incorporation, from the records of the Secretary of State, the State Tax Commission, or the Clerk of the Circuit or Superior Court, shall be prima facie evidence of the existence of the corporation and of its right to exercise the powers therein mentioned. The recording by the State Tax Commission of the certificate of incorporation shall be conclusive evidence of the payment of the recording fees and the bonus tax, if any, required by law to be paid to it, and of the existence of the corporation, except in a direct proceeding by the State.'"

No. 3—"In Section 8, page 11 of the printed Bill, after the word 'directors,' in line 25 of Section 12 of Article 23 of the Annotated Code, as re-enacted thereby, insert the following: 'provided, however, that, if there be no shares of stock outstanding and entitled to vote, the Board of Directors of corporations having capital stock shall have the power to make, alter and repeal by-laws.'"

No. 4—"In Section 8, page 15 of the printed Bill, line 17 of Section 25 of Article 23 of the Annotated Code of Maryland, as re-enacted thereby, after the words 'by the,' insert the following words: 'Chairman or the.'"

No. 5—"In Section 8, pages 15 and 16 of the printed Bill, commencing with the words 'such articles,' in line 20 of subdivision (1) of Section 25 of Article 23 of the Annotated Code, as re-enacted thereby, strike out the balance of said section of Article 23 and insert in lieu thereof the following: 'such articles of amendment, together with a copy thereof, shall be delivered to the State Tax Commission, which, upon the payment, and not before, of the recording fees for which provision is hereinafter made, and if the amount of the authorized capital stock be increased thereby, upon the payment, and not before, of the bonus tax prescribed by law, if any payable, as in case of a certificate of incorporation, shall receive the same for record and endorse thereon the date and time of such receipt and promptly record the same as in the case of a certificate of incorporation. After such recording, the State Tax Commission shall transmit the original articles of amendment to the Secretary of State, by whom the same shall be again recorded, and shall transmit a copy thereof duly certified by it to the Clerk of the Circuit or Superior Court (according to the location of the principal office of the corporation prior to such amendment), by whom the same shall be again recorded. At the time of receiving such articles of amendment for record, the State Tax Commission shall col-