

(2) THE ORIGINAL CHARTER PROVISIONS WHICH CONTAINED THE INFORMATION REQUIRED BY SUBSECTION (B) (5), (6), AND (7) OF THIS SECTION, IF THEY ARE NO LONGER CURRENT; OR

(3) ANY AMENDMENT TO THE CHARTER OF THE CORPORATION.

REVISOR'S NOTE: This section presently appears as Art. 23, §13(a) through (c) and (e).

Language in present §13(b) (2) and (e) prohibiting any amendment to a charter in a restatement, "except as in this section specifically permitted," is deleted as anomolous. Sec. 13 nowhere authorizes the making of any amendment to the charter.

If the corporation wishes to both amend and restate its charter, it must follow the procedures of §2-609 and "amend and restate" its charter with stockholder approval, rather than merely "restating" it.

The only other changes are in style.

2-609. AMENDMENT AND RESTATEMENT OF CHARTER.

(A) APPROVAL OF RESTATEMENT BY STOCKHOLDERS.

A COMPLETE RESTATEMENT OF THE CHARTER MAY BE SUBMITTED FOR APPROVAL IN THE MANNER REQUIRED FOR A CHARTER AMENDMENT TO A MEETING OF THE CORPORATION'S STOCKHOLDERS OR DIRECTORS, AS THE CASE MAY BE.

(B) AMENDMENT AND RESTATEMENT OF CHARTER.

IF THE RESTATEMENT IS SUBMITTED FOR APPROVAL IN THE MANNER REQUIRED FOR A CHARTER AMENDMENT, ANY AMENDMENTS TO THE CHARTER APPROVED AT THE MEETING MAY BE INCLUDED IN THE RESTATEMENT.

(C) CONTENTS OF ARTICLES OF AMENDMENT AND RESTATEMENT.

ARTICLES OF AMENDMENT AND RESTATEMENT SHALL INCLUDE THE PROVISIONS REQUIRED TO BE INCLUDED IN BOTH ARTICLES OF AMENDMENT AND ARTICLES OF RESTATEMENT.

REVISOR'S NOTE: This section is new language derived without substantive change from those provisions of Art. 23, §11(e) which relate to charter restatements and restatements and amendments.