

AGREEMENT APPROVED BY THE BOARD OF DIRECTORS OF THE CORPORATION TO WHICH THE CORPORATION IS A PARTY EXPRESSLY PROVIDE OTHERWISE.

2-505.

(A) [Any] EXCEPT AS PROVIDED IN SUBSECTION (B) OF THIS SECTION, ANY action required or permitted to be taken at a meeting of stockholders may be taken without a meeting if [the following are filed with the records of stockholders meetings:

(1) An] A unanimous written consent which sets forth the action and is signed by each stockholder entitled to vote on the matter IS FILED WITH THE RECORDS OF STOCKHOLDERS MEETINGS[; and

(2) A written waiver of any right to dissent signed by each stockholder entitled to notice of the meeting but not entitled to vote at it].

(B) UNLESS THE CHARTER REQUIRES OTHERWISE, THE HOLDERS OF ANY CLASS OF STOCK OTHER THAN COMMON STOCK, ENTITLED TO VOTE GENERALLY IN THE ELECTION OF DIRECTORS, MAY TAKE ACTION OR CONSENT TO ANY ACTION BY THE WRITTEN CONSENT OF THE STOCKHOLDERS ENTITLED TO CAST NOT LESS THAN THE MINIMUM NUMBER OF VOTES THAT WOULD BE NECESSARY TO AUTHORIZE OR TAKE THE ACTION AT A STOCKHOLDERS MEETING IF THE CORPORATION GIVES NOTICE OF THE ACTION TO EACH STOCKHOLDER NOT LATER THAN 10 DAYS AFTER THE EFFECTIVE TIME OF THE ACTION.

2-607.

(a) Articles of amendment shall set forth the amendment and state:

(1) That the amendment was advised by the board of directors and approved by the stockholders; or

(2) That the amendment was approved by a majority of the entire board of directors and that:

(i) No stock entitled to be voted on the matter was outstanding or subscribed for at the time of approval; or

(ii) The amendment is limited to a change expressly authorized by [§§ 2-105(a)(12) and 2-605] § 2-105(A)(12) OR § 2-605 of this title to be made without action by the stockholders.

3-106.

(d) (1) [Unless] IF THE PARENT AND SUBSIDIARY ARE BOTH MARYLAND CORPORATIONS, AND UNLESS waived by all minority stockholders, at least 30 days before the articles are filed with the Department, a parent corporation which owns less than all of the outstanding stock of the subsidiary shall give notice of the transaction to each of the subsidiary's minority stockholders of record on the date of giving of the notice or on a record date fixed for that purpose which is not more than 10 days before the date of giving notice.