

of the stockholders entitled to cast not less than the minimum number of votes that would be necessary to authorize or take the action at a stockholders meeting if the corporation gives notice of the action **NOT LATER THAN 10 DAYS AFTER THE EFFECTIVE DATE OF THE ACTION** to each holder of the class of common stock [not later than 10 days after the effective date of the action] **AND TO EACH STOCKHOLDER WHO, IF THE ACTION HAD BEEN TAKEN AT A MEETING, WOULD HAVE BEEN ENTITLED TO NOTICE OF THE MEETING.**

2-506.

(a) Unless this article or the charter of a corporation provides otherwise, at a meeting of stockholders:

(1) The presence in person or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast at the meeting constitutes a quorum; and

(2) A majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting.

(b) Subject to other provisions of this article, unless the charter of a corporation provides otherwise, if two or more classes of stock are entitled to vote separately on any matter for which this article requires approval by [two thirds] **TWO-THIRDS** of all the votes entitled to be cast, the matter shall be approved by [two thirds] **TWO-THIRDS** of all the votes of each class.

(c) (1) **THIS SUBSECTION APPLIES TO A CORPORATION THAT:**

(i) **HAS A CLASS OF EQUITY SECURITIES REGISTERED UNDER THE SECURITIES EXCHANGE ACT OF 1934 AND AT LEAST THREE DIRECTORS WHO ARE NOT OFFICERS OR EMPLOYEES OF THE CORPORATION; OR**

(ii) **IS REGISTERED AS AN OPEN-END INVESTMENT COMPANY UNDER THE INVESTMENT COMPANY ACT OF 1940.**

(2) **UNLESS THE CHARTER OR BYLAWS OF A CORPORATION PROVIDE OTHERWISE, AT A MEETING OF STOCKHOLDERS THE PRESENCE, IN PERSON OR BY PROXY, OF A MAJORITY OF ALL VOTES ENTITLED TO BE CAST AT THE MEETING CONSTITUTES A QUORUM.**

(3) **FOR PURPOSES OF THIS SUBSECTION, A QUORUM PROVISION IN THE BYLAWS OF A CORPORATION MAY NOT BE LESS THAN ONE-THIRD OF THE VOTES ENTITLED TO BE CAST AT THE MEETING.**

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