

4. If after the giving of the notice required to be given pursuant to Sections 4(b) and 4(c) hereof and before the redemption date specified in such notice, the Corporation shall deposit for the pro rata benefit of the holders of the shares of this series so called for redemption the funds necessary for such redemption with a bank or trust company in New York, New York, having a capital and surplus of at least \$50,000,000; then, notwithstanding that any certificates for shares of this series so called for redemption shall not have been surrendered for cancellation, from and after the date of redemption so designated, the shares represented thereby shall no longer be deemed outstanding, the rights to receive dividends thereon shall cease to accrue and all rights of the holders of the shares of this series so called for redemption shall cease and terminate, excepting only the right to receive the redemption price therefor (including dividends accrued through the redemption date, but without interest). Any moneys so deposited by the Corporation and unclaimed at the end of five years from the date designated for such redemption shall revert to the general funds of the Corporation. After such reversion, any such bank or trust company shall, upon demand, pay over to the Corporation such unclaimed amounts and thereupon such bank or trust company shall be relieved of all responsibility in respect thereof to such holder and such holder shall look only to the Corporation for the payment of the redemption price. Any interest accrued on funds so deposited shall be paid from time to time to the Corporation for its own account.

5. The holders of this series shall have no voting rights except as set forth in Section 7 of Part D and as follows:

(a) Without the consent of the holders of at least two-thirds of the number of shares of this series at the time outstanding, given in person or by proxy, either in writing or by vote at a meeting called for that purpose at which the holders of this series shall vote as a separate series, there shall be no:

- (i) amendment, alteration or repeal of any of the provisions of the Articles of Incorporation of the Corporation which affects adversely the preferences, rights or powers of this series;
- (ii) authorization or creation of, or increase in the authorized amount of, any stock of any class or any security convertible into stock of any class, ranking prior to this series; or
- (iii) issuance of any additional shares, or reissuance of any shares heretofore or hereafter purchased or redeemed or otherwise acquired, of the Preferred Stock.

(b) Without the consent of the holders of at least a majority of the number of shares of this series at the time outstanding, given in person or by proxy, either in writing or by vote at a meeting called for that purpose at which the holders of this series shall vote as a separate series, there shall be no:

- (i) increase in the authorized amount of this series or increase in the authorized amount of Preference Stock or authorization or creation of any additional class of stock or any security convertible into shares of any additional class of stock, ranking on a parity with this series;
- (ii) issuance of any additional shares of Preference Stock (other than shares of this or any other series heretofore or hereafter purchased or redeemed or otherwise acquired, subject to Section 6(a) hereof), unless the net income of the Corporation available for payment of dividends (after adjustment to give effect to the recorded earnings of any companies or assets to be acquired with such shares) during a period of 18 consecutive calendar months out of the immediately 24 preceding calendar months is at least 2 times the annual pro forma dividend requirements on all shares of Preference Stock and Preferred Stock and of any class of stock ranking on a parity with or prior to this series which would be outstanding thereafter;
- (iii) consolidation or merger of the Corporation with another corporation, unless (A) if the Corporation is the surviving corporation, the preferences, rights or powers of the shares of this series outstanding immediately prior to the effective date of the

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