

3. *Voting Power*: The holders of the Common Shares shall, subject to the provisions of the Code of Regulations of the corporation and of the statutes of the State of Ohio relating to the fixing of a record date, be entitled to one vote for each Common Share held by them respectively, for the election of directors (excepting directors to be elected by holders of the Preferred Shares or of the Serial Preferred Shares voting as a class) and for all other purposes.

FIFTH: The corporation, by its Board of Directors, shall have full power and authority, without any consent or vote of the shareholders or any class thereof, from time to time to purchase shares of any class issued by the corporation to the extent permitted by law except as may be otherwise provided in these Amended Articles.

SIXTH: Notwithstanding any provision of law requiring for any action the vote of a designated proportion of the voting power of the corporation, such action may be taken by the vote of the holders of shares entitling them to exercise a majority of the voting power of this corporation; and notwithstanding any provision of law requiring (or permitting as an alternative to a vote) for any action the written consent of the holders of any designated proportion of the outstanding shares of a corporation, such action may be taken by the written consent of the holders of a majority of the outstanding shares of this corporation—except in each case as may be otherwise provided in these Amended Articles.

The affirmative vote or written consent of the holders of shares entitling them to exercise two-thirds of the voting power of this corporation, given in person or by proxy at a meeting called for the purpose, shall be necessary:

1. to approve

(a) the sale, exchange, lease, transfer or other disposition by the corporation of all, or substantially all, of its assets or business, or

(b) the consolidation of the corporation, or its merger, into another corporation, or

(c) the merger into the corporation of another corporation or corporations if the merger involves the issuance or transfer by the corporation to the shareholders of the other constituent corporation or corporations of such number of shares of the corporation as entitle the holders thereof to exercise at least one-sixth of the voting power of the corporation in the election of directors immediately after the consummation of the merger, or

(d) a combination or majority share acquisition in which the corporation is the acquiring corporation and its voting shares are issued or transferred to another corporation if the combination or majority share acquisition involves the issuance or transfer by the corporation to the shareholders of the other corporation or corporations of such number of shares of the corporation as entitle the holders thereof to exercise at least one-sixth of the voting power of the corporation in the election of directors immediately after the consummation of the combination or majority share acquisition; or

2. to approve any agreement, contract or other arrangement providing for any of the transactions described in subparagraph 1 above; or