

Also in subsection (a) of this section, the former parenthetical phrase "(hereinafter designated the 'surviving cooperative')" is deleted since the term "surviving cooperative" is not used in this section.

In subsection (b)(1) and (3), the introductory language of subsection (c), and subsection (d)(1)(ii), (iii), (iv), and (v) and (2)(ii) of this section, the defined term "successor" is substituted for the former references to the "surviving cooperative" for consistency with the terminology used throughout this article.

In subsection (b)(1) of this section, the reference to a "proposed merger" is substituted for the former reference to a "proposition for the merger of the merging cooperatives into the surviving cooperative" for brevity.

Also in subsection (b)(1) of this section, the requirement to submit a proposed merger and proposed articles of merger "for consideration at an annual or special meeting" of the members is substituted for the former requirement to submit a proposed merger and articles "to a meeting" of the members for clarity and consistency with similar provisions of the Maryland General Corporation Law. *See, e.g.*, §§ 3-105(b)(2) and 3-403(b)(2) of this article.

Subsection (b)(3) of this section is revised to state expressly that which was only implied in the former law, *i.e.*, that the proposed merger, proposed articles of merger, and any amendments to the proposed articles of merger must be approved by the affirmative vote of not less than two-thirds of the members of each merging cooperative and of the successor voting on the matter.

In subsection (b)(3) of this section, the former reference to members voting on the matter "at each such meeting" is deleted as unnecessary in light of subsection (b) (1) of this section, which requires the submission of the proposed merger and proposed articles of merger "for consideration at an annual or special meeting of the members of each merging cooperative and of the successor".

In subsections (c)(1) and (e) of this section, the references to "sign[ing]" articles of merger are substituted for the former references to "execut[ing]" articles of merger to clarify that "signing" the articles is only one of the formalities required for the "execution" of the articles. These substitutions are consistent with the Maryland General Corporation Law, § 1-301 of this article.

In subsection (e) of this section, the former reference to an affidavit stating that the cooperative has "duly" complied with certain provisions of this section is deleted as implicit in the word "complied".

Defined terms: "Cooperative" § 5-601

"Director" § 1-101

"Member" § 5-601

"Principal office" § 1-101

"Resident agent" § 1-101

"Successor" § 1-101