

OWN STOCK MAY RETIRE THEM ONLY BY A REDUCTION OF ITS STATED CAPITAL.

(C) EFFECT OF RETIREMENT.

(1) EXCEPT AS PROVIDED IN PARAGRAPH (2) OF THIS SUBSECTION, IF A CORPORATION RETIRES SHARES OF ITS OWN STOCK, THE SHARES HAVE THE STATUS OF AUTHORIZED BUT UNISSUED STOCK AND, UNTIL THEIR CLASSIFICATION IS CHANGED, RETAIN THE SAME CLASSIFICATION.

(2) IF THE CHARTER OF THE CORPORATION PROHIBITS THE REISSUANCE OF RETIRED STOCK, THE NUMBER OF AUTHORIZED SHARES OF THAT PARTICULAR CLASS SHALL BE CONSIDERED DECREASED BY THE NUMBER OF SHARES RETIRED.

REVISOR'S NOTE: Subsections (a) and (b) of this section are new language derived without substantive change from Art. 23, §33(a) and (b).

Subsection (c) of this section is new language derived without substantive change from Art. 23, §§33(c) and 36(a), which duplicate each other.

Present §34(d) is deleted since its provisions are covered by this section.

The specific provisions of the last sentence of present §33(a) are deleted. They are covered by subsection (b) of this section.

The only other changes are in style.

Sec. 3-212 provides for retirement of certain shares in the case of a consolidation, merger, or transfer of assets.

2-314. ANNUAL STATEMENT OF AFFAIRS.

(A) CONTENTS OF STATEMENT.

THE PRESIDENT OR, IF PROVIDED IN THE BYLAWS, SOME OTHER EXECUTIVE OFFICER OF EACH CORPORATION SHALL PREPARE ANNUALLY A FULL AND CORRECT STATEMENT OF THE AFFAIRS OF THE CORPORATION, TO INCLUDE A BALANCE SHEET AND A FINANCIAL STATEMENT OF OPERATIONS FOR THE PRECEDING FISCAL YEAR.

(B) DISPOSITION OF STATEMENT.

THE STATEMENT OF AFFAIRS SHALL BE SUBMITTED AT THE ANNUAL MEETING OF STOCKHOLDERS AND, WITHIN 20 DAYS AFTER