

ANGELICA CORPORATION

The Articles of Incorporation of the Corporation, as amended (which were originally filed on March 11, 1968 with Thomas E. Lowther as the original incorporator and last restated on August 7, 1986), are hereby restated pursuant to Section 351.106 of the General and Business Corporation Law of Missouri, in the following manner:

ARTICLE ONE

The name of the Corporation is ANGELICA CORPORATION.

ARTICLE TWO

The registered office of the Corporation is located at 10176 Corporate Square Drive, St. Louis, Missouri 63132, and the name of its registered agent at such address is Jill Witter.

ARTICLE THREE

The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 22,600,000 shares, of which (i) 100,000 shares shall be Class A Preferred Stock, without par value, (ii) 2,500,000 shares shall be Class B Preferred Stock, without par value, and (iii) 20,000,000 shares shall be Common Stock, having a par value of \$1.00 per share.

The preferences, qualifications, limitations, restrictions, and the special and relative rights, of such shares are as follows:

A. Class A Preferred Stock.

1. Subject to the requirements of the laws of the State of Missouri, authority is hereby vested in the Board of Directors from time to time to issue the 100,000 shares of Class A Preferred Stock in one or more series and by resolution or resolutions as to each series:

(a) to fix the distinctive serial designation of the shares of such series,

(b) to fix the stated value of the shares of such series, which shall not be in excess of \$100.00 per share,

(c) to fix the rate per annum at which the holders of the shares of such series shall be entitled to receive dividends, the dates on which said dividends shall be payable, and, if the directors determine that the dividends with respect to said series shall be cumulative, the date or dates from which such dividends shall be cumulative,

(d) to determine whether the shares of such series shall have voting power, and, if so, the extent and definition of

such voting power, provided, however, that in no event shall the shares of such series be entitled to more than one (1) vote per share,

(e) to fix the price or prices at which the shares of such series may be redeemed, and to determine whether the shares of such series may be redeemed in whole or in part or only as a whole,

(f) to fix the amounts payable on the shares of such series in the event of liquidation, dissolution or winding up of the Corporation,

(g) to determine whether or not the shares of any such series shall be made convertible into or exchangeable for shares of any other class or classes of stock of the Corporation or of any other series of preferred stock and the conversion price or prices, or the rate or rates of exchange at which such conversion or exchange may be made,

(h) to determine the amount of the sinking fund, purchase fund, or any analogous fund, if any, to be provided with respect to each such series,

(i) to fix preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, applicable to each such series.

B. Class B Preferred Stock.

1. Subject to the requirements of the laws of the State of Missouri, authority is hereby vested in the Board of Directors from time to time to issue the 2,500,000 shares of Class B Preferred Stock in one or more series and by resolution or resolutions as to each series:

(a) to fix the distinctive serial designation of the shares of such series,

(b) to fix the stated value of the shares of such series, which shall not be in excess of \$100.00 per share,

(c) to fix the rate per annum at which the holders of the shares of such series shall be entitled to receive dividends, the dates on which said dividends shall be payable, and, if the directors determine that the dividends with respect to said series shall be cumulative, the date or dates from which such dividends shall be cumulative,

(d) to determine whether the shares of such series shall have voting power, and, if so, the extent and definition of such voting power, provided, however, that in no event shall the

shares of such series be entitled to more than one (1) vote per share,

(e) to fix the price or prices at which the shares of such series may be redeemed, and to determine whether the shares of such series may be redeemed in whole or in part or only as a whole,

(f) to fix the amounts payable on the shares of such series in the event of liquidation, dissolution or winding up of the Corporation,

(g) to determine whether or not the shares of any such series shall be made convertible into or exchangeable for shares of any other class or classes of stock of the Corporation or of any other series of preferred stock and the conversion price or prices, or the rate or rates of exchange at which such conversion or exchange may be made,

(h) to determine the amount of the sinking fund, purchase fund, or any analogous fund, if any, to be provided with respect to each such series,

(i) to fix preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, applicable to each such series.

2. No such designation by the Board of Directors shall cause any series of Class B Preferred Stock to be preferred to the Class A Preferred Stock, with respect to liquidation, but any series of Class B Preferred Stock may have equal rights with the Class A Preferred Stock, with respect thereto.

