

would also be an agent.

In subsection (a) (3) of this section, the present reference to the principal office "in this State," is deleted since "principal office" is defined as being the corporation's principal office in this State. See §1-101 of this article.

The requirements of present Art. 23, §51(b) that the statement of affairs be "sworn to" and the stockholder list "certified as correct" are changed to require that they be verified under oath. This conforms with the terminology used elsewhere.

SUBTITLE 6. AMENDMENT OR RESTATEMENT OF CHARTER.

2-601. GENERAL RULE; EXCEPTION.

(A) GENERAL RULE.

A CORPORATION HAVING CAPITAL STOCK MAY AMEND OR RESTATE ITS CHARTER AS PROVIDED IN THIS SUBTITLE.

(B) AMENDMENTS ADOPTED UNDER ARTICLES OF MERGER.

COMPLIANCE WITH THE PROVISIONS OF THIS SUBTITLE IS NOT REQUIRED IN THE CASE OF A CHARTER AMENDMENT ADOPTED UNDER ARTICLES OF MERGER.

REVISOR'S NOTE: Subsection (a) of this section is new language which synthesizes without substantive change the introductory paragraphs of Art. 23, §§11(a) and 13(a).

Subsection (b) of this section presently appears as Art. 23, §11(f).

The only changes are in style.

2-602. POWER TO AMEND CHARTER.

(A) GENERAL RULE; RESTRICTIONS.

A CORPORATION MAY AMEND ITS CHARTER FROM TIME TO TIME IN ANY RESPECT, PROVIDED THAT:

(1) THE AMENDMENT MAY CONTAIN ONLY PROVISIONS WHICH LAWFULLY COULD BE CONTAINED IN ARTICLES OF INCORPORATION AT THE TIME OF THE AMENDMENT;

(2) IF THE AMENDMENT EFFECTS A CHANGE IN STOCK OR IN THE RIGHTS OF STOCKHOLDERS OR EFFECTS AN