

of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting; and in the case of any such change of terms of outstanding stock, the articles of amendment shall, in addition, to other matters required by law, affirmatively set forth that the holders of such stock have duly authorized such change of terms. The word "terms" as used in this section in reference to stock is intended to mean only the contract rights of the holders thereof as expressed in the charter and shall be so construed.

Change in corporate structure authorized by majority vote of directors and vote of holders of two-thirds of outstanding shares held to be valid. *McQuillen v. Nat. Cash Register Co.*, 27 F. Supp. 639.

Under secs. 82 to 87 of the Code of 1904, it was held that the expression of a particular mode for the decrease of capital stock excluded any different method. Hence, a trust company cannot purchase its own stock, and thus diminish its capital. *Md. Trust Co. v. Mechanics' Bank*, 102 Md. 617; *Burke v. Smith*, 111 Md. 626.

The distinction pointed out between meetings called under sec. 84 of the Code of 1904 and under sec. 6 of the same Code (see sec. 19). A meeting for the purpose of issuing preferred stock, held to have been properly called under the former section. *Heller v. Marine Bank*, 89 Md. 620.

The power of a corporation to change its articles of association under sec. 55 of the Code of 1904, applied in the case of the separation of a local lodge from a grand lodge. *Goodman v. Jedidjah Lodge*, 67 Md. 125.

Cases cited in first note to this section, distinguished. Where there is a conditional issue and sale of stock, it may be returned to the company upon the happening of the event specified in the contract. *Williams v. Md. Glass Corp.*, 134 Md. 330.

Cited but not construed in *Perkins v. LeViness*, 134 Md. 265.

Sec. 82 of the Code of 1904 referred to in construing sec. 72 of that Code—see notes to sec. 82. *Booth v. Campbell*, 37 Md. 529.

See sec. 434, and notes to secs. 29, 31, 43 and 403.

An. Code, 1924, sec. 29. 1912, sec. 25. 1904, sec. 55. 1888, sec. 47. 1868, ch. 471, sec. 42. 1890, ch. 339. 1892, ch. 39. 1894, ch. 557. 1908, ch. 240, sec. 25. 1916, ch. 596, sec. 25. 1920, ch. 327, sec. 25.

29. Such amendment or amendments shall be made in the manner following: (1) The board of directors shall pass a resolution declaring that such amendment or amendments is or are advisable and calling a meeting of stockholders or members to take action thereon. The meeting of the stockholders or members shall be duly warned in the manner provided in Section 18 of this Article. If two-thirds of all the shares (or, if two or more classes of shares have been issued, two-thirds of each class), outstanding and entitled to vote, or two-thirds of the members vote in favor of such amendment or amendments, articles of amendment setting forth such amendment or amendments and stating that the same has or have been duly advised by the board of directors and adopted by the stockholders or members shall be signed and acknowledged in the name and on behalf of the corporation by the president or a vice-president with the corporate seal attached, attested by the secretary or an assistant secretary, and the matters and facts set forth in said articles of amendment shall be verified under oath by the chairman or the secretary of the meeting of the members or stockholders at which such amendment or amendments was or were adopted. Such articles of amendment, together with a copy thereof, shall be delivered to the State Tax Commission which, upon the payment, and not before, of the recording fees for which provision is hereinafter made, and, if the amount of the authorized capital stock be increased thereby, upon the payment and not before, of the bonus tax prescribed by law, if any payable, as in the case of a certificate of incorporation, shall receive the same for record and endorse thereon the date and time of such receipt and promptly record the same as in the case of a certificate of incorporation. After such recording the State Tax Commission shall transmit the copy of such articles of amendment, duly certified by it, to the Clerk of the Circuit or Superior Court (according to the location of the principal office of the