

## Title 1 of this article.

## 3-111. ACTION BY DEPARTMENT.

## (A) PREPARATION OF CERTIFICATES.

THE DEPARTMENT SHALL PREPARE CERTIFICATES OF CONSOLIDATION, MERGER, OR TRANSFER, AS THE CASE MAY BE, WHICH SPECIFY:

- (1) THE NAME OF EACH PARTY TO THE ARTICLES;
- (2) THE NAME OF THE SUCCESSOR AND THE LOCATION OF ITS PRINCIPAL OFFICE IN THIS STATE OR, IF IT HAS NONE, ITS PRINCIPAL PLACE OF BUSINESS; AND
- (3) THE TIME THE ARTICLES ARE ACCEPTED FOR RECORD BY THE DEPARTMENT.

## (B) COPY OF CERTIFICATE TO CLERK.

IN ADDITION TO ANY OTHER PROVISION OF LAW WITH RESPECT TO RECORDING, THE DEPARTMENT SHALL SEND ONE OF THE CERTIFICATES TO THE CLERK OF THE COURT OF EACH COUNTY IN THIS STATE, EXCEPT A COUNTY WHERE THE ARTICLES WILL BE RECORDED, WHERE:

- (1) THE PRINCIPAL OFFICE OF A CONSOLIDATING, MERGING, OR TRANSFEROR CORPORATION IS LOCATED; AND
- (2) THE ARTICLES SHOW THAT A MERGING CORPORATION OTHER THAN THE SUCCESSOR, A CONSOLIDATING CORPORATION, OR A TRANSFEROR CORPORATION OWNS AN INTEREST IN LAND.

## (C) DUTY OF CLERK ON RECEIPT OF CERTIFICATE.

ON RECEIPT OF THE CERTIFICATE, THE CLERK PROMPTLY SHALL RECORD IT WITH:

- (1) THE CHARTER RECORDS, IF IT RELATES TO THE LOCATION OF A PRINCIPAL OFFICE; AND
- (2) THE LAND RECORDS, IF IT RELATES TO AN INTEREST IN LAND.

REVISOR'S NOTE: This section presently appears as Art. 23, § 66(g) (1).

In subsection (a) (2) of this section, the reference to the naming of a "principal place of business" as an alternate to a "principal office" in this State has been clarified to conform to the current practice of the