

## ARTICLE V

## CERTIFICATES OF STOCK

SECTION 1. The interest of each stockholder of the Corporation shall be evidenced by certificates for shares of stock in such form as the board of Directors may from time to time prescribe. The shares in the stock of the Corporation shall be transferred on the books of the Corporation by the holder thereof in person or by his duly authorized attorney, upon surrender for cancellation of certificates for the same number of shares, with an assignment and power of transfer endorsed thereon or attached thereto, duly executed, with such proof of the authenticity of the signature as the Corporation or its agents may reasonably require.

SECTION 2. The certificates of stock shall be signed by the President, the Executive Vice President or a Vice President and by the Secretary, the Treasurer, an Assistant Secretary, or an Assistant Treasurer, and countersigned and registered in such manner, if any, as the Board of Directors or the Executive Committee may by resolution prescribe. Where any such certificate is signed by a transfer agent or transfer clerk and by a registrar, the signatures of any such President, Executive Vice President, Vice President, Secretary, Treasurer, Assistant Secretary or Assistant Treasurer may be facsimiles, engraved or printed.

Any person claiming a certificate of stock of this corporation to be lost, destroyed or mutilated, shall make an affidavit or affirmation to that effect and shall, if the Board of Directors so requires, give the Corporation a bond of indemnity in form and with one or more sureties satisfactory to the Board of Directors in at least double the value of the Stock represented by such certificate; whereupon, in the discretion of the Board of Directors, a new certificate may be issued of the same tenor and for the same number of shares as the one alleged to be lost, destroyed or mutilated. The Board of Directors may, upon such conditions as the Board shall specify, authorize the issuance of a new certificate of the same tenor and for the same number of shares as the one alleged to be lost, destroyed or mutilated, without the necessity of further action by the Board of Directors in each particular case, upon the filing with the Corporation of an affidavit or affirmation and by the giving of a bond of indemnity to the Corporation for an amount and in such form as shall be satisfactory to officers of the Corporation designated by the Board of Directors from time to time.

SECTION 3. In order to determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action.

In the event no record date is so fixed:

- (1) The record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.
- (2) The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.
- (3) A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

## ARTICLE VI

## CHECKS, NOTES, ETC.

All checks and drafts on the Corporation's bank accounts and all bills of exchange and promissory notes, and all acceptances, obligations and other instruments for the payment of money, shall be signed