

the board of directors and approved by the stockholders (or in the case of a merger of a wholly owned subsidiary into its parent corporation, that the articles were duly approved by the board of directors) of such corporation in the manner and by the vote required by this sub-title or by the charter of the corporation.

(10) As to each corporation organized under the laws of another state, a statement that the merger to be effected in accordance therewith was duly advised, authorized and approved in the manner and by the vote required by the charter of such corporation and by the laws of the state under which organized.

(11) All other provisions deemed necessary to effect the merger.

(b) The articles shall be signed and acknowledged in the name and on behalf of each corporation party to the articles by its president or a vice-president, the corporate seal shall be affixed and attested by the secretary or an assistant secretary, and the matters and facts set forth in said articles with respect to authorization and approval shall be verified under oath by the chairman or the secretary of the meeting at which the articles were approved, if a corporation of this State, or by the president or secretary of the corporation if a corporation of another state.

66. (Articles of Sale, Lease, Exchange or Transfer.) (a) In every case of a sale, lease, exchange or other transfer of all or substantially all the property and assets of a corporation of this State, the articles of sale, lease, exchange or transfer shall set forth the terms and conditions thereof and the mode of carrying the same into effect, including:

(1) A statement that the transferor corporation agrees to sell, lease, exchange or transfer all or substantially all its property and assets.

(2) The name and the post office address of the principal place of business of such transferee.

(3) The name and state of incorporation of each corporation party to the articles, and as to each corporation organized under the laws of another state, the date of incorporation, whether incorporated under general or by special law, giving chapter number and year of passage, if incorporated by special law, and, if the corporation is qualified or registered to do business in this State, the date of its qualification or registration.