

(II) THE CONTENTS OF ANY AGREEMENT TO WHICH THE CORPORATION IS A PARTY OR ANY OTHER DOCUMENT; AND

~~[(ii)]~~(III) Any other event.

(2) Any of the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of any class or series of stock may be made dependent upon facts ascertainable outside the charter and may vary among holders thereof, provided that the manner in which such facts or variations shall operate upon the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of such class or series of stock is clearly and expressly set forth in the charter.

(c) 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.~~