

- (1) Stock, evidence of indebtedness, or other securities of the successor or any other corporation or entity, whether or not a party to the transaction;
- (2) Other tangible or intangible property;
- (3) Money; and
- (4) Any other consideration.

3-104.

(a) Notwithstanding any other provision of this subtitle, unless the charter or bylaws of a corporation provide otherwise, the approval of the stockholders and articles of transfer OR SHARE EXCHANGE, AS THE CASE MAY BE, are not required for any:

(1) Transfer of assets by a corporation in the ordinary course of business actually conducted by it; [or]

(2) Mortgage, pledge, or creation of any other security interest in any or all of the assets of a corporation, whether or not in the ordinary course of its business; OR

(3) EXCHANGE OF SHARES OF STOCK THROUGH VOLUNTARY ACTION OR UNDER ANY AGREEMENT WITH THE STOCKHOLDERS.

3-105.

(a) A consolidation, merger, SHARE EXCHANGE, or transfer of assets shall be approved in the manner provided by this section, except [with respect to] THAT:

(1) A merger of a 90 percent or more owned subsidiary into its parent [, if the transaction is] NEED BE approved ONLY in accordance with the provisions of § 3-106 of this subtitle;

(2) A SHARE EXCHANGE NEED BE APPROVED BY A MARYLAND SUCCESSOR ONLY BY ITS BOARD OF DIRECTORS AND BY ANY OTHER ACTION REQUIRED BY ITS CHARTER;

[(2)] (3) A TRANSFER OF ASSETS [Maryland transferee corporation, if the transaction is] NEED BE approved BY A MARYLAND TRANSFEREE CORPORATION ONLY by its board of directors and by any other action required by its charter;

[(3)] (4) A foreign corporation [,] PARTY TO THE [if the] transaction SHALL HAVE THE TRANSACTION [is] advised, authorized, and approved [by the corporation] in the manner and by the vote required by its charter and the laws of the place where it is organized; and