

CHECKLIST OF ACTIONS REQUIRING SHAREHOLDER APPROVAL

The following is a list of most of the actions that typically require shareholder approval:

1. Election of directors;
2. Removal of directors;
3. Amendments to Articles of Incorporation;
4. Adoption, amendment or repeal of Bylaws;
5. Change in the number of directors;
6. Indemnification of directors, officers, employees or other agents;
7. Approval of contracts or transactions between the corporation and directors;
8. Approval of loans of money or property to or guarantee of an obligation of an officer or director of (a) the corporation or (b) its parent or subsidiary;
9. Adoption of corporate stock purchase plans, stock option plans or employee benefit plans;
10. Sale, lease, conveyance, exchange, transfer or disposition of all or substantially all of the corporation's property or assets;
11. Corporate reorganizations;
12. Dissolution of the corporation; and
13. Actions affecting shareholder rights.