

(G) ANY CHARTER DOCUMENTS FILED WITH THE DEPARTMENT IN ACCORDANCE WITH AN ACTION TAKEN UNDER THIS SECTION MAY PROVIDE THAT THE ACTION WAS APPROVED BY THE STOCKHOLDERS IN THE MANNER PROVIDED BY THIS SECTION.

2-604.

(a) This section does not apply to a charter amendment by the board of directors in accordance with § 2-105(a)(12) OR § 2-309(E) of this title.

(b) If there is any stock outstanding or subscribed for and entitled to be voted on the charter amendment, it shall be approved as provided in this section.

(c) Except as provided in § 2-112 of this title, the board of directors of a corporation proposing a charter amendment shall:

(1) Adopt a resolution which sets forth the proposed amendment and declares that it is advisable; and

(2) Direct that the proposed amendment be submitted for consideration at either an annual or a special meeting of the stockholders.

(d) (1) Notice which states that a purpose of the meeting will be to act on the proposed amendment shall be given by the corporation in the manner required by Subtitle 5 of this title to:

(i) Each stockholder entitled to vote on the proposed amendment; and

(ii) Each stockholder not entitled to vote on the proposed amendment if the contract rights of his stock, as expressly set forth in the charter, would be altered by the amendment.

(2) The notice shall include a copy of the amendment or a summary of the changes it will effect.

(e) The proposed amendment shall be approved by the stockholders of the corporation by the affirmative vote of two thirds of all the votes entitled to be cast on the matter.

3-410.

(a) When a Maryland corporation is voluntarily dissolved, until a court appoints a receiver, [the directors of the corporation become the trustees of its assets for purposes of liquidation] THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF THE BOARD OF DIRECTORS SOLELY FOR THE PURPOSE SET FORTH IN § 3-408(B) OF THIS SUBTITLE.

(b) [The director-trustees are vested in their capacity as trustees with full title to all the assets of the corporation. They] ON BEHALF OF THE CORPORATION, THE DIRECTORS shall: