

merger, sale or conveyance. After any such consolidation, merger, sale or conveyance, the right of conversion shall be to convert the Series A Preferred Shares into such securities as the same may from time to time be constituted.

(d) In case the corporation proposes

(1) to pay any dividend payable in shares (of any class or classes) upon 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 Series A 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.

(e) Upon the conversion of a Series A Preferred Share the stated capital of the Common Shares issued upon conversion shall be the total par value of those Common Shares, and the stated capital of the corporation shall be correspondingly increased or reduced.

#### DIVISION C—COMMON SHARES

1. *Dividend Rights:* After full dividends on all the outstanding Preferred Shares and Serial Preferred Shares for all past dividend periods and also the full dividend on such shares for the current dividend period shall have been paid or declared and set apart for payment in accordance with paragraph 1 of Division A and paragraph 1 of Division B above, then out of any funds lawfully available for dividends under the laws of the State of Ohio, dividends may be paid upon the Common Shares and upon any other shares, to the exclusion of the Preferred Shares and the Serial Preferred Shares, if, when and as declared by the Board of Directors in its discretion.

2. *Distribution of Assets:* In the event of any liquidation, dissolution or winding up of the corporation, or any reduction of its capital, resulting in any distribution of its assets to its shareholders, after there shall have been paid or set apart for the holders of the Preferred Shares and the Serial Preferred Shares the full preferential amounts to which they are respectively entitled under the provisions of paragraph 2 of Division A and paragraph 2 of Division B above, the holders of the Common Shares shall be entitled to receive as a class, *pro rata*, to the exclusion of the Preferred Shares and the Serial Preferred Shares, the assets of the corporation remaining for distribution to its shareholders.