ANY MERGER, CONSOLIDATION, OR SHARE EXCHANGE OF THE CORPORATION WITH ANY OF ITS SUBSIDIARIES WHICH HAS THE EFFECT, DIRECTLY OR INDIRECTLY, OF INCREASING THE PROPORTIONATE SHARE OF THE OUTSTANDING SHARES OF ANY CLASS OF EQUITY SECURITIES OF THE CORPORATION OR ANY SUBSIDIARY WHICH IS DIRECTLY OR INDIRECTLY OWNED BY ANY INTERESTED STOCKHOLDER OR ANY AFFILIATE OF ANY INTERESTED STOCKHOLDER, EXCEPT AS A RESULT OF IMMATERIAL CHANGES DUE TO FRACTIONAL SHARE ADJUSTMENTS.

(F) "COMMON STOCK" MEANS ANY STOCK OTHER THAN PREFERRED OR PREFERENCE STOCK.

(G) "CONTROL", INCLUDING THE TERMS "CONTROLLING", "CONTROLLED BY" AND "UNDER COMMON CONTROL WITH", MEANS THE POSSESSION, DIRECTLY OR INDIRECTLY, OF THE POWER TO DIRECT OR CAUSE THE DIRECTION OF THE MANAGEMENT AND POLICIES OF A PERSON, WHETHER THROUGH THE OWNERSHIP OF VOTING SECURITIES, BY CONTRACT, OR OTHERWISE, AND THE BENEFICIAL OWNERSHIP OF 10 PERCENT OR MORE OF THE VOTES ENTITLED TO BE CAST BY A CORPORATION'S VOTING STOCK CREATES A PRESUMPTION OF CONTROL.

(H) "CORPORATION" INCLUDES A REAL ESTATE INVESTMENT TRUST AS DEFINED IN TITLE 8 OF THIS ARTICLE.

(I) "EQUITY SECURITY" MEANS:

(1) ANY STOCK OR SIMILAR SECURITY, CERTIFICATE OF INTEREST, OR PARTICIPATION IN ANY PROFIT SHARING AGREEMENT, VOTING TRUST CERTIFICATE, OR CERTIFICATE OF DEPOSIT FOR AN EQUITY SECURITY; OR

(2) ANY SECURITY CONVERTIBLE, WITH OR WITHOUT CONSIDERATION, INTO AN EQUITY SECURITY, OR ANY WARRANT OR OTHER SECURITY CARRYING ANY RIGHT TO SUBSCRIBE TO OR PURCHASE AN EQUITY SECURITY;

(3) ANY PUT, CALL, STRADDLE, OR OTHER OPTION OR PRIVILEGE OF BUYING AN EQUITY SECURITY FROM OR SELLING AN EQUITY SECURITY TO ANOTHER WITHOUT BEING BOUND TO DO SO.

(J) "INTERESTED STOCKHOLDER" MEANS ANY PERSON (OTHER THAN THE CORPORATION OR ANY SUBSIDIARY) THAT:

(1) (I) IS THE BENEFICIAL OWNER, DIRECTLY OR INDIRECTLY, OF MORE THAN 10 PERCENT OF THE VOTING POWER OF THE OUTSTANDING VOTING STOCK OF THE CORPORATION; OR

(II) IS AN AFFILIATE OF THE CORPORATION AND AT ANY TIME WITHIN THE 2 YEAR PERIOD IMMEDIATELY PRIOR TO THE DATE IN QUESTION WAS THE BENEFICIAL OWNER, DIRECTLY OR INDIRECTLY, OF 10 PERCENT OR MORE OF THE VOTING POWER OF THE THEN OUTSTANDING VOTING STOCK OF THE CORPORATION.

(2) FOR THE PURPOSE OF DETERMINING WHETHER A PERSON