

(2) EACH VACANCY ON THE BOARD OF DIRECTORS OF A CORPORATION MAY BE FILLED ONLY BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE REMAINING DIRECTORS IN OFFICE, EVEN IF THE REMAINING DIRECTORS DO NOT CONSTITUTE A QUORUM.

(3) ANY DIRECTOR ELECTED TO FILL A VACANCY SHALL HOLD OFFICE:

(I) FOR THE REMAINDER OF THE FULL TERM OF THE CLASS OF DIRECTORS IN WHICH THE VACANCY OCCURRED; AND

(II) UNTIL A SUCCESSOR IS ELECTED AND QUALIFIES.

3-805.

NOTWITHSTANDING ANY PROVISION IN THE CHARTER OR BYLAWS, THE SECRETARY OF A CORPORATION MAY CALL A SPECIAL MEETING OF STOCKHOLDERS ONLY:

(1) ON THE WRITTEN REQUEST OF THE STOCKHOLDERS ENTITLED TO CAST AT LEAST A MAJORITY OF ALL THE VOTES ENTITLED TO BE CAST AT THE MEETING; AND

(2) IN ACCORDANCE WITH THE PROCEDURES SET FORTH UNDER ~~§ 2-502~~ 2-502(B)(2) AND (3) AND (E) OF THIS ARTICLE.

8-202.

(b) (1) The declaration of trust shall:

[(1)] (I) Indicate clearly that the trust is a real estate investment trust;

[(2)] (II) State the name of the trust;

[(3)] (III) State the total number of shares which the real estate investment trust has authority to issue;

[(4)] (IV) Provide for an annual meeting of shareholders after the delivery of the annual report, at a convenient location and on proper notice;

[(5)] (V) Provide for the election of trustees at least every third year at an annual meeting of shareholders;

[(6)] (VI) State the number of trustees and the names of those persons who will serve as trustees until the first meeting of shareholders and until their successors are elected and qualify or such later time as may be specified in the declaration of trust;

[(7)] (VII) State the name and address of a resident agent of the real estate investment trust in the State; and

[(8)] (VIII) If the shares are divided into classes as permitted by § 8-203 of this subtitle, provide a description of each class, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends or distributions, qualifications, and terms and conditions of redemption.