

solidating corporations and the manner of converting the capital stock of each of the consolidating corporations into stock of the new corporation; (f) the counties of this State in which the principal offices of the consolidating corporations are located and the counties of this State in which any of the consolidating corporations owns property the title to which could be affected by the recording of an instrument among the land records, and if any of such corporations has its principal office or owns such property in the city of Baltimore, the agreement of consolidation shall so state; and (g) all such other provisions and details as may be deemed necessary to perfect the consolidation.

(2) If a merger into one of the existing corporations is to be effected, there shall be an agreement of merger in which shall be set forth: (a) the name of the corporation to survive the merger; (b) any amendments to the charter of such surviving corporation to be effected by the merger (and as to such amendments, the charter shall be deemed to be amended accordingly upon the receipt for record by the State Tax Commission of the agreement of merger); (c) the total amount of the authorized capital stock of each of the merging corporations; (d) the terms and conditions of the proposed merger and the mode of carrying the same into effect, specify the total amount of capital stock of each class of the surviving corporation to be issued for stock of each class of each of the other corporations and the manner of converting the capital stock of each of such other corporations in stock of the surviving corporation; (e) the counties of this State in which the principal offices of the merging corporations are located and the counties of this State in which any of the merging corporations (other than the corporation surviving the merger) owns property the title to which could be affected by the recording of an instrument among the land records, and if any of such merging corporations has its principal office or owns such property in the city of Baltimore, the agreement of merger shall so state; and (f) all such other provisions and details as may be deemed necessary to perfect the merger.

(3) The agreement of consolidation or of merger, as the case may be, shall be submitted to the boards of directors of the consolidating or merging corporations, which shall pass resolutions declaring that such consolidation or such merger, as the case may be, is advisable and calling separate meetings of the stockholders of the respective corporations to take action thereon. The meetings of the stockholders shall be duly warned in the manner provided in Section 18 of this Article, and like notice shall be given to stockholders of said corporations not entitled to vote upon said agreement (other than stockholders of the surviving corporation in the case of a merger). If said agreement be approved by the affirmative vote of two-thirds of all the shares (or, if two or more classes of shares have been issued, of two-thirds of each class), outstanding and entitled to vote thereon, of each corporation at such separate meetings, it shall be signed and acknowledged in the name and on behalf of each of the corporations by their respective presidents or vice-presidents with their respective corporate seals attached, attested by their respective secretaries or assistant secretaries. Stockholders of said corporations not entitled to vote upon said agreement (other than stockholders of the surviving corporation in the case of a merger) shall be entitled to register at the meeting a protest against said agreement. There shall be attached to said agreement the affidavits of the chairmen 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