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FORM PTO-1618A
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07-19-1999

U.S. Department of Commerce
Patent and Trademark Office
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**RECORDATION FORM COVER SHEET
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04-27-1999

U.S. Patent & TMO/PTM Mail Rcpt Dt. #11

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

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DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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01 FC:481
02 FC:482

40.00 OP
25.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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REEL: 001898 FRAME: 0444

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/531,287"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,059,845"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Timothy E. Sheil

[Signature]

4/27/99

Name of Person Signing

Signature

Date Signed



Prescribed by
 Bob Taft, Secretary of State
 10 East Broad Street, 14th Floor
 Columbus, Ohio 43266-0418
 Form MER (July 1994)

Approved _____
 Date _____
 Fee _____

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Citizens Bancshares, Inc.

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: Sky Financial Group, Inc.

only if the name of surviving entity is changing through the merger

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

Domestic (Ohio) corporation

Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

Domestic (Ohio) limited liability company

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

Domestic (Ohio) limited partnership, registration number _____

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 SECRETARY OF STATE

- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/ Country of Organization	Type of Entity
Mid-Am, Inc.	Ohio	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
W. Granger Souder, Esq.	P.O. Box 428 221 South Church Street (street and number) Bowling Green, Ohio 43402-0428 (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On the date of filing *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so .

VI. Statutory Agent

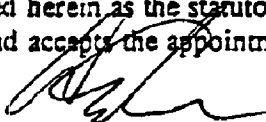
The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
W. Granger Souder, Esq.	P.O. Box 428 221 South Church Street
	<small>(complete street address)</small>
	Bowling Green, Ohio 43402-0428
	<small>(city, village or township) (zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.



Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, ~~articles of organization or certificate of limited partnership~~ (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name) (street and number)
_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____
- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2. **Foreign Qualifying Limited Partnership**
(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____

- b. The limited partnership was formed on _____
under the laws of the state/country of _____
month day year
- c. The address of the office of the limited partnership in its state/country of organization is _____

- d. The limited partnership's principal office address is _____

- e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name	Address
------	---------

_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

- f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Citizens Bancshares, Inc.

Mid Am, Inc.

exact name of entity

exact name of entity

By: [Signature]

By: _____

Its: President

Its: _____

Date: 10-1-98

Date: _____

exact name of entity

exact name of entity

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

exact name of entity

exact name of entity

By: _____

By: _____

Its: _____

Its: _____

Date: _____

Date: _____

Officer must be the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signature, a separate sheet should be attached containing such signatures.

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The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Citizens Bancshares, Inc.

exact name of entity
By: _____
Its: _____
Date: _____

Mid Am, Inc.

exact name of entity
By: *[Signature]*
Its: Executive Vice President & CFO
Date: 9-30-98

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
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exact name of entity
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exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signatures, a separate sheet should be attached containing such signatures)

EXHIBIT A

CERTIFICATE OF AMENDMENT TO THE
FIFTH AMENDED ARTICLES OF INCORPORATION OF
CITIZENS BANCSHARES, INC.
(TO BE RENAMED SKY FINANCIAL GROUP, INC.)

Marty E. Adams, President of Citizens Bancshares, Inc., an Ohio corporation (the "Corporation"), does hereby certify that a special meeting of the shareholders was duly called and held on the 1st day of October, 1998, at which meeting a quorum of the shareholders was present in person or by proxy, and by the affirmative vote of the holders of shares entitling them to exercise more than a majority of the voting power of the Corporation, as required by Article NINTH, Division B, of the Fifth Amended Articles of Incorporation, the following amendments to the Corporation's Fifth Amended Articles of Incorporation were duly adopted:

1. Article FIRST of the Corporation's Fifth Amended Articles of Incorporation is amended in its entirety to read as follows:

FIRST: The name of the Corporation shall be Sky Financial Group, Inc.

