

FOURTH: The authorized number of shares of the corporation is Forty-Five Million Six Hundred Thousand (45,600,000) classified and designated as follows:

A. *Preferred Shares*: Six Hundred Thousand (600,000) shares are classified and designated as 4 $\frac{3}{4}$ % Cumulative Convertible Preferred Shares with a par value of Twenty-Five Dollars (\$25) each and are herein called the "Preferred Shares";

B. *Serial Preferred Shares*: Five Million (5,000,000) shares are classified and designated as Serial Preferred Shares without par value and are herein called the "Serial Preferred Shares", and

C. *Common Shares*: Forty Million (40,000,000) shares are classified and designated as Common Shares with a par value of Fifty Cents (50¢) each and are herein called the "Common Shares".

The express terms of such classes of shares are as follows:

DIVISION A—PREFERRED SHARES

1. *Dividend Rights*: The holders of the Preferred Shares shall be entitled, out of funds of the corporation lawfully available for dividends under the laws of the State of Ohio, if, when, and as declared by the Board of Directors in its discretion, to cash dividends, preferential as set forth in the next sentence, at the fixed rate of \$1.1875 per share per annum and no more, payable quarterly on the twenty-fifth day of February, May, August and November in each year (the quarterly periods, commencing on the dates immediately following such payable dates, being hereby designated as "dividend periods") accruing from the first day of the dividend period in which the Preferred Shares shall be issued. Dividends on each of the Preferred Shares shall be preferential and cumulative, so that, if full dividends on all the outstanding Preferred Shares at the rate aforesaid for all past dividend periods and also the full dividend on such shares for the then current dividend period shall not have been paid thereon or declared and a sum sufficient for the payment thereof set apart, the amount of deficiency for past dividend periods shall be fully paid, but without interest, or dividends upon the Preferred Shares in the amount of the deficiency for past dividend periods shall be declared and a sum sufficient for the payment thereof set apart, and the amount of the dividend for the then current dividend period shall be fully paid, or the dividend for the then current dividend period shall be declared and a sum sufficient for the payment thereof set apart, before any dividend, other than in junior shares, shall be declared or paid upon, or set apart for, or any purchase, redemption or other acquisition or any sinking fund payment or any other distribution shall be ordered or made in respect of, any other shares of the corporation.

The term "junior shares" as used in this Article FOURTH with respect to the Preferred Shares means the Common Shares as well as any other class of shares of the corporation ranking subordinate to the Preferred Shares as to both dividends and assets.

2. *Liquidation Rights and Preferences*: In the event of any liquidation, dissolution or winding up of the corporation, or any reduction of its capital, resulting in any distri-