The only other changes are in style.

2-604. CHARTER AMENDMENT - STOCK OUTSTANDING OR SUBSCRIBED FOR.

(A) GENERAL RULE.

IF THERE IS ANY STOCK OUTSTANDING OR SUBSCRIBED FOR ENTITLED TO BE VOTED ON THE CHARTER AMENDMENT, IT SHALL BE APPROVED AS PROVIDED IN THIS SECTION.

(B) DIRECTORS' ACTION.

THE BOARD OF DIRECTORS OF A CORPORATION PROPOSING A CHARTER AMENDMENT SHALL:

(1) ADOPT A RESOLUTION WHICH SETS FORTH THE PROPOSED AMENDMENT AND DECLARES THAT IT IS ADVISABLE; AND

(2) DIRECT THAT THE PROPOSED AMENDMENT BE SUBMITTED FOR CONSIDERATION AT EITHER AN ANNUAL OR A SPECIAL MEETING OF THE STOCKHOLDERS.

(C) NOTICE TO STOCKHOLDERS.

(1) NOTICE WHICH STATES THAT A PURPOSE OF THE MEETING WILL BE TO ACT ON THE PROPOSED AMENDMENT SHALL BE GIVEN BY THE CORPORATION IN THE MANNER REQUIRED BY SUBTITLE 5 OF THIS TITLE TO:

(I) EACH STOCKHOLDER ENTITLED TO VOTE ON THE PROPOSED AMENDMENT; AND

(II) EACH STOCKHOLDER NOT ENTITLED TO VOTE ON THE PROPOSED AMENDMENT [[BUT WHOSE]] <u>IF THE</u> CONTRACT RIGHTS <u>OF HIS STOCK,</u> AS EXPRESSLY SET FORTH IN THE CHARTER<u>,</u> WOULD BE ALTERED BY THE AMENDMENT.

(2) THE NOTICE SHALL INCLUDE A COPY OF THE AMENDMENT OR A SUMMARY OF THE CHANGES IT WILL EFFECT.

(D) STOCKHOLDER APPROVAL.

THE PROPOSED AMENDMENT SHALL BE APPROVED BY THE STOCKHOLDERS OF THE CORPORATION BY THE AFFIRMATIVE VOTE OF TWO-THIRDS OF ALL THE VOTES ENTITLED TO BE CAST ON THE MATTER.

REVISOR'S NOTE: This section is new language derived from Art. 23, §11(c). As revised, it conforms with the language used in §2-306. See revisor's note to that section.

For provisions governing approval of an