

**70. Articles of Sale, Lease, Exchange or Transfer.**

(a)(4) The nature and amount of the consideration to be paid, transferred or issued by *or on behalf of* the transferee for the property and assets of the transferor corporation.

(a)(6) If the transferee is a corporation organized under the laws of another state, the location of its principal office in said other state, and the name and post office address of a resident agent of the transferee corporation in this State, service of process upon whom shall bind such corporation in any action, suit or proceeding pending or thereafter instituted or filed against it under the provisions of this subtitle until the appointment of a substitute resident agent is duly certified to the **[Commission]** *Department*.

(a)(7) If the transferee is a non-resident of this State, but not a corporation, the name and post office address of a resident agent of the transferee in this State, service of process upon whom shall bind such transferee in any action, suit or proceeding pending or thereafter instituted or filed against it under the provisions of this subtitle until the appointment of a substitute resident agent is duly certified to the **[Commission]** *Department*.

(a)(8) AS TO EACH TRANSFEROR CORPORATION, A STATEMENT THAT THE ARTICLES WERE DULY ADVISED BY THE BOARD OF DIRECTORS AND APPROVED BY THE STOCKHOLDERS OF SUCH CORPORATION IN THE MANNER AND BY THE VOTE REQUIRED BY THIS SUBTITLE OR BY THE CHARTER OF THE CORPORATION.

(a)(9) AS TO EACH TRANSFEREE CORPORATION, A STATEMENT THAT THE TRANSFER TO BE EFFECTED WAS DULY ADVISED, AUTHORIZED AND APPROVED IN THE MANNER AND BY THE VOTE REQUIRED BY THE CHARTER OF SUCH CORPORATION AND BY THE LAWS OF THE STATE UNDER WHICH ORGANIZED.

(b) The articles shall be signed and acknowledged in the name and on behalf of each corporation party to the articles by its 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 articles were approved, *or by the president, a vice-president, the secretary or an assistant secretary of the corporation, if a FOR THE transferor corporation, organized under the laws of this State, or AND by the president [or], a vice-president, the secretary or an assistant secretary, if a FOR THE transferee corporation organized under the laws of this State or if a corporation organized under the laws of another state.* Where the transferee is not a corporation, the articles shall be signed and acknowledged by such transferee.

**73. Rights of Objecting Stockholders**

(b) Any stockholder of any corporation of this State desiring to receive payment of the fair value of his stock in accordance with this section, (1) shall prior to, or at, the meeting of stockholders file with such corporation objection in writing to the proposed action submitted; (2) shall not vote in favor of such action; (3) shall within