2. Article SECOND of the Corporation's Fifth Amended Articles of Incorporation is amended in its entirety to read as follows:

SECOND: The place in the State of Ohio where the principal office of the Corporation will be located is in Bowling Green, Wood County, or such other location as the Board of Directors may from time to time determine.

3. The first two paragraphs introducing and preceding Division A of Article FOURTH of the Corporation's Fifth Amended Articles of Incorporation are amended in their entirety to read as follows and there is hereby added a new third paragraph as follows:

FOURTH: The total number of shares of all classes which the Corporation shall have authority to issue is one hundred sixty million (160,000,000) shares, divided into two classes as follows: 10,000,000 Serial Preferred Shares, par value \$10.00 (Ten Dollars) per share (hereinafter called the "Serial Shares") and 150,000,000 Common Shares, without par value (hereinafter called the "Common Shares").

No holder of any class of shares of the Corporation shall, as such holder, have any preemptive or preferential right to purchase or subscribe to any shares of any class of stock of the Corporation, whether now or hereafter authorized, whether unissued or in the treasury, or to purchase any obligations convertible into shares of any such class of stock of the Corporation, which at any time may be proposed to be issued by the Corporation or subjected to the rights or options to purchase granted by the Corporation.

No holder of any class of shares of the Corporation shall have the right to cumulate his voting power in the election of the Board of Directors, and the right to cumulate voting described in Ohio Revised Code Section 1701.55 is hereby specifically denied to the holders of any class of stock of the Corporation.

4. Article SIXTH of the Corporation's Fifth Amended Articles of Incorporation is amended to read in its entirety as follows:

SIXTH: Intentionally omitted.

5. Article EIGHTH of the Corporation's Fifth Amended Articles of Incorporation is amended in its entirety to read as follows:

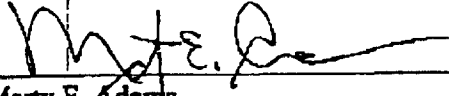
EIGHTH: Except as otherwise required by these Articles of Incorporation, but notwithstanding any provision of the Ohio Revised Code now or hereafter in force requiring for any purpose the vote, consent, waiver or release of the holders of shares entitling them to exercise two-thirds, or any other proportion, of the voting power of the Corporation or of any class or classes of shares thereof, any amendments to the Articles of Incorporation may be made from time to time, and any proposal or proposition requiring the action of shareholders may be authorized from time to time by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation.

6. Article NINTH of the Corporation's Fifth Amended Articles of Incorporation is amended in its entirety to read as follows:

NINTH: Except to the extent that Article FOURTH otherwise provides with respect to certain matters therein set forth, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation and to add new provisions, in the manner now or hereafter prescribed by statute, upon the affirmative vote of a majority of the outstanding shares of the Corporation, voting as a class; and all rights, privileges and preferences of whatsoever nature conferred upon shareholders, directors and officers pursuant to these Amended and Restated Articles of Incorporation in their present form or as hereafter amended are granted subject to this reservation. Notwithstanding the foregoing, the adoption of any amendment, alteration, change or repeal to these Amended and Restated Articles of Incorporation as the same may be in effect from time to time which is inconsistent with or would have the effect of amending, altering, changing or repealing the provisions of the Sections 7, 9 or 10 of the Regulations of the Corporation as the same may be in effect from time to time shall require the same affirmative vote of the shareholders as would be required under such Regulations to adopt any amendment, alteration, change or repeal or said Sections 7, 9 or 10 or to adopt any provisions inconsistent therewith.

IN WITNESS WHEREOF, Marty E. Adams, President of the Corporation, acting for and on behalf of the Corporation has hereunto subscribed his name this 1st day of October, 1998.

CITIZENS BANCSHARES, INC.

By: 
Marty E. Adams
President

FULL TEXT OF ARTICLE SIXTH TO BE
REPEALED FROM THE ARTICLES OF INCORPORATION
OF CITIZENS BANCSHARES, INC.