C. Common Stock.

1. Each share of Common Stock shall be identical with each other share of Common Stock, except as the holders thereof shall otherwise expressly agree in writing. Subject to the prior rights of the Class A Preferred Stock and of the Class B Preferred Stock from time to time issued and outstanding, as hereinbefore set forth, the holders of Common Stock shall be entitled to receive such sums as the Board of Directors may from time to time declare as dividends thereon, or authorize as distributions thereon, out of any sums available to be distributed as dividends and to receive any balance remaining in case of the dissolution, liquidation or winding up of the Corporation after satisfying the prior rights of the Class A Preferred Stock, and of the Class B Preferred Stock, if any be then outstanding.

2. Except as made mandatory by law, as elsewhere herein expressly provided, and as the Board of Directors may designate with respect to any series of Class A Preferred Stock, or any series of

Class B Preferred Stock, the holders of the Common Stock shall have the exclusive voting power for the election of directors and for all other corporate purposes.

D. No Pre-Emptive Rights.

No holder of shares of any class of stock authorized or issued pursuant hereto shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of this Corporation, either now or hereafter authorized, or to any obligations convertible into stock of any class of this Corporation, issued or sold, nor any right of subscription to any thereof, other than such, if any, as the Board of Directors in its discretion may from time to time determine, and at such prices as the Board of Directors may from time to time fix pursuant to the authority conferred by these Articles.

ARTICLE FOUR

The number of Directors to constitute the Board of Directors shall be fixed by, or in the manner provided in, the By-Laws of the Corporation, but such number shall not be less than three (3). Each change in the number of Directors shall be reported to the Secretary of State of Missouri within thirty (30) calendar days of such change.

ARTICLE FIVE

The Corporation shall have a perpetual existence.

ARTICLE SIX

The Corporation is formed for the following purposes:

1. To manufacture, assemble, fabricate, produce, purchase, import, receive, lease as lessee, or otherwise acquire, own, hold, store, use, repair, service, maintain, mortgage, pledge, or otherwise encumber, sell, assign, lease as lessor, distribute, export and otherwise dispose of, and generally to trade and deal in and with, as principal, agent or otherwise, wearing apparel, including, but not limited to, blouses, skirts, pinafores, aprons, smocks, slacks, culottes, overalls, collars, cuffs, headbands, work gowns, bed gowns, pajamas, robes, coats, shirts, outer shirts, T-shirts, jackets, vests, suits, sashes, caps, work aprons, neckerchiefs, patients' gowns, sportswear, play clothes, under slips, and all types of underwear; and flat ware and linens, including, but not limited to, napkins, cloths and towels; and sheeting and all types of fabric, whether made of natural or synthetic fabrics; and all other types of related items, and any and all machinery, tools, equipment, appliances, devices, supplies and materials used or useful in connection with or incidental to any of the foregoing.

2. To build, purchase, lease as lessee or otherwise acquire, own, hold, use, improve, equip and maintain, mortgage, convey in trust, or otherwise encumber, sell, convey, assign, lease as lessor, and otherwise dispose of factories, shops, laboratories, offices, warehouses, and any and all buildings and structures which may be necessary or useful in connection with the transaction of the business of this Corporation.

3. To engage in any mercantile, manufacturing or trading business of any kind or character whatsoever, within or without the State of Missouri, and to do all things incidental to any such business; to cause to be formed, merged, reorganized, or liquidated, and to promote, take charge of, and aid in any way permitted by law, the formation, merger, reorganization, or liquidation, of any corporation, association, or entity, whether domestic or foreign.

4. To establish, maintain, conduct and carry on a general merchandising business; and in conjunction therewith to manufacture, produce, buy, import and otherwise acquire, own, store, hold, use, sell, export, distribute, lease, pledge and otherwise dispose of and generally deal in and with, at wholesale or retail, as principal or agent for others, upon commission, consignment or otherwise, goods, wares, commodities, merchandise and personal property of every class, name, nature and description.

5. To launder, wash, clean, dry-clean, iron, renovate, renew, restore, repair, bleach, dye, maintain and store clothing, garments, apparel, household linens, bed linens, curtains, drapery, floor coverings, fabrics, textiles and materials of all kinds and to do a general laundry, cleaning, dyeing, renovating and repairing business.

6. To manufacture, purchase, acquire, own, hold, sell, deal in, use and otherwise dispose of soaps, detergents, cleansing agents, bleaching agents, dyes, washing machines and equipment, dryers, ironers, mangles and any articles, materials, machinery, equipment and property used for or in connection with any business of the Corporation and to engage in, conduct and carry on any trade, occupation and business incidental, related or contributory thereto.

7. To build, purchase, lease as lessor, acquire, own, hold, equip, maintain, improve, use and operate laundries, cleaning establishments, shops, offices, factories, plants, buildings, works and properties useful, necessary or convenient for or in connection with any of the objects and purposes of the Corporation.

