

(4) Any requirement of this Article that an instrument filed with the Department contain a statement that a specified action has been taken by the board of directors, shall be satisfied by a statement that the corporation is a close corporation having no board of directors pursuant to the authority of this section.

(5) Any action for which the vote of a majority of the entire board of directors is required by any provision of this Article may be taken by the stockholders by the affirmative vote of a majority of all of the votes entitled to be cast thereon.

(6) Action by stockholders shall be taken by the voting of shares of stock as provided in this Article.

(b) An election to have no board of directors shall become effective at (i) such time as the organization meeting of directors under Section 55 of this Article and the issuance of some stock of the corporation have been completed, (ii) the effective time of the charter document in which the election is made or (iii) such other time as may be provided by the charter, whichever is later; and at such time the directors shall cease to be directors, without further act.

(c) In the case of an election to have no board of directors under this section—

(1) The stockholders shall be subject to the special liabilities imposed on directors in subsections (1), (2), (3) and (4) of Section 62(a) of this Article.

(2) The provisions of subsections (b), (c), (d) and (e) of Section 62 of this Article shall be applicable to the stockholders of the corporation. For purposes of Section 62 (b), the term "present" shall mean present in person or by proxy.

(3) No stockholder shall be liable by virtue of a vote of stockholders (whether under paragraphs (1) and (2) of this subsection or otherwise) for any action taken by such a vote, unless he had the right to vote on such action.

#### 106. Number of Directors—Close Corporations.

If a close corporation has a board of directors, the number of its directors may be fixed at one or more, notwithstanding any provision of this Article requiring a corporation to have at least three directors.

#### 107. Annual Meeting of Stockholders—Close Corporations.

The by-laws of a close corporation shall provide for an annual meeting of stockholders in accordance with Section 38 of this Article, but such annual meeting need not be held unless a written request that such meeting be held is delivered to the president or secretary of the corporation by any stockholder not less than thirty days before the date specified for such meeting in the by-laws, or, if a period of time during which the date for such meeting may be fixed is specified in the by-laws, not less than thirty days prior to the commencement of such period.

#### 108. Stockholders' Additional Right of Inspection—Close Corporations.

(a) Any stockholder of a close corporation may, during usual business hours, inspect and copy, in person or by agent or attorney,