

whose charter has been amended by a vote of certain stockholders prior to a person becoming an interested stockholder and do not apply to transactions with certain persons who become interested stockholders inadvertently; providing for the application of this Act; making provisions of this Act severable; making this Act an emergency measure; and generally relating to special voting requirements of certain corporations under certain circumstances.

BY repealing and reenacting, with amendments,

Article - Corporations and Associations
Section 3-601, 3-602, and 3-603
Annotated Code of Maryland
(1985 Replacement Volume and 1988 Supplement)

BY adding to

Article - Corporations and Associations
Section 3-604
Annotated Code of Maryland
(1985 Replacement Volume and 1988 Supplement)

SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF MARYLAND, That the Laws of Maryland read as follows:

Article - Corporations and Associations

3-601.

(a) In this subtitle, the following words have the meanings indicated.

(b) "Affiliate", including the term "affiliated person", means a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, a specified person.

(c) "Associate", when used to indicate a relationship with any person, means:

(1) Any corporation or organization (other than the corporation or a subsidiary of the corporation) of which such person is an officer, director, or partner or is, directly or indirectly, the beneficial owner of 10 percent or more of any class of equity securities;

(2) Any trust or other estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar fiduciary capacity; and