

SURPLUS.

(E) EFFECT OF CERTAIN ACQUISITIONS.

IF A CORPORATION ACQUIRES BY GIFT, LEGACY, OR PURCHASE STOCK WHICH IS NOT FULL PAID, THE ACQUISITION MAY NOT BE MADE THE BASIS OF A REDUCTION OF ANY LIABILITY OF THE STOCKHOLDER UNLESS THE ASSETS OF THE CORPORATION IMMEDIATELY AFTER THE REDUCTION, ARE NOT LESS THAN THE TOTAL AMOUNT OF THE CORPORATION'S DEBTS PLUS ITS STATED CAPITAL.

(F) CONSTRUCTION OF SECTION.

THIS SECTION DOES NOT PREVENT A CORPORATION FROM ISSUING OR EXCHANGING SHARES OF ONE CLASS OF STOCK FOR SHARES OF ANOTHER CLASS OF STOCK.

REVISOR'S NOTE: This section is new language derived without substantive change from Art. 23, §32(b), (c), (d), and (f).

For the definition of the term "insolvent," see §2-301.

2-312. DISPOSITION OF ACQUIRED STOCK.

UNLESS ITS CHARTER PROVIDES OTHERWISE, IF A CORPORATION ACQUIRES ITS OWN STOCK, OTHER THAN CONVERTIBLE SHARES SURRENDERED TO IT OR STOCK ACQUIRED FOR RETIREMENT, IT MAY HOLD, SELL, OR OTHERWISE DISPOSE OF THE STOCK FOR ANY CORPORATE PURPOSE AS DETERMINED BY THE BOARD OF DIRECTORS.

REVISOR'S NOTE: This section presently appears as Art. 23, §32(g).

The only changes are in style.

2-313. RETIREMENT OF STOCK.

(A) CONVERTIBLE OR REDEEMED STOCK RETIRED AUTOMATICALLY.

IF A CORPORATION ACQUIRES SHARES OF ITS OWN STOCK SUBJECT TO REDEMPTION OR CONVERTIBLE SHARES OF ITS OWN STOCK SURRENDERED FOR CONVERSION, THE SHARES ARE RETIRED AUTOMATICALLY WITHOUT A PROCEEDING FOR A REDUCTION IN STATED CAPITAL, ALTHOUGH THE CORPORATION MAY FILE ARTICLES OF REDUCTION.

(B) OTHER STOCK.

A CORPORATION WHICH ACQUIRES ANY OTHER SHARES OF ITS