

(1) Jointly and severally liable to the corporation or, in the event that the corporation is insolvent, its receiver or other person winding up its affairs; and

(2) Entitled to contribution from those other directors and officers who are also liable.]

SECTION 2. AND BE IT FURTHER ENACTED, That Sections 1-101(c), 1-101(e), 1-101(f), 1-101(g), 1-101(u), 1-203(1), 1-203(2), 1-301(a), 2-103(13), 2-106(a), 2-203(d), 2-206(b), 2-207(a), 2-210(b), 2-211(a), 2-211(c), 2-216(a), 2-310(b), 2-315, 2-401, 2-406, 2-411, 2-418(c), 2-418(f), 2-418(g), 2-605, 2-607(a), 2-611(a), 2-611(c), 3-102, 3-103, 3-104(a), 3-105, 3-106(c), 3-106(d), 3-107, 3-108(a), 3-108(c), 3-109(a), 3-110, 3-111(a), 3-111(b), 3-113(a), 3-202, 3-203, 3-204, 3-211(c), 3-213(a), 3-213(c), 4-303, 4-601, 5-117, 5-201, 5-208, 5-507(a), 5-512(a), 5-525(b), 5-527(a), 5-528(c), 5-531, 5-532(b), 6-120(a), 6-126(a)(1), 6-126(b), 6-147(a)(1), 6-220(a), 6-305(a), 6-306(b), 6-316(a), 6-326(e), 10-112(a), 11-102(a), 11-601(1), and 11-703(f)(1) of Article - Corporations and Associations, of the Annotated Code of Maryland (1975 Volume and 1975 Supplement) be and they are hereby repealed and reenacted, with amendments, to read as follows:

#### Article - Corporations and Associations

1-101.

(c) "Articles of transfer" means articles of sale, articles of lease, articles of ASSET exchange, or articles of transfer.

(e)(1) "Charter" includes:

(i) A charter granted by special act of the General Assembly;

(ii) Articles or certificate of incorporation;

(iii) Amended articles or certificate of incorporation;

(iv) Articles of restatement, if approved as described in §2-609 of this article;

(v) Articles of amendment and restatement; and

(vi) Articles or agreements of consolidation.

(2) "Charter" includes the documents referred to in paragraph (1) of this subsection, either as:

(i) Originally passed or accepted for record; or