

the board of directors, to amend the certificate of incorporation in the following manner:

An amended certificate of incorporation shall be signed by all of the incorporators who signed the original certificate of incorporation. Such amended certificate of incorporation shall be executed, acknowledged, delivered and recorded in the same manner, as in the case of an original certificate of incorporation, but no bonus tax shall be payable except in respect of any increase in authorized capital stock, and upon receipt for record by the State Tax Commission, such amended certificate of incorporation shall take the place of the original certificate of incorporation. Such amended certificate of incorporation shall contain only such provisions as it would be lawful and proper to insert in an original certificate of incorporation.

This section was intended to save the incorporation of persons who had in good faith attempted to comply with the law, but whose compliance turned out to have been irregular and informal. It has no application where, through neglect, there has been no attempt to comply with important requirements of the law which are conditions precedent to the possession or use of corporate franchises. This section construed in connection with art. 81, sec. 104. *National Shutter Bar Co. v. Zimmerman*, 110 Md. 319.<sup>1</sup>

An. Code, sec. 7. 1904, secs. 57 to 63, inclusive. 1888, secs. 49 to 55, inclusive. 1868, ch. 471, secs. 44 to 50, inclusive. 1886, ch. 306. 1908, ch. 240, sec. 7. 1922, ch. 309, sec. 7. 1924, ch. 334.

**9.** Every corporation which is subject to the provisions of this Article shall have the following general powers, except where the special provisions relating to any particular classes of corporations are inconsistent herewith:

(1) To have perpetual succession by its corporate name.

(2) To sue and be sued, complain and defend in all courts.

(3) To make and use a common seal and alter the same at pleasure.

(4) To transact its business, carry on its operations within or without this State, and to exercise in any other State, territory, district or possession of the United States, or in any foreign country, so far as the laws thereof permit, the powers granted by this Article.

(5) To make contracts, incur liabilities, and borrow money for its corporate purposes; and to issue bonds, notes and other obligations and secure the same by mortgage or deed of trust of all or any part of its property, franchises and income; provided any such issue of bonds, notes or other obligations secured by mortgage or deed of trust of any of the franchises of the corporation shall have been authorized at any meeting duly warned, as provided for in Sections 19 or 20 of this Article, by the affirmative vote of a majority of all of its members or a majority of all of its stock (or if two or more classes of stock have been issued, of a majority of each class), outstanding and entitled to vote thereon.

(6) Subject to the provisions of Article 38 of the Declaration of Rights, to acquire by purchase or in any other manner, and to take, receive, hold, use and employ, sell, mortgage, lease, dispose of and otherwise deal with any property, real or personal, situated in or out of this State, including shares in, and bonds, notes and other obligations of other corporations, incorporated under the laws of this State or of any other State or otherwise,

<sup>1</sup> This note deals with sec. 6 as it was prior to act, 1916, ch. 596.