







(iv) expressly permit electronic communications and notices and provide additional detail on the mechanisms for setting record dates and actions by written consent; (v) add customary procedural details regarding the conduct of stockholder meetings; (vi) delete language that states that a vacancy on the Board is deemed to occur if a director nominee fails to receive enough votes to be elected; and (vii) move the advance notice provisions for stockholder meetings, without change, from the Certificate of Incorporation to the Second Amended and Restated By-laws.

The foregoing description of (i) the Charter Amendments and the Second Amended and Restated Certificate of Incorporation, and (ii) the By-law Amendments and Second Amended and Restated By-laws is qualified in its entirety by reference to the Second Amended and Restated Certificate of Incorporation attached hereto as Exhibit 3.1 and the Second Amended and Restated By-laws attached hereto as Exhibit 3.2, respectively, each of which is incorporated herein by reference.





