



WOLF CREEK

NUCLEAR OPERATING CORPORATION

SD

November 22, 1993

Warren B. Wood
General Counsel and Secretary

GC 93-0222

File No. 50.003

Mr. David L. Rauch, Executive Secretary
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102

Subject: Case No. EF-87-29; Notice of Intent to Amend Certificate of Incorporation and By-Laws

Dear Mr. Rauch:

The purpose of this letter is to notify the Commission, in accordance with Kansas City Power & Light Company's application in the referenced case, that WCNOC intends to amend its Certificate of Incorporation and By-Laws to reflect a restructuring of the WCNOC Board of Directors.

The Board of Directors and shareholders of WCNOC have concluded that the Board could operate more efficiently by reducing its number from thirteen to four members. The current Board is comprised of five Class A Directors (Kansas Gas and Electric Company), five Class B Directors (Kansas City Power & Light Company), two Class C Directors (Kansas Electric Power Cooperative, Inc.), and a thirteenth Director (the WCNOC President and CEO). Those numbers originally were chosen in order that a vote of all the Board members would be weighted in relatively the same proportion as the shareholders' ownership shares in the corporation. Reducing the number of Class A, B and C Directors to one each, and allowing each owner director to cast the number of votes equal to his Owner company's ownership share in the corporation, will preserve this vote weighting feature while allowing the Board's membership number to be reduced.

Because of the reduced number of Board members, there no longer will be a need for an Executive Committee. Therefore, that committee will be eliminated. Owner company oversight of the operating company will not be diminished, however. An Owners Committee, comprised of representatives of the owner companies, will be established and will function in much the same manner as the Executive Committee has functioned. The

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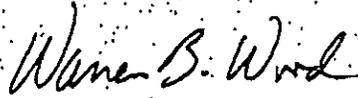
November 22, 1993

only significant difference will be that Owners Committee members will not be members of the Board, and they will not be able to act on behalf of the Board in the Board's absence. The committee will meet regularly with WCNOG management and report to the Board.

At its regular meeting on October 19, 1993, the WCNOG Board of Directors recommended that the Certificate of Incorporation and the By-Laws be amended to reflect these changes. The shareholders of the corporation will approve a resolution effecting such changes no earlier than December 23, 1993.

Enclosed are the original and fourteen copies of the Restated Certificate of Incorporation, By-Laws, and a Summary of Amendments to the same.

Very truly yours,



Warren B. Wood

WBW/msh

cc w/a: John E. Hayes, Jr., WRI
A. Drué Jennings, KCPL
Charles W. Terrill, KEPCO
Neil S. Carns, WCNOG

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
WOLF CREEK NUCLEAR OPERATING CORPORATION

We, Neil S. Carns, President, and Warren B. Wood, Secretary, of Wolf Creek Nuclear Operating Corporation, a corporation existing under the laws of the State of Delaware, do hereby certify as follow:

FIRST: That the name of the corporation is Wolf Creek Nuclear Operating Corporation.

SECOND: That the Certificate of Incorporation of the Corporation was filed with the Secretary of State, Dover, Delaware, on the 14th day of April, 1986, and a Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State, Dover, Delaware, on the 12th day of December, 1986.

THIRD: That the amendments to and the restatement of the Certificate of Incorporation herein reflected have been duly adopted in accordance with the provisions of Sections 245 and 242 of the General Corporation Law of the State of Delaware and in the manner prescribed by Section 228 of the General Corporation Law, unanimous written consent to said amendments and restatement having been given by all Stockholders of the Corporation.

FOURTH: That the text of the Certificate of Incorporation of said Wolf Creek Nuclear Operating Corporation is hereby amended and restated to read in full as follows:

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
WOLF CREEK NUCLEAR OPERATING CORPORATION

ARTICLE FIRST

The name of the Corporation is Wolf Creek Nuclear Operating Corporation.

ARTICLE SECOND

Its registered office in the State of Delaware is to be located at 229 South State Street, in the City of Dover, County of Kent. The name of its registered agent at such address is United States Corporation Company.

