

as such until their successors are duly chosen and qualified; (g) the amount of authorized capital stock of each consolidating corporation and the total amount of authorized capital stock of the new corporation and the number and par value of the shares; (h) the total amount of capital stock of the new corporation to be issued for stock of the consolidating corporations; (i) the restrictions, if any, imposed upon the transfer of the shares or of any of them; (j) if the capital stock is classified, the amount, par value, preferences, restrictions and qualifications of each class, specifying the amount of each class authorized and the amount of each class to be issued for stock of the consolidating corporations; (k) the manner of converting the capital stock of each of the consolidating corporations into stock of the new corporation; (l) all such other provisions and details which shall be deemed necessary to perfect the consolidation. The agreement of consolidation may also contain any amendment or amendments which may be desired, but if such amendment or amendments be made therein, the agreement of consolidation shall contain all the matters and things required to be stated in articles of amendment when such amendment or amendments is or are under the provisions of Sections 28 to 32, inclusive, of this Article; and no amendment not authorized by said sections may be made, but this provision shall not prevent the issuance of an amount of stock of the new corporation greater or less than the stock of the consolidating corporations for which it is exchanged. The agreement of consolidation shall first be submitted to the boards of directors of the consolidating corporations which shall pass resolutions declaring that such consolidation is advisable and calling separate meetings of the stockholders of the respective consolidating corporations to take action thereon. The meeting of the stockholders shall be duly warned in the manner provided in Section 19 of this Article. If said agreement of consolidation be approved by the affirmative vote of two-thirds of all of the shares (or, if two or more classes of shares have been issued, of two-thirds of each class), outstanding and entitled to vote, of each consolidating corporation at such separate meetings, it shall be signed and acknowledged in the names of the respective consolidating corporations on behalf thereof by their respective presidents or vice-presidents with their respective corporate seals attached, attested by their respective secretaries or assistant secretaries. There shall be attached to said agreement of consolidation the affidavits of the chairman or the secretaries of the respective stockholders' meetings that the same was duly advised by the boards of directors and approved by the stockholders of their respective corporations. Said agreement of consolidation, together with a copy thereof, shall be delivered to the State Tax Commission, which, upon the payment, and not before, of the recording fees for which provision is hereinafter made, and upon the payment, and not before, of the bonus tax prescribed by law, if any payable, as in the case of a certificate of incorporation, shall receive the same for record and endorse thereon the date and time of such receipt and promptly record the same as in the case of a certificate of incorporation. After such recording the State Tax Commission shall transmit the copy of such agreement of consolidation, duly certified by it, to the Clerk of the Circuit or Superior Court (according to the location of the principal office