

STATEMENT OF PREFERRED STOCKHOLDER VOTING RIGHTS

Corporation Name: _____

State of Incorporation: _____ Date: _____

Series Designation of Preferred Stock: _____

1. General Voting Rights

Except as otherwise required by law or the Certificate of Incorporation, the holders of the Preferred Stock shall:

- Holders are entitled to vote on all matters submitted to a vote of the stockholders.
- Holders shall vote together with the holders of Common Stock as a single class.
- Holders have no voting rights except as required by applicable statutory law.

Each share of Preferred Stock shall entitle the holder thereof to _____ votes per share, or a number of votes equal to the number of individual shares of Common Stock into which such share of Preferred Stock is convertible as of the record date: _____.

2. Class Voting Rights & Protective Provisions

Without the affirmative vote or written consent of the holders of at least _____% of the outstanding shares of this Series of Preferred Stock, voting separately as a single class, the Corporation shall not amend, alter, or repeal any provision of the Certificate of Incorporation or Bylaws that adversely affects the powers, preferences, or rights of this Series, including but not limited to:

- The authorization, creation, or issuance of any class or series of stock having rights, preferences, or privileges senior to or on parity with this Series.
- Any increase or decrease in the authorized number of shares of this Series.
- Any reclassification, merger, consolidation, or liquidation of the Corporation.

3. Board Representation Rights

The holders of the outstanding shares of this Series of Preferred Stock, voting as a separate class, shall be entitled to elect _____ director(s) of the Corporation at each annual meeting of stockholders, or by written consent. Any vacancy in the office of a director elected by this Series may be filled only by the vote or written consent of the holders of this Series of Preferred Stock.

4. Specialized Voting Terms & Exceptions

Matter	Voting Threshold Required	Class Vote Required (Yes/No)

IN WITNESS WHEREOF, the Corporation has caused this Statement of Preferred Stockholder Voting Rights to be signed by its duly authorized officer.

By: _____
Authorized Signature

Title: _____

Name: _____

Date: _____