ARTICLE THIRD

The nature of the business or purposes to be conducted or promoted is to operate, maintain, repair, decontaminate and decommission the Wolf Creek Generating Station as agent for the owners of the Station and to engage in any other lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE FOURTH

(1) The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 100 shares of Common Stock. No additional shares of capital stock of the Corporation shall be authorized and issued.

(2) The shares of capital stock of the Corporation will be divided into three classes of Common Stock as follows: forty-seven (47) shares of "Class A Stock", with a par value of One Dollar (\$1) per share; forty-seven (47) shares of "Class B Stock", with a par value of One Dollar (\$1) per share; and six (6) shares of "Class C Stock", with a par value of One Dollar (\$1) per share.

(3) The shares of all classes of Common Stock shall be entitled in all respects to equal rights and privileges, except for voting rights as expressly set forth in this Article.

- (i) The Board of Directors shall consist of four (4) directors. With respect to the election of directors, holders of Class A Stock shall vote as a separate class and be entitled to elect one (1) director (the "Class A Director"); holders of Class B Stock shall vote as a separate class and be entitled to elect one (1) director (the "Class B Director"); and holders of Class C Stock shall vote as a separate class and be entitled to elect one (1) director (the "Class C Director"). Each class shall act by a majority vote of its shareholders in electing the director for the class. The remaining director (the "Fourth Director") shall be elected by the unanimous vote of all shareholders of all classes of Common Stock voting together as a single class.
 - (ii) Each of the Class A, Class B and Class C directors shall serve for a term of one (1) year and until his respective successor shall be elected and shall qualify. The holders of any class of Common Stock may, voting as a separate class, remove, with or without cause, the director who was originally elected by the shareholders of such class, voting as a separate class. The Fourth Director shall serve at the pleasure of the shareholders. At a meeting of the shareholders called for such purpose, the Fourth Director may be removed with or without cause by the holders of a majority of shares of all classes of common Stock voting together as a single class.
 - (iii) In the event a vacancy occurs on the Board of Directors, that vacancy shall be filled only by a separate vote of the holders of that class of Common Stock which had elected the original director, except for filling a vacancy in the position held by the Fourth Director, which shall be filled in the same manner as the Fourth Director was elected.
 - (iv) The holders of Class A Stock, Class B Stock, and Class C Stock shall in all matters, except as provided for in the General Corporation Law of Delaware, this Certificate of Incorporation or the By-Laws, vote together as a single class with each such share entitled to one vote.
- (4) All one hundred (100) shares of Common Stock shall be issued to the owners of Wolf Creek Generating Station proportionately in accordance with their respective ownership interests in Wolf Creek Generating Station Unit No. 1 under the Wolf Creek Station Ownership Agreement dated December 28, 1981, as amended prior to the date of such issuance.

(5) No shareholder shall have the right or power to pledge, hypothecate, sell or otherwise dispose of any shares of stock in this Corporation (except as additional security under the provisions of any mortgage indenture with respect to its ownership interest in Wolf Creek Generating Station Unit No. 1) unless and to the same extent its respective ownership share in the Wolf Creek Generating Station Unit No. 1 should change. In such event, the holder will surrender or cause to be surrendered its certificate representing shares of Common Stock to the Corporation for reissuance in accordance with Section (4) of this Article and the Corporation's By-Laws. Unless and until its respective ownership interest in the Wolf Creek Generating Station Unit No. 1 should change (in which case such holder will surrender or cause to be surrendered its certificate representing shares of Common Stock to the Corporation for reissuance in accordance with Section (4) of this Article and the Corporation's By-Laws), each of the following entities shall own and hold all of the following classes of shares of Common Stock of the Corporation:

Kansas Gas and Electric Company	- Class A Shares
Kansas City Power & Light Company	- Class B Shares
Kansas Electric Power Cooperative, Inc.	- Class C Shares

ARTICLE FIFTH

(1) At all meetings of the Board of Directors, the Class A Director shall have forty-seven (47) votes, the Class B Director shall have forty-seven (47) votes, the Class C Director shall have six (6) votes, and the Fourth Director shall have one (1) vote.