8. To acquire, and pay for in cash, stocks or bonds of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities, of any person, firm, association or corporation.

9. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the

16. The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article SIX shall be regarded as independent objects and purposes.

ARTICLE SEVEN

The power to make, alter, amend or repeal the By-Laws of the Corporation shall be vested exclusively in the Board of Directors of the Corporation.

ARTICLE EIGHT

The following provisions shall apply in the event of the proposal of certain Business Combination transactions:

1(a) In addition to any affirmative vote required by law or these Articles of Incorporation or the By-Laws of the Corporation, and except as otherwise expressly provided in paragraph 2 of this ARTICLE EIGHT

- (i) any merger or consolidation of the Corporation or any Subsidiary (as hereinafter defined) with
 - (A) any Interested Shareholder (as hereinafter defined) or
 - (B) any other corporation (whether or not itself an Interested Shareholder) which is or after such merger or consolidation would be an Affiliate (as hereinafter defined) of an Interested Shareholder; or
- (ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Interested Shareholder or any Affiliate of any Interested Shareholder involving any assets or securities of the Corporation or any Subsidiary, having an aggregate Fair Market Value (as hereinafter defined) of \$1,000,000 or more; or
- (iii) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Interested Shareholder or any Affiliate of any Interested Shareholder; or
- (iv) any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the

Corporation with any of its Subsidiaries or any other transaction (whether or not with or otherwise involving an Interested Shareholder) which has the effect, directly or indirectly, of increasing the proportionate share of any class of equity or convertible securities of the Corporation or any subsidiary which is directly or indirectly beneficially owned by any Interested Shareholder or any Affiliate of any Interested Shareholder; or

- (v) any agreement, contract or other arrangement providing for any one or more of the actions specified in clauses (i) to (iv) of this subparagraph (a)

shall require the affirmative votes of (x) at least 80% of the votes entitled to be cast on matters submitted to shareholders generally by all then outstanding shares of capital stock of the Corporation issued from time to time under these Articles of Incorporation (the "Voting Stock"), voting together as a single class and (y) a majority of the Voting Stock held by the Disinterested Shareholders. Such affirmative votes shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or in any agreement with any national securities exchange or otherwise.

- (b) The term "Business Combination" as used in this ARTICLE EIGHT shall mean any transaction which is referred to in any one or more of clauses (i) through (v) of subparagraph (a) of paragraph 1.

- 2. The provisions of subparagraph (a) of paragraph 1 of this ARTICLE EIGHT shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote, if any, as is required by law and any other provision of these Articles of Incorporation or the By-Laws of the corporation, if all of the conditions specified in either of the following subparagraphs (a) or (b) are met:

- (a) The Business Combination shall have been approved by a majority (whether such approval is made prior to or subsequent to the acquisition of beneficial ownership of the Voting Stock which caused the Interested Shareholder to become an Interested Shareholder) of the Continuing Directors (as hereinafter defined); provided, however, that such approval shall only be effective for the purposes of this subparagraph (a) of paragraph 2 if obtained at a meeting at which a Continuing Director Quorum (as hereinafter defined) is present.

(b) All of the following conditions shall have been met:

(i) The aggregate amount of (x) cash and (y) the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the highest amount determined under subclauses (A) and (B) below:

(A) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by or on behalf of the Interested Shareholder for any share of Common Stock in connection with the acquisition by the Interested Shareholder of beneficial ownership of such share (x) within the two-year period immediately prior to the first public announcement of the proposal of the Business Combination (the "Announcement Date") or (y) in the transaction in which it became an Interested Shareholder and within the 90-day period prior and the 90-day period subsequent to the date of such transaction;

(B) the highest Fair Market Value per share of Common Stock during the 30-day period immediately following the Announcement Date.

(ii) The aggregate amount of (x) cash and (y) the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of shares of each class of outstanding Preferred Stock (as hereinafter defined), shall be at least equal to the highest amount determined under subclauses (A), (B) and (C) below:

(A) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by or on behalf of the Interested Shareholder for any share of such class of Preferred Stock in connection with the acquisition by the Interested Shareholder of beneficial ownership of such share (x) within the two-year period immediately prior to the Announcement Date or (y) in the

transaction in which it became an Interested Shareholder and within the 90-day period prior and the 90-day period subsequent to the date of such transaction;

- (B) the highest preferential amount per share to which the holders of shares of such class of Preferred Stock would be entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, regardless of whether the Business Combination to be consummated constitutes such an event; and
- (C) the highest Fair Market Value per share of such class of Preferred Stock during the 30-day period immediately following the Announcement Date.

