

ARTICLE 23.

CORPORATIONS.¹

1. When certain sections are operative; provisos; particular classes of corporations; explanation of terms; principal office.

Provisions for Formation—Powers.

2. For what purposes corporations may be formed.
3. Incorporators; certificate of incorporation.
4. Provisions of charters or by-laws as to vote of shareholders; when legal and binding.
5. Record of charter; recording fees; bonus tax.
6. When corporation is formed; evidence thereof and of payment of fees, etc.
7. How charter may be amended before stock subscribed.
8. General powers of corporations.

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9. Directors; quorum.
10. Resident agent; either such agent or director must be resident of Maryland; principal office.
11. Officers.
12. Directors; executive committee.
13. Directors—classes.
- 14-15. By-laws; evidence thereof.

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16. Annual meetings—notice.
17. Corporations with no members other than governing body.
18. Extraordinary meeting; calls; notice.
19. Meetings upon request; notice. Removal of director.
20. Where held; quorum.
21. When only corporation's own stock may be voted; stock in other corporations.

22. Voting; proxies.

23. When bondholders may vote.

24. Minority representation—cumulative voting.

25. Failure to elect—corporation not dissolved; subsequent election; acts, valid.

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27. Notice, how dispensed with or waived.

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29. Procedure; bonus tax.

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- 33-34. Consolidation; merger; bonus tax; by-laws; fees.

- 35-36. Consolidation or merger, when effective; evidence thereof; by-laws.

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38. Sale, lease or exchange of assets; dissenting stockholders.

39. Sale, lease or exchange of assets; stockholders who failed to vote for.

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41. Corporation operating radio station; ownership of stock by aliens.

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43. Stock without par value.

44. Classes of stock convertible; exception.

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51. Liability of stockholders; exceptions.

52. Books to show consideration for shares and securities.

53. Stock and securities; fraudulent issue, penalty.

¹ As to banks and trust companies, see art. 11.

As to corrupt practices by corporations *re.* elections, see art. 33, sec. 225.

As to arbitration between corporations and their employees, see art. 7.

As to monopolies, see art. 41 of the Declaration of Rights.

As to charters for banking purposes, see art. 3, sec. 39, of the Md. Constitution.

And see art. 3, sec. 48, of the Md. Constitution.

As to the taxation of corporate stock, see art. 81, sec. 15, *et seq.*

As to annual report of corporations to State Tax Commission, see art. 81, sec. 187, *et seq.*