

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] *stated capital*.

30.

(c) If the reduction is to be effected without amending the charter, the corporation shall file for record with the Commission articles of reduction, accompanied by the fees provided by law. If the charter is to be amended, the corporation shall file for record with the Commission articles of [reduction and amendment] *amendment and reduction*, accompanied by the fees provided by law.

31.

(b) Articles of [reduction and amendment] *amendment and reduction* shall set forth the matters required to be set forth in articles of amendment and in articles of reduction.

44. (By-Laws.) After the organization meeting of the board of directors, the power to make, alter and repeal the by-laws of the corporation shall be vested in the stockholders unless and to the extent such power may be vested in the board of directors by the charter or the by-laws. The by-laws may contain any provisions not inconsistent with law or the charter for the regulation and management of the affairs of the corporation. *The original or a certified copy of the by-laws, including all amendments, shall be kept at the principal office of the corporation in this State.*

*A copy of the by-laws of any corporation of this State, certified to be a true copy under its seal by the president or a vice-president and the secretary, an assistant secretary, the treasurer or an assistant treasurer thereof, shall be prima facie evidence of such by-laws in the courts of this State.*

62. (Procedure for Consolidation, Merger, Sale, Lease, Exchange or Transfer.) (a) Every such consolidation or merger [(other than a merger of a wholly owned subsidiary corporation into its parent corporation without amendment of the charter of such parent corporation)], and every such sale, lease, exchange or other transfer of all or substantially all the property and assets of a corporation of this State shall be effected in [the manner following:] *accordance with the provisions of this section, except that a merger of a wholly owned subsidiary corporation*