

it being intended that the aforesaid vote or consent will be in addition to any other approval or consent at the time required by statute for such action.

B. If and whenever dividends on the Preferred Shares shall be in arrears and the arrears shall aggregate an amount at least equal to 6 quarterly dividends upon such shares, the holders of the Preferred Shares, voting separately as a class, shall be entitled, at any annual meeting of the shareholders or special meeting held in place thereof, or at a special meeting of the holders of the Preferred Shares called as hereinafter provided, to elect 2 Directors. At any time while the holders of the Preferred Shares, voting as a class, are entitled to elect 2 Directors as herein provided, they shall not be entitled to participate with the holders of the Common Shares in the election of any other Directors. Whenever all arrears in dividends on the Preferred Shares then outstanding shall have been paid and dividends thereon for the then current dividend period shall have been paid, or declared and a sum sufficient in payment thereof set apart, the right of the holders of the Preferred Shares to elect 2 Directors shall cease, subject always to the same provisions for the vesting of such voting rights in the case of any similar future arrearages in dividends. At any time after such voting power shall have been so vested in the holders of the Preferred Shares, the Secretary of the corporation may, and, upon the written request of the holders of record of 10% or more of the Preferred Shares then outstanding, addressed to him at the principal office of the corporation in the State of Ohio, shall, call a special meeting of the holders of the Preferred Shares for the election of the Directors to be elected by them as herein provided to be held within 30 days after such call and at the place and upon the notice provided by law and in the Code of Regulations for the holding of meetings of shareholders; provided, however, that the Secretary shall not be required to call such special meeting in the case of any such request received less than 90 days before the date fixed for any annual meeting of shareholders. If any such special meeting required to be called as provided shall not be called by the Secretary within the 30 days after the receipt of any such request, then the holders of record of 10% or more of the Preferred Shares then outstanding may designate in writing one of their number to call such meeting, and the person so designated may call such meeting to be held at the place and upon the notice above provided and for that purpose shall have access to the stock ledger of the corporation. No such special meeting and no adjournment thereof shall be held on a date later than 30 days before the annual meeting of the shareholders or special meeting held in place thereof next succeeding the time when the holders of the Preferred Shares become entitled to elect Directors as above provided. If any such special meeting shall be called as above provided, then, by vote of the holders of at least a majority of those Preferred Shares which are present or represented by proxy at such meeting, the then authorized number of Directors of the corporation shall be increased by 2 and at such meeting, the holders of the Preferred Shares shall be entitled to elect the additional Directors so provided for, but any Directors so elected shall not hold office beyond the annual meeting of the shareholders or special meeting held in place thereof next succeeding the time when the holders of the Preferred Shares become entitled to elect Directors as above provided. Whenever the holders of the Preferred Shares shall be divested of the voting power as above provided, the terms of office of all persons elected as Directors by the holders of the Preferred Shares as a class shall forthwith terminate and the number of the Board of Directors shall be reduced accordingly.