SIXTH: No Person shall make a Control Share Acquisition without the prior authorization of the Corporation's shareholders.

SECTION 1. PROCEDURE. In order to obtain authorization of a Control Share Acquisition by the Corporation's shareholders, a Person shall deliver a notice (the "Notice") to the Corporation at its principal place of business that sets forth all of the following information:

1. The identity of the Person who is giving the Notice;
2. A statement that the Notice is given pursuant to this Article SIXTH;
3. The number and class of shares of the Corporation owned, directly or indirectly, by the Person who gives the Notice;
4. The range of voting power under which the proposed Control Share Acquisition would, if consummated, fall;
5. A description in reasonable detail of the terms of the proposed Control Share Acquisition; and
6. Reasonable evidence that the proposed Control Share Acquisition, if consummated, would not be contrary to law and that the Person who is giving the Notice has the financial capacity to make the proposed Control Share Acquisition.

SECTION 2. CALL OF SPECIAL MEETING OF SHAREHOLDERS. The Board of Directors of the Corporation shall, within ten days after receipt of such Notice by the Corporation, call a special meeting of the shareholders to be held not later than fifty (50) days after receipt of the Notice by the Corporation, unless the Person who delivered the Notice agrees to a later date, to consider the proposed Control Share Acquisition; provided that the Board of Directors has no obligation to call such meeting if they make a determination within ten days after receipt of the Notice (i) that the Notice was not given in good faith, (ii) that the proposed Control Share Acquisition would not be in the best interests of the Corporation and its shareholders, or (iii) that the proposed Control Share Acquisition could not be consummated for financial or legal reasons. Notwithstanding anything to the contrary contained in clause (ii) of the immediately preceding sentence, the Board of Directors shall not determine not to call such special meeting of shareholders for the reason stated in such clause (ii) if the Control Share Acquisition described in the Notice is for any and all shares of the Corporation at a price higher than 175% of the book value of the Common Shares as of the close of the immediately preceding fiscal year. The Board of Directors may adjourn such meeting if, prior to such meeting, the

corporation has received Notice from any other Person and the Board of Directors has determined that the Control Share Acquisition proposed by such other Person or a merger, consolidation or sale of assets of the Corporation should be presented to shareholders at an adjourned meeting or at a special meeting held at a later date.

For purposes of making a determination that a special meeting of shareholders should not be called pursuant to this Section 3, no such determination shall be deemed void or voidable with respect to the Corporation merely because one or more of its directors or officers who participated in making such determination may be deemed to be other than disinterested, if in any such case the material facts of the relationship giving rise to a basis for self-interest are known to the directors and the directors, in good faith reasonably justified by the facts, make such determination by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum. For purpose of this paragraph, "disinterested directors" shall mean directors whose material contracts with the Corporation are limited principally to activities as a director or shareholder. Persons who have substantial, recurring business or professional contracts with the Corporation shall not be deemed to be "disinterested directors" for purposes of this provision. A director shall not be deemed to be other than a "disinterested director" merely because he would no longer be a director if the proposed Control Share Acquisition were approved and consummated.

SECTION 3. NOTICE OF SPECIAL MEETING. The Corporation shall give notice of such special meeting to all shareholders of record as of the record date set for such meeting as promptly as practicable. Such notice shall include or be accompanied by a copy of the Notice and by a statement of the Corporation, authorized by the Board of Directors, of its position or recommendation, or that it is taking no position or making no recommendation, with respect to the proposed Control Share Acquisition.

SECTION 4. REQUIREMENTS FOR APPROVAL. The Person who delivered the Notice may make the proposed Control Share Acquisition if both of the following occur: (i) the shareholders of the Corporation authorize such acquisition at the special meeting called by the Board of Directors at which a quorum is present and held for that purpose by an affirmative vote of a majority of the shares entitled to vote in the election of directors ("Voting Shares") represented at such meeting in person or by proxy and by a majority of the portion of such Voting Shares represented at such meeting in person or by proxy excluding the votes of Interested Shares; and (ii) such acquisition is consummated, in accordance with the terms so authorized, not later than 360 days following shareholder authorization of the Control Share Acquisition.

