

in the manner and by the vote required by its declaration of trust, charter, or partnership agreement and the laws of the place where it is organized;

(2) (i) A foreign limited liability company party to the merger shall have the merger advised, authorized, and approved in the manner and by the vote required by the laws of the place where it is organized; and

(ii) A domestic limited liability COMPANY shall have the merger approved in the manner provided under § 4A-703 of this article; [and]

(3) A merger need be approved by a Maryland real estate investment trust successor only by a majority of its entire board of trustees if:

(i) The merger does not reclassify or change its outstanding shares or otherwise amend its declaration of trust; and

(ii) The number of shares to be issued or delivered in the merger is not more than [15] 20 percent of the number of its shares of the same class or series outstanding immediately before the merger becomes effective; AND

(4) A MERGER OF A SUBSIDIARY WITH OR INTO ITS PARENT NEED BE APPROVED ONLY IN THE MANNER PROVIDED IN § 3-106 OF THIS ARTICLE, PROVIDED THE PARENT OWNS AT LEAST 90 PERCENT OF THE SUBSIDIARY.

8-501.2.

(A) IF AUTHORIZED BY A MAJORITY OF THE ENTIRE BOARD OF TRUSTEES, A REAL ESTATE INVESTMENT TRUST MAY RESTATE ITS DECLARATION OF TRUST AS PROVIDED IN THIS SECTION.

(B) ARTICLES OF RESTATEMENT CONTAINING PROVISIONS REQUIRED BY § 2-608 OF THIS ARTICLE AND SUCH OTHER PROVISIONS AS MAY BE PERMITTED BY THAT SECTION SHALL BE:

(1) EXECUTED FOR EACH PARTY TO THE ARTICLES IN THE MANNER REQUIRED BY TITLE 1 OF THIS ARTICLE; AND

(2) FILED FOR RECORD WITH THE DEPARTMENT.

8-501.3.

(A) A COMPLETE RESTATEMENT OF THE DECLARATION OF TRUST MAY BE SUBMITTED FOR APPROVAL IN THE MANNER REQUIRED FOR AN AMENDMENT OF THE DECLARATION OF TRUST TO A MEETING OF THE REAL ESTATE INVESTMENT TRUST'S SHAREHOLDERS OR TRUSTEES.

(B) IF THE RESTATEMENT IS SUBMITTED FOR APPROVAL IN THE MANNER REQUIRED FOR AN AMENDMENT TO THE DECLARATION OF TRUST, ANY AMENDMENTS TO THE DECLARATION OF TRUST APPROVED AT THE MEETING MAY BE INCLUDED IN THE RESTATEMENT.

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