

*into its parent corporation without amendment of the charter of such parent corporation may be effected in accordance with the provisions of Section 63.*

[(1)] (b) The board of directors of each corporation of this State proposing to become a party to the consolidation or merger, or proposing to transfer all or substantially all the property and assets of the corporation, shall adopt a resolution declaring that the proposed consolidation, merger or transfer is advisable substantially upon the terms and conditions set forth in a proposed form of articles of consolidation, articles of merger or articles of sale, lease, exchange or transfer, as the case may be; and shall direct that the proposed articles be submitted for action thereon at either an annual or a special meeting of the stockholders of such corporation.

[(2)] (c) Notice stating that a purpose of the meeting will be to take action upon the proposed articles shall be given by each corporation as required by this Article, to all its stockholders entitled to vote thereon. Like notice shall be given to all its stockholders not entitled to vote thereon, other than stockholders of the surviving corporation in the case of a merger which does not alter the contract rights of such stock as expressly set forth in the charter.

[(3)] (d) The proposed articles shall be approved by the stockholders by the affirmative vote of two-thirds of all the votes entitled to be cast thereon or, if two or more classes of stock are entitled to vote separately thereon, then by two-thirds of each class.

[(4)] (e) For each corporation organized under the laws of another state, and for each transferee corporation whether organized under the laws of this or another state, OF ANOTHER STATE, PARTY TO THE ARTICLE, the articles shall be duly advised, authorized and approved in the manner and by the vote required by the charter of the corporation and the laws of the State under which organized. FOR EACH TRANSFEREE CORPORATION ORGANIZED UNDER THE LAWS OF THIS STATE, THE ARTICLES SHALL BE APPROVED BY THE BOARD OF DIRECTORS AND BY SUCH ACTION, IF ANY, AS MAY BE REQUIRED BY THE CHARTER OF THE CORPORATION.

[(5)] (f) Articles in substantially the form so approved shall be filed for record with the Commission, and the fees and bonus tax, if any, provided by law shall be paid.