SECTION 5. VIOLATIONS OF RESTRICTION. Shares issued or transferred to any Person in violation of this Article SIXTH shall be valid only with respect to such amount of shares as does not result in a violation of this Article SIXTH, and such issuance or transfer shall be null and void with respect to the remainder of such shares, any such remainder of shares being hereinafter called "Excess Shares." If the last clause of the foregoing sentence is determined to be invalid by virtue of any legal decision, statute, rule or regulation, the Person who holds Excess Shares shall be conclusively deemed to have acted as an agent on behalf of the Corporation in acquiring the Excess Shares and to hold such Excess Shares on behalf of the

Corporation. As the equivalent of treasury securities for such purposes, the Excess Shares shall not be entitled to any voting right, shall not be considered to be outstanding for quorum or voting purposes, and shall not be entitled to receive dividends, interest or any other distribution with respect to the Excess Shares. Any person who receives dividends, interest or any other distribution in respect to Excess Shares shall hold the same as agent for the Corporation and, following a permitted transfer, of the transferee thereof. Notwithstanding the foregoing, any holder of Excess Shares may transfer the same (together with any distributions thereon) to any person who, following such transfer, would not own shares in violation of this Article SIXTH. Upon such permitted transfer, the Corporation shall pay or distribute to the transferee any distributions on the Excess Shares not previously paid or distributed.

SECTION 6. DEFINITIONS. As used in this Article SIXTH:

1. "Person" includes, without limitation, an individual, a corporation (whether nonprofit or for profit), a partnership, an unincorporated society or association, and two or more persons having a joint or common interest.

2. (1) "Control Share Acquisition" means the acquisition, directly or indirectly, by any Person of shares of the Corporation that, when added to all other shares of the Corporation in respect of which such Person may exercise or direct the exercise of voting power as provided in this Section 6B.(1), would entitle such Person, immediately after such acquisition, directly or indirectly, to exercise or direct the exercise of the voting power of the Corporation in the election of directors within any of the following ranges of such voting power:

- i. One-fifth or more but less than one-third of such voting power;
- ii. One-third or more but less than a majority of such voting power;
- iii. A majority or more of such voting power.

A bank, broker, nominee, trustee, or other person who acquires shares in the ordinary course of business for the benefit of others in good faith and not for the purpose of circumventing this Article SIXTH shall, however, be deemed to have voting power only of shares in respect of which such person would be able to exercise or direct the exercise of votes without further instruction from others at a meeting of shareholders called under this Article SIXTH. For purpose of this Article SIXTH, the acquisition of securities immediately convertible into shares of the Corporation with voting power in the election of directors shall be treated as an acquisition of such shares.

b. The acquisition of any shares of the Corporation does not constitute a Control Share Acquisition for the purpose of this Article SIXTH if the acquisition is consummated in any of following circumstances:

- i. By underwriters in good faith and not for the purpose of circumventing this Article SIXTH in connection with an offering of the securities of the Corporation to the public;

ii. By bequest or inheritance, by operation of law upon the death of any individual, or by any other transfer without valuable consideration, including a gift, that is made in good faith and not for the purpose of circumventing this Article SIXTH;

iii. Pursuant to the satisfaction of a pledge or other security interest created in good faith and not for the purpose of circumventing this Article SIXTH;

iv. Pursuant to a merger or consolidation adopted, or a combination or majority share acquisition authorized, by shareholder vote in compliance with the provisions of Section 1701.78 or Section 1701.83 of the Ohio Revised Code if the Corporation is the surviving or new corporation in the merger or consolidation or is the acquiring corporation in the combination or majority share acquisition and if the vote of the shareholders of the surviving, new, or acquiring corporation is required by the provisions of Section 1701.78 or 1701.83 of the Ohio Revised Code;

v. Prior to March 11, 1985;

vi. Pursuant to a contract existing prior to March 31, 1985.

