

The fee so paid by the plaintiff to the [Commission] *Department* at the time of service of process in accordance with the provisions of this section shall be taxed in the costs of the proceeding.

98. Duties of Department.

When service of process upon any corporation of this State or upon any foreign corporation is made by leaving copies of the process in the office of the [Commission] *Department* as provided in this subtitle:

(a) It shall be the duty of the [Commission] *Department* forthwith to record the day and hour of such service and to forward by registered mail one copy of the process with a notice of such service, addressed to such corporation at its mailing address, if it has a mailing address on file with the [Commission] *Department*, or, if it has not a mailing address on file with the [Commission] *Department*, addressed to it at its principal office, if it has a principal office, or, if it has neither a mailing address on file with the [Commission] *Department* nor a principal office, addressed to it in care of the Secretary of State or the corresponding official of the State or place under the statute or common law of which it was formed or is existing, if known to the [Commission] *Department*; and

(b) The court in which or the justice of the peace before whom the matter is pending may order such continuances as may be necessary to afford the corporation a reasonable opportunity to defend the action.

SEC. 14. *And be it further enacted*, That new Sections 100 through 111, inclusive, be and the same are hereby added to Article 23 of the Annotated Code of Maryland (1957 Edition), title "Corporations," subheading "I. Stock Corporations," as a new subtitle "Close Corporations," to follow immediately after Section 99 thereof and to read as follows:

Close Corporations

100. Close Corporation Defined.

(a) *A corporation shall be a "close corporation" for purposes of this Article so long as its charter shall contain a statement that the corporation is a close corporation authorized by this section, which statement was (i) contained in the articles of incorporation as originally filed with the Department, (ii) included in the charter by an amendment authorized by Section 11(a) of this Article, if at the time of the adoption of such amendment no stock of the corporation was either outstanding or subscribed for, or (iii) included in the charter by an amendment authorized by affirmative vote of all holders of and subscribers for stock of the corporation.*

(b) *The charter of a close corporation may be amended to remove the statement of election to be a close corporation only by affirmative vote of all holders of and subscribers for stock of the corporation.*

(c) *Clear reference to the fact that the corporation is a close corporation shall appear (I) PROMINENTLY AT THE HEAD OF THE CHARTER DOCUMENT IN WHICH THE ELECTION TO BE A CLOSE CORPORATION IS MADE AND IN EACH CHAR-*