(2) At all meetings of the Board of Directors, a majority of the full number of Directors prescribed by Article Fourth of this Certificate of Incorporation shall be required to constitute a quorum for the transaction of business, even though there may be one or more vacancies on the Board of Directors. All actions taken by the Board of Directors shall require a majority of the votes of the Directors present at any meeting of the Board of Directors at which there is a quorum, provided that such majority must include the votes of Directors who have been elected by the holders of two (2) or more different classes of Common Stock voting as separate classes.

ARTICLE SIXTH

The Corporation is to have perpetual existence.

ARTICLE SEVENTH

Subject to the provisions of the laws of the State of Delaware, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the Directors and the stockholders:

- (a) The books of the Corporation may be kept outside the State of Delaware at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business and affairs of the Corporation shall be managed by its Board of Directors.
- (c) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation; provided, that no such amendment, alteration, change, addition to or repeal of any provision hereof shall be made without the unanimous approval of the holders of all shares of all classes of Common Stock of the Corporation.
- (d) In implementation of the Laws of 1986 of the State of Delaware and of the amendments of Sections 102 and 145 of the General Corporation Law of the State of Delaware effected by said Laws of 1986,

(1) Directors of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, provided that this provision shall not eliminate or limit the liability of a Director (i) for any breach of a Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, (iv) for any transaction from which the Director derived an improper personal benefit, or (v) for any act or omission occurring prior to April 14, 1986.

(2) Directors, officers and employees of the Corporation shall receive indemnification and advancement of expenses to the fullest extent authorized by Section 145 of Title 8 of the Delaware code as so amended.

IN WITNESS WHEREOF, we have signed this Certificate this _____ day of _____, 1993.

Neil S. Carns, President

[SEAL]

ATTEST:

Warren B. Wood, Secretary

BY-LAWS
OF
WOLF CREEK NUCLEAR OPERATING CORPORATION

(as amended effective December 1, 1993)

ARTICLE I

Offices

Section 1. The registered office in the State of Delaware shall be at 229 South State Street, in the City of Dover, County of Kent, Delaware.

Section 2. The Corporation also may have offices at such other places both within or without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

Shareholders

Section 1. All meetings of shareholders shall be held at such place within or without the State of Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of meetings.

Section 2. Commencing in the year 1987 and in each year thereafter, annual meetings of shareholders shall be held in December of each year on the same date of and immediately preceding the regular meeting of the Board of Directors held in that month. Annual meetings of shareholders shall be held for the purpose of electing directors of the Corporation and transacting such other business as may properly be brought before the meeting.

Section 3. Special meetings of the shareholders, for any purpose or purposes, may be called by the owners of a majority of those shares entitled to vote thereat, on ten (10) days written notice to each shareholder which notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.

Section 4. Notice of the time and place of every meeting of shareholders shall be delivered personally or mailed not less than ten (10) days or more than sixty (60) days before the date of the meeting to each shareholder of record entitled to vote at the meeting.

Section 5. Subject to the provisions in the Certificate of Incorporation, each holder of Common Stock in this Corporation shall be entitled at each shareholders' meeting to one (1) vote for each share of Common Stock held by such shareholder.

Section 6. A shareholder entitled to vote may vote in person or by proxy. A proxy shall not be valid after three (3) years from its date, unless the proxy provides for a longer period.

Section 7. The presence, in person or by proxy, of the holders of a majority of the shares of all classes of Common Stock shall constitute a quorum for the transaction of business at meetings of shareholders except as otherwise provided by the General Corporation Law of Delaware, by the Certificate of Incorporation or by these By-Laws. With respect to any issue which is to be acted upon by the holders of a class of stock voting as a separate class, the presence, in person or by proxy, of the holders of a majority of the shares of a given class shall constitute a quorum of the class and the shareholders of the class shall be authorized to act on any such issue at any meeting of shareholders. A duly organized meeting of shareholders present can continue to do business until adjournment even though enough shareholders withdraw to leave less than a quorum.

