

(b) Any corporation may, pursuant to authorization by its board of directors, issue shares of its stock of any class or securities convertible into shares of its stock of any class or classes provided (1) no such issuance of shares of stock or convertible securities shall be made in violation of any limitation or restriction set forth in the charter or in the by-laws of the corporation; and (2) the issuance of such shares of stock or convertible securities has first been approved by the stockholders of the corporation where approval of the stockholders is required by the charter or by this section [ ]; and (3) the corporation, where required by this section, has first filed for record with the Commission a stock issuance statement complying with the requirements of Section 21 of this Article].

(c) The board of directors shall, from time to time and prior to the issuance of any such shares of stock or convertible securities, fix and record in a resolution authorizing the issuance thereof the price or consideration *or a minimum price or consideration*, for which such shares of stock or convertible securities are to be issued, *or a formula or method pursuant to which the same is to be fixed and determined*, including a fair description of any consideration other than money and a statement of the actual value of such consideration [either] as then determined in the opinion of the board of directors [or as previously set forth in the charter of the corporation]. For the purposes of this requirement, a statement that the actual value of any consideration other than money, in the opinion of the board of directors [or as set forth in the charter, as the case may be], is *or will be* not less than a certain sum, shall be deemed a sufficient statement of the actual value of such consideration; and in the absence of actual fraud in the transaction any valuation so fixed by the board of directors [or as set forth in the charter] shall be conclusive for all purposes.

(d) If at the time of adoption by the board of directors of a resolution of authorization as aforesaid there are shares of stock of the corporation of any class outstanding and entitled to vote, the corporation shall not issue any shares of stock of any class or convertible securities unless—

(1) The board of directors is by the charter empowered to authorize the issuance of such shares of stock or convertible securities; or

(2) The actual value of the consideration to be received by the corporation, as determined by the board of directors or as set forth in the charter, is at least equal to the par value or, if without par value, to the capital value (that is the stated capital per share of the shares of the same class then outstanding) of the shares to be issued; or to the par value, or the capital value, as the case may be, of the shares into which the convertible securities may by their terms be converted, if greater than the par value or capital value, or principal amount of such convertible securities; or

(3) The issuance of such shares of stock or convertible securities, as authorized by the board of directors, has first been submitted for approval at either an annual or a special meeting of the stockholders; notice stating that a purpose of the meeting will be to take action upon the proposed issue has been given, as required by this Article, to all stockholders of the corporation entitled to vote thereon; and the proposed issuance of such shares of stock or convertible securities has been approved by the stockholders.