAT NOTICE NOT BE SENT BY ELECTRONIC TRANSMISSION, THE CORPORATION MAY NOT PROVIDE NOTICE TO THE STOCKHOLDER BY ELECTRONIC TRANSMISSION.

(D) (1) AN AFFIDAVIT OF THE SECRETARY, AN ASSISTANT SECRETARY, THE TRANSFER AGENT, OR OTHER AGENT OF THE CORPORATION THAT NOTICE HAS BEEN GIVEN BY A FORM OF ELECTRONIC TRANSMISSION, IN THE ABSENCE OF ACTUAL FRAUD, SHALL BE PRIMA FACIE EVIDENCE OF THE FACTS STATED IN THE AFFIDAVIT.

(2) NOTICE GIVEN BY ELECTRONIC TRANSMISSION SHALL BE CONSIDERED INEFFECTIVE IF:

(1) THE CORPORATION IS UNABLE TO DELIVER TWO CONSECUTIVE NOTICES; AND