The holders of a majority of the shares of Common Stock represented in person or by proxy at any meeting of the shareholders shall have the right successively to adjourn the meeting without notice, other than announcement at the meeting, to a specified date not longer than thirty (30) days after any such adjournment, whether or not a quorum be present.

Section 8. All elections and all other questions shall be approved by a majority vote of all holders of the shares of all classes of Common Stock voting together as a single class, unless the question is one on which by express provisions of the General Corporation Law of Delaware, these By-Laws or the Certificate of Incorporation a different vote is required.

Section 9. Unless otherwise provided by law or by the Certificate of Incorporation or by these By-Laws, any action required to be taken by shareholders may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by the holders of outstanding stock, entitled to vote with respect to the subject matter thereof, having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than the unanimous written consent shall be given to those shareholders who have not consented in writing.

ARTICLE III

Board of Directors

Section 1. The Board of Directors of the Corporation shall consist of that number of directors as is provided in the Certificate of Incorporation. Directors shall be elected in the manner and for the terms set forth in the Certificate of Incorporation, and they shall have the number of votes as set forth in the Certificate of Incorporation.

Section 2. In the event a vacancy occurs on the Board of Directors, that vacancy shall be filled in the manner provided in the Certificate of Incorporation.

Section 3. Regular meetings of the Board of Directors may be held without special notice at such time and at such place as shall from time to time be determined by the Board of Directors.

Section 4. Special meetings of the Board of Directors may be called by the Chairman of the Board, Vice Chairman of the Board, the Chief Executive Officer on five (5) days' notice to each director by written notice or by means of telephone or similar communications equipment.

Section 5. At all meetings of the Board of Directors, a majority of the full number of directors prescribed by the Certificate of Incorporation shall be required to constitute a quorum for the transaction of business, even though there may be one or more vacancies on the Board of Directors. All actions taken by the Board of Directors shall require a majority of the votes of the directors present at any meeting at which there is a quorum, provided that such majority must include the votes of directors who have been elected by the holders of two (2) or more different classes of Common Stock voting as separate classes. In the event that not all the Class A, B and C Directors are present at a meeting, action requiring a vote of the directors may be taken only on those matters identified on the meeting agenda distributed to the directors at least five days in advance of the meeting. If a quorum shall not be present at any meeting of the directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 6. A director may be removed in the manner set forth in the Certificate of Incorporation.

Section 7. No compensation shall be paid to the directors, but their reasonable and necessary expenses shall be reimbursed by the Corporation.

Section 8. If all the directors consent in writing to any action, such action shall be as valid as though it had been authorized by a meeting of the Board of Directors.

Section 9. At the first meeting of the Board of Directors following each annual meeting of shareholders, the Board of Directors shall appoint, from its membership, a Chairman and a Vice Chairman. Annually the position of Vice Chairman shall alternate between the Class A Director and Class B Director.

Section 10. Notwithstanding any provisions in these By-Laws to the contrary, any action taken by the Board of Directors or any committee of the Board shall require an affirmative vote of directors who have been elected by the holders of two (2) or more different classes of Common Stock voting as separate classes.

ARTICLE IV

The Officers

Section 1. The officers of this Corporation shall consist of a President who shall also be the Chief Executive Officer, one or more Vice Presidents, a Secretary and a Treasurer, all of whom shall be appointed by the Board of Directors and shall serve at the pleasure of the Board. In addition, the Board of Directors may elect such Assistant Secretaries, Assistant Treasurers and other officers and agents as they may deem proper or advisable with such terms of office, powers and duties as shall be determined from time to time by the Board. Any one person, except the President, may hold two or more offices.

