

(c) **[The]** NOTWITHSTANDING SUBSECTION (A)(12) OF THIS SECTION, THE board of directors of a corporation that is registered or intends to register as an open-end company under the Investment Company Act of 1940, after the registration as an open-end company takes effect, may increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class that the corporation has authority to issue, unless a provision has been included in the charter of the corporation after July 1, 1987 prohibiting an action by the board of directors to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class that the corporation has authority to issue.

2-203.

(a) Before the issuance of stock or convertible securities, the board of directors shall adopt a resolution which:

(1) Authorizes the issuance;

(2) Sets the minimum price or value of consideration for the stock or convertible securities or a formula for its determination; and

(3) Fairly describes any consideration other than money and states:

(i) Its actual value as determined by the board of directors; or

(ii) That the board of directors has determined that the actual value is or will be not less than a certain sum.

(b) In the absence of actual fraud in the transaction, the value of consideration stated in the charter or determined by the board of directors in its resolution is conclusive for all purposes.

(c) For purposes of this section, the consideration for stock issued as a stock dividend is the resulting capitalization of surplus.

(d) This section does not apply to the issuance of stock or convertible securities as part of:

(1) A reclassification of stock effected by amendment of the charter; or

(2) A consolidation, merger, or share exchange.

(e) If its issuance is authorized in accordance with this subtitle, stock with par value and securities convertible into stock with par value may be issued as full paid and nonassessable even if the price or value of the consideration received is less than the par value of the stock issued or the stock into which the securities are convertible.

(F) NOTWITHSTANDING ANY OTHER PROVISION OF THIS SECTION OR § 2-204 OR § 2-206 OF THIS SUBTITLE, A CORPORATION MAY ISSUE STOCK OR OTHER SECURITIES OF THE CORPORATION PURSUANT TO § 2-103(13) OF THIS TITLE WITHOUT CONSIDERATION OF ANY KIND.