

## RECORDING OR FILING BY THE DEPARTMENT .

## (B) CONCLUSIVE EVIDENCE OF PAYMENT OF FEES AND TAXES.

EXCEPT IN A PROCEEDING BY THE STATE FOR THE FORFEITURE OF A CHARTER OR IN A PROCEEDING BY THE STATE OR ANY OF ITS POLITICAL SUBDIVISIONS FOR THE ENFORCEMENT OF ANY OTHER RIGHT OR REMEDY, THE ACCEPTANCE FOR RECORD OR FILING OF ANY CHARTER DOCUMENT BY THE DEPARTMENT IS CONCLUSIVE EVIDENCE OF THE PAYMENT OF ALL RECORDING, FILING, AND SPECIAL FEES AND OF ALL BONUS AND OTHER TAXES PAYABLE BY LAW.

## (C) COPY OF ARTICLES OR CERTIFICATE OF INCORPORATION AS EVIDENCE OF EXISTENCE OF CORPORATION.

A CERTIFIED COPY OF THE ARTICLES OF INCORPORATION, CERTIFICATE OF INCORPORATION, OR OTHER INSTRUMENT BY WHICH A CORPORATION WAS FORMED, FROM THE RECORDS OF THE DEPARTMENT, THE SECRETARY OF STATE, OR THE CLERK OF THE COURT IS EVIDENCE OF THE EXISTENCE OF THE CORPORATION AND OF ITS RIGHT TO EXERCISE THE POWERS MENTIONED IN THE DOCUMENT. A CERTIFIED COPY OF ANY OTHER CHARTER DOCUMENT FROM THESE RECORDS IS EVIDENCE OF THE FACTS AND CORPORATE ACTION REQUIRED TO BE STATED IN THE DOCUMENT.

REVISOR'S NOTE: This section presently appears as Art. 23, §131, except for §131(b) which is transferred to Title 2 of this article and appears in §2-102, which deals with the formation of corporations in general.

In subsection (b) of this section, the word "direct," which modified "proceeding by the state," is deleted as unnecessary.

In subsection (c) of this section, the word "duly," which modified "certified copy," is deleted as unnecessary.

The only other changes are in style.

## SUBTITLE 3. EXECUTION OF [[CORPORATE]] DOCUMENTS.

## 1-301. EXECUTION OF ARTICLES.

## (A) GENERAL RULE.

ARTICLES SUPPLEMENTARY AND ARTICLES OF AMENDMENT, RESTATEMENT, RESTATEMENT AND AMENDMENT, REDUCTION, REDUCTION AND AMENDMENT, CONSOLIDATION, MERGER, [[OR]] TRANSFER, AND EXTENSION AND, EXCEPT AS PROVIDED IN