

The non-compliance by a corporation with certain provisions of sec. 408 of the Code of 1904, and of secs. 69, 70, and 81 of the same Code (see secs. 41 and 49), held to form no ground of recovery in an action for misrepresentation and deceit. *Robertson v. Parks*, 76 Md. 133.

Common stockholders are necessary parties to a bill in equity filed by the holders of preferred stock under sec. 408 of the Code of 1904, to compel the execution and record of an agreement alleged to have been provided for under said section. *Baltimore, etc., Ry. Co. v. Godeffroy*, 182 Fed. 525.

Defences growing out of sec. 408 of the Code of 1904, held not properly presented by demurrer to the *narr.*; they should be raised by pleas. *Republic Iron Co. v. Carlton*, 189 Fed. 126.

Sec. 408 of the Code of 1904 cited but not construed in *Rogers v. Citizens' Bank*, 93 Md. 615.

See notes to secs. 13 and 41.

An. Code, sec. 34A. 1916, ch. 596, sec. 34A. 1920, ch. 545, sec. 34A. (1927), ch. 551, sec. 39

39. Any corporation of this State, heretofore or hereafter incorporated, except a banking, safe deposit, trust or loan corporation, may create one or more classes of stock without any nominal or par value, with such preferences, voting powers, restrictions and qualifications thereof not inconsistent with law as shall be expressed in its charter. Stock without par value which is preferred as to dividends or as to its distributive share of the assets of the corporation upon dissolution may be made subject to redemption at such times and prices as may be determined in such charter. In the case of stock without par value which is preferred as to its distributive share of the assets of the corporation upon dissolution, the amount of such preference shall be stated in the charter. In any case in which the par value of the shares of stock of a corporation is required to be stated in a certificate of incorporation, articles of amendment, agreement of consolidation or any other paper, it shall be stated, in respect of shares without par value, that such shares are without par value, and when the amount of such stock authorized, issued or outstanding is required to be stated, the number of shares thereof authorized, issued or outstanding, as the case may be, shall be stated, and it shall also be stated that such shares are without value. For the purpose of the bonus tax and annual franchise tax imposed by the laws of this State, but for no other purpose, such shares shall be presumed to be of the par value of one hundred dollars each. For the purpose of any rule of law or of any statutory provision, (except as in this section otherwise provided) relating to the amount of such stock issued, the amount of such stock issued shall be taken to be the amount of money or the actual value of the consideration (fixed by the board of directors or by the charter in the manner provided by law, as the case may be) for which such stock shall have been issued. In any case, however, in which stock having a par value shall have been issued with stock without par value for a particular consideration, in determining the amount of the stock without par value issued therefor, the par value of such stock having a par value shall first be deducted from the amount of money or actual value of the consideration determined as aforesaid, and the excess thereof, if any, shall be taken to be the amount of stock without par value so issued. The number of shares of such stock may be increased or decreased in the manner and subject to the conditions provided in Sections 28 to 32, inclusive, of this article. The amount of such