

Common Shares or make any distribution (other than ordinary cash dividends) to the holders of Common Shares; or

(2) to effect any capital reorganization or reclassification of the capital stock of the corporation; or

(3) to consolidate with, or merge into, any other corporation or to transfer its property as an entirety or substantially as an entirety; or

(4) to effect the liquidation, dissolution or winding up of the corporation,

then the corporation shall cause notice of any such intended action to be mailed, first-class postage prepaid, to all holders of record of outstanding Preferred Shares, at their addresses as the same appear of record, not less than 30 nor more than 40 days prior to the date on which the transfer books of the corporation shall close or a record be taken for such stock dividend or distribution, or the date when such capital reorganization, reclassification, consolidation, merger, transfer, liquidation, dissolution or winding up shall be effective, as the case may be.

5. *Voting Power*: The holders of the Preferred 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 such share held by them respectively, for the election of Directors (except Directors to be elected by holders of Common Shares when holders of Preferred Shares vote as a class to elect Directors pursuant to the following paragraph (B) of this Paragraph 5) and for all other purposes, but shall at no time be entitled to any other or special or restrictive voting rights of any kind whatsoever, except only as and when and to the extent required by statute, and except for the special voting rights set forth in the following paragraphs (A) and (B):

A. So long as any Preferred Shares are outstanding, the corporation shall not, without the affirmative vote or written consent, in person or by proxy, of the holders of, in respect of the actions referred to in clauses (1) and (2) below, at least two-thirds, and, in respect of the actions referred to in clauses (3) and (4) below, at least a majority, of the Preferred Shares outstanding and entitled to vote or consent on the record date fixed for the purpose by the Board of Directors, given, as the corporation may elect, either at a special meeting of such holders or at any annual or special meeting of shareholders, or, after written notice of the proposed action shall have been given to all such holders as provided in the Code of Regulations of the corporation, in writing without any such meeting,

(1) authorize, or increase the authorized number of shares of, any class having preference over the Preferred Shares as to dividends or assets;

(2) alter, change, or repeal the express terms of the Preferred Shares or the qualifications, limitations, or restrictions of such terms so as to affect the Preferred Shares directly and adversely;

(3) increase the authorized number of Preferred Shares; or

(4) authorize, or increase the authorized number of shares of, any class on a parity with the Preferred Shares;