The acquisition by any Person of shares of the Corporation in a manner described under this Section 6B.(2) shall be deemed to be a Control Share Acquisition authorized pursuant to this Article SIXTH within the range of voting power under Section 6B.(1)(a), (b) or (c) of this Article SIXTH that such Person is entitled to exercise after such acquisition, provided that, in the case of an acquisition in a manner described under Section 6B.(2)(b) or (c), the transferor of shares to such Person had previously obtained any authorization of shareholders required under this Article SIXTH in connection with such transferor's acquisition of shares of the Corporation.

c. The acquisition of shares of the Corporation in good faith and not for the purpose of circumventing this Article SIXTH the acquisition of which (a) had previously been authorized by shareholders in compliance with this Article or (b) would have constituted a Control Share Acquisition but for Section 6B.(2), does not constitute a Control Share Acquisition for the purpose of this Article SIXTH unless such acquisition entitles any Person, directly or indirectly, to exercise or direct the exercise of voting power of the Corporation in the election of directors in excess of the range of such voting power authorized pursuant to this Article SIXTH, or deemed to be so authorized under Section 6B.(2).

3. "Interested Shares" means Voting Shares with respect to which any of the following persons may exercise or direct the exercise of the voting power:

- a. any Person whose Notice prompted the calling of the meeting of shareholders;
- b. any officer of the Corporation elected or appointed by the directors of the Corporation; and
- c. any employee of the Corporation who is also a director of the Corporation.

SECTION 7. PROXIES. No proxy appointed for or in connection with the shareholder authorization of a Control Share Acquisition pursuant to this Article SIXTH is valid if it provides that it is irrevocable. No such proxy is valid unless it is sought, appointed, and received both:

1. in accordance with all applicable requirements of law; and
2. separate and apart from the sale or purchase, contract or tender for sale or purchase, or request or invitation for tender for sale or purchase, of shares of the Corporation.

SECTION 8. REVOCABILITY OF PROXIES. Proxies appointed for or in connection with the shareholder authorization of a Control Share Acquisition pursuant to this Article SIXTH shall be revocable at all times prior to the obtaining of such shareholder authorization, whether or not coupled with an interest.

SECTION 9. AMENDMENTS. Notwithstanding any other provisions of these Articles of Incorporation or the Regulations of the Corporation, as the same may be in effect from time to time, or any provision of law that might otherwise permit a lesser vote of the directors or the holders of any particular class or series of shares required by law, the Articles of Incorporation or the Regulations of the Corporation, as the same may be in effect from time to time, the affirmative vote of at least seventy-five percent (75%) of the Voting Shares shall be required to alter, amend or repeal this Article SIXTH or adopt any provisions in the Articles of Incorporation or the Regulations of the Corporation, as the same may be in effect from time to time, which are inconsistent with the provisions of this Article SIXTH.

SECTION 10. LEGEND ON SHARE CERTIFICATES. Each certificate representing shares of the Corporation's capital stock shall contain the following legend.

"Transfer of the shares represented by this Certificate is subject to the provisions of Article SIXTH of the Corporation's Articles of Incorporation as the same may be in effect from time to time. Upon written request delivered to the Secretary of the Corporation at its principal place of business, the Corporation will mail to the holder of this Certificate a copy of such provisions without charge within five days after receipt of written request therefor. By accepting this certificate the holder hereof acknowledges that it is accepting the same subject to the provisions of said Article SIXTH as the same may be in effect from time to time and covenants with the Corporation and each

shareholder thereof from time to time to comply with the provisions of said Article SIXTH as the same may be in effect from time to time."