(B) THE LOAN, GUARANTEE, OR OTHER ASSISTANCE MAY BE:

(1) WITH OR WITHOUT INTEREST;

(2) UNSECURED; OR

(3) SECURED IN ANY MANNER THAT THE BOARD OF DIRECTORS APPROVES, INCLUDING A PLEDGE OF THE STOCK OF THE CORPORATION.

2-419.

(A) IF SUBSECTION (B) OF THIS SECTION IS COMPLIED WITH, A CONTRACT OR OTHER TRANSACTION BETWEEN A CORPORATION AND ANY OF ITS DIRECTORS OR BETWEEN A CORPORATION AND ANY OTHER CORPORATION, FIRM, OR OTHER ENTITY IN WHICH ANY OF ITS DIRECTORS IS A DIRECTOR OR HAS A MATERIAL FINANCIAL INTEREST IS NOT VOID OR VOIDABLE SOLELY BECAUSE OF ANY ONE OR MORE OF THE FOLLOWING:

(1) THE COMMON DIRECTORSHIP OR INTEREST;

(2) THE PRESENCE OF THE DIRECTOR AT THE MEETING OF THE BOARD OR A COMMITTEE OF THE BOARD WHICH AUTHORIZES, APPROVES, OR RATIFIES THE CONTRACT OR TRANSACTION; OR

(3) THE COUNTING OF THE VOTE OF THE DIRECTOR FOR THE AUTHORIZATION, APPROVAL, OR RATIFICATION OF THE CONTRACT OR TRANSACTION.

(B) SUBSECTION (A) OF THIS SECTION APPLIES IF:

(1) THE FACT OF THE COMMON DIRECTORSHIP OR INTEREST IS DISCLOSED OR KNOWN TO:

(I) THE BOARD OF DIRECTORS OR THE COMMITTEE, AND THE BOARD OR COMMITTEE AUTHORIZES, APPROVES, OR RATIFIES THE CONTRACT OR TRANSACTION BY THE AFFIRMATIVE VOTE OF A MAJORITY OF DISINTERESTED DIRECTORS, EVEN IF THE DISINTERESTED DIRECTORS CONSTITUTE LESS THAN A QUORUM; OR

(II) THE STOCKHOLDERS ENTITLED TO VOTE, AND THE CONTRACT OR TRANSACTION IS AUTHORIZED, APPROVED, OR RATIFIED BY A MAJORITY OF THE VOTES CAST BY THE STOCKHOLDERS ENTITLED TO VOTE OTHER THAN THE VOTES OF SHARES OWNED <u>OF RECORD OR BENEFICIALLY</u> BY THE INTERESTED DIRECTOR OR CORPORATION, FIRM, OR OTHER ENTITY; OR

(2) THE CONTRACT OR TRANSACTION IS FAIR AND REASONABLE TO THE CORPORATION.

(C) COMMON OR INTERESTED DIRECTORS OR THE STOCK OWNED BY THEM OR BY AN INTERESTED CORPORATION, FIRM, OR OTHER ENTITY MAY BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM AT A MEETING OF THE BOARD OF DIRECTORS OR A