

OF ANY EQUITY SECURITIES OF THE CORPORATION OR ANY SUBSIDIARY WHICH HAVE AN AGGREGATE MARKET VALUE OF 5 PERCENT OR MORE OF THE TOTAL MARKET VALUE OF THE OUTSTANDING STOCK OF THE CORPORATION TO ANY INTERESTED STOCKHOLDER OR ANY AFFILIATE OF ANY INTERESTED STOCKHOLDER (OTHER THAN THE CORPORATION OR ANY OF ITS SUBSIDIARIES) EXCEPT PURSUANT TO THE EXERCISE OF WARRANTS OR RIGHTS TO PURCHASE SECURITIES OFFERED PRO RATA TO ALL HOLDERS OF THE CORPORATION'S VOTING STOCK OR ANY OTHER METHOD AFFORDING SUBSTANTIALLY PROPORTIONATE TREATMENT TO THE HOLDERS OF VOTING STOCK;

(4) THE ADOPTION OF ANY PLAN OR PROPOSAL FOR THE LIQUIDATION OR DISSOLUTION OF THE CORPORATION IN WHICH ANYTHING OTHER THAN CASH WILL BE RECEIVED BY AN INTERESTED STOCKHOLDER OR ANY AFFILIATE OF ANY INTERESTED STOCKHOLDER; OR

(5) ANY RECLASSIFICATION OF SECURITIES (INCLUDING ANY REVERSE STOCK SPLIT), OR RECAPITALIZATION OF THE CORPORATION, OR ANY MERGER, CONSOLIDATION, OR SHARE EXCHANGE OF THE CORPORATION WITH ANY OF ITS SUBSIDIARIES WHICH HAS THE EFFECT, DIRECTLY OR INDIRECTLY, IN ONE TRANSACTION OR A SERIES OF TRANSACTIONS, OF INCREASING BY 5 PERCENT OR MORE OF THE TOTAL NUMBER OF OUTSTANDING SHARES, THE PROPORTIONATE AMOUNT OF THE OUTSTANDING SHARES OF ANY CLASS OF EQUITY SECURITIES OF THE CORPORATION OR ANY SUBSIDIARY WHICH IS DIRECTLY OR INDIRECTLY OWNED BY ANY INTERESTED STOCKHOLDER OR ANY AFFILIATE OF ANY INTERESTED STOCKHOLDER.

(F) "COMMON STOCK" MEANS ANY STOCK OTHER THAN PREFERRED OR PREFERENCE STOCK.

(G) "CONTROL", INCLUDING THE TERMS "CONTROLLING", "CONTROLLED BY" AND "UNDER COMMON CONTROL WITH", MEANS THE POSSESSION, DIRECTLY OR INDIRECTLY, OF THE POWER TO DIRECT OR CAUSE THE DIRECTION OF THE MANAGEMENT AND POLICIES OF A PERSON, WHETHER THROUGH THE OWNERSHIP OF VOTING SECURITIES, BY CONTRACT, OR OTHERWISE, AND THE BENEFICIAL OWNERSHIP OF 10 PERCENT OR MORE OF THE VOTES ENTITLED TO BE CAST BY A CORPORATION'S VOTING STOCK CREATES A PRESUMPTION OF CONTROL.

(H) "CORPORATION" INCLUDES A REAL ESTATE INVESTMENT TRUST AS DEFINED IN TITLE 8 OF THIS ARTICLE.

(I) "EQUITY SECURITY" MEANS:

(1) ANY STOCK OR SIMILAR SECURITY, CERTIFICATE OF INTEREST, OR PARTICIPATION IN ANY PROFIT SHARING AGREEMENT, VOTING TRUST CERTIFICATE, OR CERTIFICATE OF DEPOSIT FOR AN EQUITY SECURITY; OR

(2) ANY SECURITY CONVERTIBLE, WITH OR WITHOUT CONSIDERATION, INTO AN EQUITY SECURITY, OR ANY WARRANT OR OTHER SECURITY CARRYING ANY RIGHT TO SUBSCRIBE TO OR PURCHASE AN EQUITY SECURITY;