

or an assistant secretary of the corporation, for the transfer or corporation, and by the president, a vice-president, the secretary or an assistant secretary, for the transferee corporation. Where the transferee is not a corporation, the articles shall be signed and acknowledged by such transferee.

SEC. 6. *And be it further enacted*, That Section 77 (b) of said title and subtitle of said Code, subheading "Dissolution," be and it is hereby repealed and re-enacted, with amendments, to read as follows:

77.

(b) The articles of dissolution shall be signed and acknowledged in the name and on behalf of the corporation by (i) a majority of the entire board of directors or a majority of the incorporators, when dissolution is authorized pursuant to this subtitle by the board of directors or the incorporators, or (ii) in all other cases, by the president or a vice-president of the corporation [and the corporate seal shall be affixed and] *witnessed or attested* by the secretary or an assistant secretary. In every case the matters and facts set forth in the articles with respect to the authorization of dissolution shall be verified under oath by the chairman or the secretary of the meeting of the board of directors, incorporators or stockholders, as the case may be, at which the dissolution was authorized, or by the president, a vice-president, the secretary or an assistant secretary of the corporation.

SEC. 7. *And be it further enacted*, That Section 123 of said title and subtitle of said Code, subheading "Miscellaneous," be and it is hereby repealed and re-enacted, with amendments, to read as follows:

123.

A corporation may acknowledge any instrument by law to be acknowledged, by its *appointed* attorney [appointed under its seal], and such appointment may be embodied in the deed, or such instrument may be acknowledged by the president or any vice-president of such corporation without such appointment.

SEC. 8. **AND BE IT FURTHER ENACTED, THAT NEW SECTION 5A BE AND IT IS HEREBY ADDED TO ARTICLE 23 TO READ AS FOLLOWS:**

5A.

WHENEVER ANY CORPORATION IS REQUIRED TO AFFIX THE CORPORATE SEAL TO ANY DOCUMENT, IT SHALL BE SUFFICIENT, AND SHALL FULFILL THE REQUIREMENTS OF ANY PROVISION OF MARYLAND LAW DEALING WITH THE AFFIXATION OF THE CORPORATE SEAL TO INSTEAD PLACE THE WORD "(SEAL)" ADJACENT TO THE SIGNATURE OF THE AUTHORIZED OFFICER OF THE CORPORATION. WHENEVER ANY MARYLAND CORPORATION IS REQUIRED TO AFFIX THE CORPORATE SEAL TO ANY DOCUMENT, IT SHALL BE SUFFICIENT, AND SHALL FULFILL THE REQUIREMENTS OF ANY PROVISIONS OF ANY LAW, RULE, OR REGULATION DEALING WITH THE AFFIXATION