The provisions of this subparagraph (b)(ii) shall be required to be met with respect to every class of outstanding Preferred Stock, whether or not the Interested Shareholder has previously acquired beneficial ownership of any shares of a particular class of Preferred Stock.

- (iii) The consideration to be received by holders of a particular class of outstanding Voting Stock shall be in cash or in the same form as previously has been paid by or on behalf of the Interested Shareholder in connection with its direct or indirect acquisition of beneficial ownership of shares of such class of Voting Stock. If the consideration so paid for shares of any class of Voting Stock varies as to form, the form of consideration for such class of Voting Stock shall be either cash or the form used to acquire beneficial ownership of the largest number of shares of such class of Voting Stock previously acquired by the Interested Shareholder.
- (iv) After such Interested Shareholder has become an Interested Shareholder and prior to the consummation of such Business Combination:
 - (A) except as approved by a majority of the Continuing Directors, there shall have been no failure to declare and pay at the regular date therefor any full quarterly dividends (whether or not cumulative) on the outstanding Preferred Stock;

- (B) there shall have been (x) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), except as approved by a majority of the Continuing Directors, and (y) an increase in such annual rate of dividends as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of the Common Stock, unless the failure so to increase such annual rate is approved by a majority of the Continuing Directors; and
- (C) such Interested Shareholder shall not have become the beneficial owner of any additional shares of Voting Stock except as part of the transaction which results in such Interested Shareholder becoming an Interested Shareholder and except in a transaction which, after giving effect thereto, would not result in any increase in the Interested Shareholder's percentage of beneficial ownership of any class of Voting Securities.

The approval by a majority of the Continuing Directors of any exception to the requirements set forth in clauses (A) and (B) above shall only be effective for the purposes of this clause (iv) if obtained at a meeting at which a Continuing Director Quorum is present.

- (v) After such Interested Shareholder has become an Interested Shareholder, such Interested Shareholder shall not have received the benefit, directly or indirectly (except proportionately as a shareholder of the Corporation), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise.
- (vi) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (the "Act") (or any subsequent provisions replacing such Act, rules or regulations) shall

be mailed to all shareholders of the Corporation at least 30 days prior to the consummation of such Business combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions). The proxy statement shall contain on the first page thereof, in a prominent place, any recommendation as to the advisability (or inadvisability) of the Business Combination which the Continuing Directors, or any of them, may choose to state and, if deemed advisable by a majority of the Continuing Directors, the opinion of an investment banking firm selected, at a meeting at which a Continuing Director Quorum is present, by a majority of the Continuing Directors as to the fairness (or not) of the terms of the Business Combination, from the point of view of the holders of the outstanding shares of capital stock of the Corporation other than the Interested Shareholder and its Affiliates (such investment banking firm to be paid a reasonable fee for its services by the Corporation).

- (vii) Such Interested Shareholder shall not have made any major change in the Corporation's business or equity capital structure without the approval of the majority of the Continuing Directors obtained at a meeting at which a Continuing Director Quorum is present.

3. For the purposes of this ARTICLE EIGHT:

- (a) The term "person" shall mean any individual, firm, corporation or other entity and shall include any group composed of any person and any other person with whom such person or any Affiliate or Associate of such person has any agreement, arrangement or understanding, directly or indirectly, for the purpose of acquiring, holding, voting or disposing of Voting Stock of the Corporation.
- (b) The term "Interested Shareholder" shall mean any person (other than the Corporation or any Subsidiary and other than any profit-sharing, employee stock ownership or other employee benefit plan of the Corporation or any Subsidiary or any trustee of or fiduciary with respect to any such plan when acting in such capacity) who or which:

- (i) is the beneficial owner (as hereinafter defined) of ten percent (10%) or more of the Voting Stock; or
 - (ii) is an Affiliate (as hereinafter defined) of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner of ten percent (10%) or more of the Voting Stock.
- (c) The term "Disinterested Shareholder" shall mean the holder of shares of Voting Stock of which neither any Interested Shareholder nor any Affiliate of any Interested Shareholder is a beneficial owner.
- (d) A person shall be "beneficial owner" of any Voting Stock:
- (i) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly; or
 - (ii) which such person or any of its Affiliates or Associates has, directly or indirectly,
 - (A) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or
 - (B) the right to vote pursuant to any agreement, arrangement or understanding.
- (e) For the purposes of determining whether a person is an Interested Shareholder pursuant to subparagraph (b) of this paragraph 3, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of subparagraph (c) of this paragraph 3 but shall not include any other shares of Voting Stock which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.
- (f) Each of the terms, "Affiliates" and "Associate", shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on February 1, 1983.

