

(5) Be designated "capital stock" notwithstanding any charter or bylaw provision; and

(6) Each certificate that evidences capital stock shall state that the shares are "capital stock" and are not insured by the STATE OF Maryland [Savings-Share] DEPOSIT Insurance FUND Corporation or the Federal Savings and Loan Insurance Corporation.

[9-323. Control.

(a) "Controlling person" defined.

In this section "controlling person" means an individual or legal entity, acting directly or indirectly, individually or in concert with one or more other individuals or legal entities, or through one or more subsidiaries, who owns, controls, or holds with power to vote, or holds proxies to vote more than 20 percent of the voting shares of the capital stock association, or controls in any manner the election of a majority of the directors of the capital stock association.

(b) Control by noncitizen.

A person who is not a citizen of the United States may not directly or indirectly acquire control of a capital stock association.

(c) Control of more than one association.

(1) A person may not directly or indirectly acquire control of more than one capital stock association.

(2) This subsection does not apply to a holding company of a savings and loan association, the Maryland Savings-Share Insurance Corporation, or the Federal Savings and Loan Insurance Corporation.

(d) Conflict of interest.

(1) A controlling person may engage in a business or transaction with a capital stock association only if:

(i) A full disclosure of the business or transaction and the nature of the controlling person's interest is made to the board of directors of the capital stock association;

(ii) The transaction is approved in good faith by the recorded vote of the present and voting disinterested directors of the association; and

(iii) Any profits of the controlling person are not at the expense of the capital stock association and do not prejudice its best interests.