

(1) Set forth the consideration payable in money to be received by the corporation for the shares of stock or convertible securities to be issued, giving both the price per share (or per \$100 or \$1000 of principal value of convertible obligations) and the aggregate price so to be received.

(2) Describe fairly any consideration other than money to be received for such shares of stock or convertible securities, and state the actual value thereof as determined by the board of directors.

(3) State that the issuance of said shares of stock or convertible securities, or both, on the terms set forth was duly authorized by the board of directors and approved by such vote, if any, of the holders of any one or more classes of stock of the corporation as may be required by this subtitle or by the charter or the by-laws.

(b) The stock issuance statement shall be signed and acknowledged in the name and on behalf of the corporation by the 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 issuance was finally authorized or approved.】

24. Determination of Amount of Stated Capital.

(d) The foregoing provisions of this section shall not be deemed to affect the allocation in good faith of amounts to retained earnings, earned surplus, or another similar account where stock is issued in a merger or consolidation or in an acquisition of all or substantially all the outstanding stock or property and assets of another corporation, provided that (i) the provisions of the first sentence of subsection (a) of this section in respect of the accounting for stated capital shall apply to all such transactions and (ii) the aggregate retained earnings, earned surplus, or other similar account of the corporation issuing such stock immediately after such transaction shall not exceed the sum of the corresponding accounts of the corporations which were parties to the transaction as the same existed immediately prior to such transaction.

27. Stock Certificates.

(c) 【All certificates representing stock which is restricted or limited as to its transferability or voting powers or which is preferred or limited as to its dividends or as to its share of the assets upon liquidation, or is redeemable, shall have a statement of such restriction, limitation, preference or redemption provision, or a summary thereof, plainly stated on the certificate.】 *Every certificate representing stock issued by a corporation which is authorized to issue stock of more than one class shall set forth upon the face or back of the certificate, a full statement or summary of the designations, preferences, limitations, and relative rights of the shares of each class authorized to be issued and, if the corporation is authorized to issue any preferred or special class in series, the variations in the relative rights and preferences between the shares of each such series so far as the same have been fixed and determined and the authority of the board of directors to fix and determine the relative rights and preferences of subsequent series. A summary of such information included in a registration statement permitted to be-*