

IF, UNDER A POWER CONTAINED IN THE CHARTER, THE BOARD OF DIRECTORS CLASSIFIES OR RECLASSIFIES ANY UNISSUED STOCK BY SETTING OR CHANGING THE PREFERENCES, CONVERSION OR OTHER RIGHTS, VOTING POWERS, RESTRICTIONS, LIMITATIONS AS TO DIVIDENDS, QUALIFICATIONS, OR [[TIME OR PRICE]] TERMS OR CONDITIONS OF REDEMPTION, THE BOARD, BEFORE ISSUING ANY OF THE STOCK, SHALL FILE ARTICLES SUPPLEMENTARY FOR RECORD WITH THE DEPARTMENT.

(B) CONTENTS OF ARTICLES SUPPLEMENTARY.

ARTICLES SUPPLEMENTARY SHALL INCLUDE:

(1) A DESCRIPTION OF THE STOCK, INCLUDING THE PREFERENCES, CONVERSION AND OTHER RIGHTS, VOTING POWERS, RESTRICTIONS, LIMITATIONS AS TO DIVIDENDS, QUALIFICATIONS, AND [[TIME AND PRICE]] TERMS AND CONDITIONS OF REDEMPTION, AS SET OR CHANGED BY THE BOARD OF DIRECTORS; AND

(2) A STATEMENT THAT THE STOCK HAS BEEN CLASSIFIED OR RECLASSIFIED BY THE BOARD OF DIRECTORS UNDER THE AUTHORITY CONTAINED IN THE CHARTER.

(C) EXECUTION OF ARTICLES.

ARTICLES SUPPLEMENTARY SHALL BE EXECUTED IN THE MANNER REQUIRED BY TITLE 1 OF THIS ARTICLE.

REVISOR'S NOTE: This section presently appears as Art. 23, §18(b).

In subsection (a) of this section, the requirement that the articles be "filed" with the Department is changed to require that they be filed "for record" to correct an apparent gap in the present law. This change reflects current practice and is necessary since articles supplementary are "charter documents" which must be filed for record before they become effective. See Title 1 of this article.

In subsection (b) of this section, the reference to "time and price of redemption" is added to conform to subsection (a) of this section, as well as present Art. 23, § 18(a), now § 2-105(9).

The detailed provisions governing execution of articles now appear in Title 1 of this article.

The only other changes are in style.