

(1) If such reduction is to be made without changing the wording of the charter, it shall be advised by the board of directors and authorized by the stockholders in the manner and by the vote required for the adoption of an amendment to the charter, except that the board of directors, without a vote of the stockholders, may authorize a reduction which is to be effected by retiring shares held by the corporation. Articles of reduction setting forth such reduction and stating that the same has been advised by the board of directors and authorized by the stockholders, or authorized by the board of directors as the case may be, shall be executed, acknowledged, verified and recorded in the manner, including payment of the same recording fees, prescribed with respect to articles of amendment.

(2) The articles of reduction shall set forth: (a) the method of effecting the reduction; (b) the amount of issued capital stock prior to the reduction and, if divided by classes, the amount of each class; (c) the amount of the reduction of the issued capital stock, and, if the amount of issued capital stock is divided by classes, the amount of the reduction of each class; and (d) the amount of issued capital stock as reduced and, if the amount of issued capital stock is divided by classes, the amount of each class as reduced.

(3) When the articles of reduction, for which provision is hereinbefore made, have been delivered to the State Tax Commission with the recording fees, for which provision is hereinbefore made, the reduction made thereby shall take effect, and not before. A duly certified copy of such articles of reduction from the records of the State Tax Commission or the Circuit or Superior Court shall be evidence of the reduction made thereby. The recording by the State Tax Commission of the articles of reduction shall be conclusive evidence of the payment of the recording fees required by law to be paid to it, except in a direct proceeding by the State.

(4) If such reduction is to be made by changing the wording of the charter, it shall be made by amendment, except that, in lieu of articles of amendment, articles of amendment and reduction, setting forth the matters required to be set forth in articles of amendment and articles of reduction, shall be executed, acknowledged, verified and recorded, including payment of the same recording fees, prescribed with respect to articles of amendment, and with the effect of articles of amendment and articles of reduction.