Section 2. At its first meeting after each annual meeting of the shareholders, the Board of Directors shall appoint the officers of the Corporation. The Fourth Director shall be appointed the President and Chief Executive Officer of the Corporation. Any officer appointed by the Board of Directors may be removed at any time by the Board of Directors. If the office of any officer becomes vacant for any reason, or if any new office shall be created, the vacancy may be filled by the Board of Directors.

Section 3. The Chairman of the Board, and in his absence the Vice Chairman of the Board, shall preside at all meetings of the shareholders and at all meetings of the Board of Directors, and they shall perform such other duties as the Board of Directors shall from time to time prescribe.

Section 4. The President shall be the Chief Executive Officer of the Corporation, shall have general supervision of the business and affairs of the Corporation, and shall perform whatever other duties the Board of Directors may from time to time prescribe, provided all actions taken by the President and Chief Executive Officer shall be in accordance with policies approved by the Board of Directors.

Section 5. A Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of President. A Vice President also shall perform whatever duties and have whatever powers the President or Board of Directors may from time to time assign.

Section 6. The Secretary shall attend all meetings of the directors or the shareholders and shall keep or cause to be kept a true and complete record of the proceedings of those meetings. The Secretary shall give, or cause to be given, notice of all meetings of the directors or of the shareholders and shall perform whatever additional duties the Board of Directors and President may from time to time prescribe. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the directors or the President, and attest the same.

Section 7. The Treasurer shall have custody of corporate funds. He shall keep full and accurate accounts of receipts and disbursements and shall, in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be prescribed by the Board of Directors.

Section 8. Assistant Secretaries and Assistant Treasurers, if appointed by the Board of Directors, shall exercise such powers and duties and perform such functions as the Board of Directors shall assign to them from time to time.

Section 9. Contracts, documents and instruments shall be executed by the President or a Vice President unless the Board of Directors shall designate another procedure for their execution.

Section 10. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

Section 11. The salaries, if any, of all officers of the Corporation shall be set by the Board of Directors.

ARTICLE V

Certificates for Stock and Their Transfer

Section 1. The interest of each shareholder of the Corporation shall be evidenced by a certificate for shares of Common Stock in such form as the Board of Directors may from time to time prescribe. Each certificate shall be signed by the President or any Vice President and the Secretary.

Section 2. In accordance with the provisions in the Certificate of Incorporation, shares of the Corporation shall only be transferred upon the surrender to the Corporation of the share certificates duly endorsed and accompanied by proper evidence of a transfer of an ownership interest in the Wolf Creek Generating Station Unit No. 1 pursuant to the Wolf Creek Station Ownership Agreement dated December 28, 1981, as the same may be amended from time to time. In that event, the surrendered certificates shall be canceled and new certificates issued to the person or entity entitled to them based on their respective ownership interests in the Wolf Creek Generating Station Unit No. 1.

Section 3. In case of the loss or destruction of any certificate of shares of the Corporation, a new certificate may be issued in lieu thereof under such regulations and conditions as the Board of Directors may from time to time prescribe.

ARTICLE VI

Inspection of Books

A shareholder shall have the right to inspect books of the Corporation to the extent such right may be conferred by law, by these By-Laws, by the Certificate of Incorporation, or by resolution of the Board of Directors.

ARTICLE VII

Corporate Seal

The Corporate Seal of the Corporation shall have inscribed thereon the name of the Corporation and the words "Corporate Seal", "Delaware", and "1986". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE VIII

Waiver of Notice

Whenever by law or by the Certificate of Incorporation or by these By-Laws, any notice whatever is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IX

Fiscal Year

Section 1. The fiscal year of the Corporation shall be the calendar year.

Section 2. As soon as practical after the close of each fiscal year, the Board of Directors shall cause a report of the business and affairs of the Corporation to be made to the shareholders.

ARTICLE X

Amendments

The By-Laws of the Corporation may be amended, added to, rescinded or repealed at any meeting of shareholders by the unanimous vote of the shares of all classes of Common Stock voting together as one class if notice of such meeting is properly given.

