

allowing a declaration of trust of a real estate investment trust to include a provision requiring for any action a greater proportion of votes than provided by statute; allowing proposed amendments to the declaration of trust of a real estate investment trust to be approved by written consent of the shareholders; altering certain definitions; making conforming and stylistic changes; and generally relating to corporations and real estate investment trusts.

BY repealing and reenacting, with amendments,

Article – Corporations and Associations

Section 2-103(13), 2-105(a) and (c), 2-203, 2-306, 2-604, 2-605, 2-607(a), 3-101(b) and (e), 3-105(a)(5), 3-106, 3-202(b) and (c), 3-203(a), 8-202(c), 8-501, and 8-501.1(a)(3) *and* (c)(3)

Annotated Code of Maryland

(1993 Replacement Volume and 1998 Supplement)

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

Article – Corporations and Associations

2-103.

Unless otherwise provided by law or its charter, a Maryland corporation has the general powers, whether or not they are set forth in its charter, to:

(13) ~~If authorized by its board of directors, make~~ MAKE ~~reasonable~~ gifts or contributions ~~out of profits~~ IN CASH, OTHER PROPERTY, OR STOCK OR OTHER SECURITIES OF THE CORPORATION to or for the use of:

(i) The United States, this State, another state of the United States, a territory, possession, or district of the United States, or any institution, agency, or political subdivision of any of them; and

(ii) Any governmental or other organization, whether inside or outside the United States, for religious, charitable, scientific, civic, public welfare, literary, or educational purposes;

2-105.

(a) A corporation may provide by its charter:

(1) For one or more classes of stock, the voting rights of each class, and any restriction on or denial of these rights;

(2) As to each class of stock, either the par value of the shares or that the shares are without par value;

(3) (i) That the corporation shall set apart dividends for or pay dividends to the holders of a specified class of stock before any dividends are set apart for or paid to the holders of another class of stock;

(ii) The rate, amount, and time of payment of the dividends; and