

### Amendments After Organization.

1904, art. 23, secs. 55, 82, 83, 84, 85, 86. 1888, art. 23, secs. 47, 74, 75, 76, 77, 78. 1868, ch. 471, secs. 42, 69, 70, 71, 72, 73. 1890, ch. 339. 1892, ch. 39. 1894, ch. 557. 1908, ch. 240, sec. 24. 1916, ch. 596, sec. 24.

24. Every corporation of this State now existing or hereafter formed may, from time to time and in the manner hereinafter provided, amend its charter and thereby accomplish any one or more of the following objects: The addition to or diminution of the corporate powers and purposes, or the substitution of other powers and purposes in whole or in part for those named in the charter the increasing of the authorized capital stock by increasing the number of shares thereof and the classification, if desired, of such increase; the decreasing of the authorized but unissued capital stock by reducing the number of shares thereof; the changing of the number and/or par value of the shares of the capital stock, or any class thereof, provided that the total amount of outstanding stock is not thereby increased, and provided further, that the relative voting powers of shares of stock of different classes outstanding at the time of such change are not thereby affected; the classification or reclassification of any unissued part of the authorized capital stock; the changing of the corporate business; the changing of the corporate name; the changing of the location of the principal office; and the making of any other amendment of the charter that may be desired; provided that such amendment shall contain only such provisions as it would be lawful or proper to insert in an original certificate of incorporation made at the time of making such amendment.

See notes to section 27.

See notes to this section in volume 1 of the Annotated Code.

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. 1916, ch. 596, sec. 25.

25. Such amendment or amendments shall be made in the manner following:

(1) The board of directors shall pass a resolution declaring that such amendment or amendments is or are advisable and calling a meeting of stockholders or members to take action thereon. The meeting of the stockholders or members shall be duly warned in the manner provided in Section 15 of this Article. If two-thirds of all of the shares (or, if two or more classes of shares have been issued, two-thirds of each class), outstanding and entitled to vote, or two-thirds of the members vote in favor of such amendment or amendments, articles of amendment setting forth such amendment or amendments and stating that the same has or have been duly advised by the board of directors and adopted by the stockholders or members shall be signed and acknowledged in the name and on behalf of the corporation by the president or a vice-president with the corporate seal attached, attested by the secretary or an assistant secretary, and the matters and facts set forth in said articles of amendment shall be verified under oath by the