

(3) Except as permitted by the preceding paragraphs (a) (3), (b) (1) and (b) (2) of this section, no corporation may acquire BY PURCHASE OR REDEMPTION shares of its own stock except out of surplus.

(c) No corporation of this State may redeem or acquire for value any shares of its own stock when it is insolvent or when the effect of such redemption or acquisition would be to render it insolvent. For the purposes of this section, a corporation shall be deemed to be insolvent if its debts exceed its assets taken at a fair valuation or if it is unable to meet its debts as they mature in the usual course of business.

(d) No acquisition by any corporation by gift, bequest or purchase of shares of its own stock which have not been fully paid shall release, or be made the basis of a release of, the liability of the holders thereof unless the assets of the corporation remaining immediately after such release shall be not less than the debts of the corporation plus the amount of its issued capital stock.

(e) Any stockholder whose shares have been acquired contrary to the provisions of this section shall be liable to the corporation, its receiver or other person winding up its affairs, to the extent that the consideration paid to him was paid in violation of this section.

(f) Nothing contained in this section shall prevent the issuance or exchange by a corporation of shares of its stock of one or more classes for shares of its stock of any other class or classes.

(g) Any shares of its stock acquired by any corporation, except shares acquired for retirement or by surrender of convertible shares, may be held by the corporation or sold or otherwise disposed of by it for its corporate purposes, as determined by the board of directors, from time to time, unless otherwise provided in the charter.

29. (Retirement of Shares.) (a) Any shares of its stock subject to redemption acquired by a corporation, and any convertible shares of a corporation acquired in exchange for the shares into which they are convertible, shall be deemed retired without any proceeding for reduction of stated capital or amendment of its charter. Any corporation, if it so elects, may file articles of reduction setting forth such transaction.

(b) Any other shares of its stock acquired by any corporation may be retired by reduction of the stated capital as provided in this sub-title.