ARTICLE XI

Emergency Provisions

Section 1. Notwithstanding any different provisions in the preceding Articles of these By-Laws, the emergency By-Laws provided herein shall be operative during any emergency resulting from an attack on the United States or on a locality in which the Corporation conducts its business or customarily holds meetings of its Board of Directors or its stockholders, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board of Directors cannot readily be convened for action.

Section 2. During any such emergency, a meeting of the Board of Directors may be called by any director or, if necessary, by any officer who is not a director. The meeting shall be held at such time and place, within or without the State of Delaware, specified by the person calling the meeting and in the notice of the meeting which shall be given to such of the directors as it may be feasible at the time. Such advance notice shall be given as, in the judgment of the person calling the meeting, circumstances permit. Two (2) directors shall constitute a quorum for the transaction of business. To the extent required to constitute a quorum at the meeting, the officers present shall be deemed, in order of rank and within the same rank in order of seniority, directors for the meeting.

Section 3. To the extent not inconsistent with the foregoing emergency provisions, the By-Laws of the Corporation shall remain in effect during any emergency, or until such time when a quorum of the Board of Directors becomes available for the transaction of business, at which time the emergency provisions of these By-Laws shall cease to be operative.

ARTICLE XII

Indemnification

The Corporation shall indemnify to the full extent authorized or permitted by the General Corporation Law of the State of Delaware, as now in effect or as hereafter amended, any person who was or is or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise as such at the request of the Corporation. Such indemnification may, in the discretion of the Board of Directors of the Corporation, include advances of expenses incurred in defending any such action, suit or proceeding in advance of final disposition thereof, subject to the provisions of the General Corporation Law of the State of Delaware.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article XII. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

WOLF CREEK NUCLEAR OPERATING CORPORATION
Summary of
Amendments to Certificate of Incorporation and By-Laws

Amendments to Certificate of Incorporation:

Article Fourth

Para. 3(i) -- Changes thirteen directors to four directors;
Changes five Class A and five Class B directors to one director each;
Changes two Class C directors to one director;
Changes "Thirteenth Director" to "Fourth Director."

Para. 3(ii) and (iii) -- Changes "Thirteenth Director" to "Fourth Director."

Article Fifth

Deletes Para. (1) and (2) which listed the initial directors and provided for subsequent setting of the numbers of directors.
Adds new Para. (1) setting the number of votes each director shall have (Classes A and B: 47 each; Class C: 6; Fourth: 1).
Para. (3) renumbered to (2) and changed to clarify that action may be taken by the Board after a majority of the votes cast by directors at the meeting instead of a majority vote of the directors at the meeting (reflecting the notion that three of the directors have more than one vote each).

Amendments to By-Laws:

Article II

Section 2 -- Sets the annual meeting of shareholders on the same date in December as the date of the Board of Directors' regular meeting. Original By-Laws set the annual meeting on the first Wednesday in December.

Article III

Section 1 -- Adds phrase referring to Certificate of Incorporation to determine the number of each director's votes.
Section 4 -- Deletes provision allowing three directors to call a special meeting of the Board (because the Board will have only four members).
Section 5 -- Clarifies that action may be taken by the Board after a majority of the votes cast by directors at the meeting instead of a majority vote of directors at the meeting. Also requires all Class A, B and C Directors' presence at a meeting if action is to be taken by the Board on matters not on the agenda.

Section 9 -- Deletes method of yearly alternating the position of Chairman of the Board. Chairman will be selected by the Board. Position of Vice Chairman of the Board shall alternate yearly between Class A and Class B directors.

Section 10 through 13 -- Deleted. These paragraphs dealt with the Executive Committee of the Board. Reducing the number of directors from thirteen to four eliminates the need for an Executive Committee and thus eliminates the need for these paragraphs.

Section 14 -- Renumbered as Section 10. Deletes reference to the Executive Committee, reflecting elimination of that committee.

Article IV

Section 2 -- Changes "Thirteenth Director" to "Fourth Director."

Article XI

Section 3 -- Deletes reference to "a quorum of the Executive Committee" reflecting elimination of that committee.