

(c) The Department shall not receive for record articles of dissolution of any corporation of this State unless, (1) all taxes due and payable by the corporation to the Department, including taxes billed at the current rate pursuant to Section 49A of Article 81, have been paid **[.]** or provided for in a manner satisfactory to the Department, except taxes barred by Section 212 of Article 81 or otherwise, and (2) such articles of dissolution are accompanied by certificates of the Comptroller of the Treasury and every collector of taxes in the list supplied by the Department as hereinafter provided, stating in effect that all taxes levied on assessments made by the Department and billed by and payable to such collecting authorities by the corporation have been paid, **[.]** or provided for in a manner satisfactory to the Comptroller of the Treasury and such authorities, respectively, except taxes barred by Section 212 of Article 81 or otherwise, but including taxes billed for the year in which the dissolution is to be effected. No collector of taxes shall certify as to the payment of taxes until certified assessments of personal property following the next preceding date of finality have been received from the Department and personal property taxes have been billed at the current years' rate pursuant to Section 49A of Article 81 **[.]**, but a certificate based on a satisfactory provision for payment as aforesaid may be made prior thereto. Upon written request of the corporation, the Department shall furnish the corporation, without charge, a list of all collectors of taxes of counties and municipalities to which the Department has within a period of four years certified any assessment of personal property taxable to the corporation.

#### 79. Application for Appointment of Receiver.

When any corporation of this State is voluntarily dissolved pursuant to this subtitle, any director, stockholder or creditor of the corporation may petition **[any]** a court **[having equity jurisdiction in the county in which is located the principal office of the corporation in this State,]** to take jurisdiction of the liquidation of the corporation. After notice and hearing, the court may for cause shown and within its sound judicial discretion, order that the corporation be liquidated under its supervision either by the directors as trustees or by one or more receivers appointed by the court. **[The court may appoint as receivers any persons it may select, including any directors, officers and stockholders of the corporation.]**

#### 79A. Judicial Dissolution—Deadlocks; Illegal, Oppressive or Fraudulent Acts.

(a) *The holders of shares entitled to not less than twenty-five per cent of all the votes entitled to be cast for the election of directors may petition a court of equity to dissolve the corporation, on one or both of the following grounds:*

(1) *That the directors are so divided respecting the management of the corporation's affairs that the votes required for action by the board cannot be obtained.*

(2) *That the stockholders are so divided that the votes required for the election of directors cannot be obtained.*

(b) *Any holder of shares entitled to vote at an election of directors of a corporation may petition a court of equity to dissolve the corporation on one or both of the following grounds:*