

cation of any unissued part of the authorized capital stock; and the changing of the location of the principal office.

Under sections 82 to 87 of the code of 1904, it was held that the expression of a particular mode for the decrease of capital stock excluded any different method. Hence, a trust company can not purchase its own stock, and thus diminish its capital. *Md. Trust Co. v. Mechanics' Bank*, 102 Md. 617; *Burke v. Smith*, 111 Md. 626.

The distinction pointed out between meetings called under section 84 of the code of 1904 and under section 6 of the same code (see section 16). A meeting for the purpose of issuing preferred stock, held to have been properly called under the former section. *Heller v. Marine Bank*, 89 Md. 620.

The power of a corporation to change its articles of association under section 55 of the code of 1904, applied in the case of the separation of a local lodge from a grand lodge. *Goodman v. Jedidjah Lodge*, 67 Md. 125.

Section 82 of the code of 1904 referred to in construing section 72 of that code—see notes to section 66. *Booth v. Campbell*, 37 Md. 529.

See notes to sec. 25.

1904, art. 23, sec. 55. 1888, art. 23, sec. 47. 1868, ch. 471, sec. 42. 1890, ch. 339. 1892, ch. 39. 1894, ch. 557. 1908, ch. 240, sec. 25.

**25.** Articles of amendment signed and acknowledged in the same manner as an original certificate, by the president and a majority of the directors, managers or trustees shall within thirty days after such meeting be prepared, setting forth such amendment and the particulars thereof and stating that it has been duly adopted by the stockholders or members; but no amendment shall take effect until the articles have been duly executed and delivered to the state tax commissioner with the recording fees (to be charged at the same rates, and by said commissioner divided, accounted for, and paid over, as in the case of an original certificate). Articles of amendment shall be promptly recorded by the state tax commissioner, and when recorded the original or a certified copy shall be sent by him for recording to the clerk of the circuit or superior court as is herein above provided for the case of an original certificate; and a duly certified copy of such articles of amendment from the records of the state tax commissioner or of the circuit or superior court shall be *prima facie* evidence of the rights and powers of the corporation as amended.

Amendment proceedings held abortive because the proposed amendment was not acknowledged and recorded as required by sections 51, 52, and 55 of the code of 1904. *Morgan v. Landstreet*, 109 Md. 585. *Cf. Brown v. Maryland Telephone Co.*, 101 Md. 581; *Windsor v. Bandel*, 40 Md. 175.

See notes to sec. 24.

*Ibid.* sec. 86. 1888, art. 23, sec. 78. 1868, ch. 471, sec. 73. 1908, ch. 240, sec. 26.

**26.** If an increase of the capital stock of any corporation shall have been duly authorized, as in section 24 is provided, the articles of amendment shall also set forth (*a*) the total amounts of capital stock already authorized and issued; (*b*) the amount of cash paid in for stock already issued and the amount of stock already issued for property or services; (*c*) the amount of additional stock authorized; (*d*) and the classes, if any, into which the additional stock is to be divided, with the preferences, voting powers, restrictions and qualifications of the increased shares.

As to an increase of the capital stock of railroad companies, see sec. 267.