**§ 8004. Class voting on amendment.** 1. Notwithstanding any provision in the organization certificate, the holders of shares of a class or series, shall be entitled to vote and to vote as a class upon the authorization of an amendment and, in addition to the authorization of the amendment by vote of the holders of a majority of all outstanding shares entitled to vote thereon, the amendment shall be authorized by vote of the holders of a majority of all outstanding shares of the class or series when a proposed amendment would:

(a) Exclude or limit their right to vote on any matter, except as such right may be limited by voting rights given to new shares then being authorized of any existing or new class or series;

(b) Change their shares under subdivision two (h), (i) or (j) of section eight thousand one or provide that their shares may be converted into shares of any other class or into shares of any other series of the same class, or alter the terms or conditions upon which their shares are convertible or change the shares issuable upon conversion of their shares, if such action would adversely affect such holders; or

(c) Subordinate their rights, by authorizing shares having preferences which would be in any respect superior to their rights.

2. If any proposed amendment referred to in subdivision one would adversely affect or subordinate the rights of the holders of shares of only one or more series of any class, but not the entire class, then only the holders of each series whose rights would be adversely affected or subordinated shall be considered a separate class for the purposes of this section.