- (g) The term "Subsidiary" means any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation, provided, however, that for the purposes of the definition of Interested Shareholder set forth in subparagraph (b) of this paragraph 3, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.
- (h) The term "Continuing Director" means any member of the Board of Directors, while such person is a member of the Board of Directors of the Corporation (the "Board"), who is not an Affiliate of the Interested Shareholder and was a member of the Board prior to the time that the Interested Shareholder became an Interested Shareholder, and any successor of a Continuing Director, while such successor is a member of the Board, who is not an Affiliate of the Interested Shareholder and is recommended or elected to succeed a Continuing Director by a majority of Continuing Directors, provided that such recommendation or election shall only be effective for the purposes of this subparagraph (h) if made at a meeting at which a Continuing Director Quorum is present.
- (i) The term "Continuing Director Quorum" means a majority of the Continuing Directors capable of exercising the powers conferred upon them under the provisions of these Articles of Incorporation or the By-Laws of the Corporation or by law.
- (j) The term "Fair Market Value" means
- (A) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange-Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States Securities Exchange registered under the Securities Exchange Act of 1934 on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations System or any system then in use, or if no such

quotations are available, the fair market value on the date in question of a share of such stock as determined by a majority of the Continuing Directors in good faith; and

- (B) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined in good faith by a majority of the Continuing Directors; provided that any such determination by the Continuing Directors shall only be effective if made at a meeting at which a Continuing Director Quorum is present.
- (k) The term "Preferred Stock" shall mean any class of preferred stock which may from time to time be authorized in or by these Articles of Incorporation.
- (l) In the event of any Business Combination in which the Corporation survives, the phrase "other consideration to be received" as used in subparagraphs (b)(i) and (ii) of paragraph 2 of this ARTICLE EIGHT shall include the shares of Common Stock and/or the shares of any other class of Voting Stock retained by the holders of such shares.
- (m) Appropriate adjustment shall be made in determining the Fair Market Value or price of any stock, or the number of shares thereof, for any stock dividends, stock splits or reverse stock splits, or other reclassifications or any merger, consolidation or other reorganizations which occurred between the prior event which requires such determination and the date of such determination.
- (n) A majority of the Disinterested Directors of the Corporation shall have the power and duty to determine, on the basis of information known to them after reasonable inquiry, all facts necessary to determine compliance with this ARTICLE EIGHT, including without limitation
 - (i) whether a person is an Interested Shareholder,
 - (ii) the number of shares of Voting Stock beneficially owned by any person,
 - (iii) whether a person is an Affiliate or Associate of another,

(iv) whether the requirements of subparagraph 1(b) have been met with respect to any Business Combination, and

(v) whether any transaction described in subparagraph (a)(ii) of paragraph 1 involves assets or securities having an aggregate Fair Market Value of \$1,000,000 or more;

and the good faith determination of a majority of the Disinterested Directors on such matters shall be conclusive and binding for all the purposes of this ARTICLE EIGHT.

4. Nothing contained in this ARTICLE EIGHT shall be construed to relieve any Interested Shareholder from any fiduciary obligation imposed by law.
5. The fact that any Business Combination complies with the provisions of paragraph 2 of this ARTICLE EIGHT shall not be construed to impose any fiduciary duty, obligation or responsibility on the Board of Directors, or any member thereof, to approve such Business Combination or recommend its adoption or approval to the shareholders of the Corporation, nor shall such compliance limit, prohibit or otherwise restrict in any manner the Board of Directors, or any member thereof, with respect to evaluations of or actions and responses taken with respect to such Business Combination.
6. Notwithstanding any other provision of these Articles of Incorporation or the By-Laws of the Corporation (and notwithstanding the fact that a lesser percentage may be specified by law, these Articles of Incorporation or the By-Laws of the Corporation), the affirmative votes of

(i) the holders of 80% or more of the shares of Voting Stock, voting together as a single class and

(ii) a majority of the Disinterested Shareholders

shall be required to amend or repeal, or adopt any provisions inconsistent with, this ARTICLE EIGHT; provided, that this paragraph 6 shall not apply to, and such 80% vote shall not be required for, any amendment, repeal or adoption recommended by a majority of the Board of Directors of the Corporation if all of the directors constituting said majority are persons who would be eligible to serve as Continuing Directors within the meaning of subparagraph (g) of paragraph 3 of this ARTICLE EIGHT.