

HB1234/223595/1

BY: Economic Matters Committee

AMENDMENTS TO HOUSE BILL 1234
(First Reading File Bill)

AMENDMENT NO. 1

On page 1, in line 2, after “Altering” insert “and Updating”; in the same line, after “Procedures” insert “and Miscellaneous Provisions”; in line 3, after “repealing” insert “a provision requiring a corporation to give written notice of the amount, time, and place of payment on subscriptions to each subscriber; repealing”; strike beginning with “a” in line 3 down through “of” in line 4 and substitute “that”; in line 4, after “call” insert “by the board of directors”; in the same line, after “subscriptions” insert “be uniform as to stock of any class”; in line 5, strike “only have preemptive rights, for” and substitute “of”; in line 6, strike the comma and substitute “only have certain preemptive rights”; and in the same line, strike the semicolon and substitute a comma; strike beginning with “repealing” in line 6 down through “time” in line 8 and substitute “and that stockholders of a corporation formed before that date have certain preemptive rights unless and until the charter expressly provides otherwise”; in line 9, strike beginning with “; clarifying” through “sent”; in line 10, after “stockholder” insert “; repealing a requirement to send certain information to the stockholder at the time of issue or transfer of stock”; in line 10, strike “clarifying” and substitute “establishing”; in the same line, strike “is enforceable” and substitute “of a director may provide that it will be effective at a later time or on the occurrence of an event and is irrevocable on the occurrence of the event”; in line 11, strike “certain”; in line 12, after “recommend” insert “to stockholders”; in the same line, strike “to stockholders”; in line 13, strike “authorize a certain” and substitute “delegate power to a”; in the same line, strike “establish” and substitute “authorize or fix certain terms of stock and terms for the issuance of stock if the board of directors has established”; strike beginning with “adding” in line 15 down through “definition” in line 16 and substitute “altering the definition of “director” as it relates to certain indemnification provisions so as to include certain directors of corporations who serve in certain capacities in connection with a limited liability company, including serving as a manager of a limited liability”

(Over)

company"; in line 16, strike "repealing" and substitute "limiting"; in line 17, after "making" insert "advance"; in the same line, after "director," insert "authorizing a corporation to hold its annual meeting in the manner provided in its bylaws;"; in line 18, after "to" insert "require notice of certain stockholder actions to be given to"; in the same line, strike "class" and substitute "group"; in the same line, after "establishing" insert "for a certain type of corporation"; strike beginning with the fourth "of" in line 19 down through the first "corporation" in line 20; in line 20, after "quorum" insert "unless its charter or bylaw provides otherwise"; and strike beginning with "authorizing" in line 20 down through "bylaws;" in line 21 and substitute "establishing that articles of merger, consolidation, or share exchange may provide the number and names of directors and officers of the surviving corporation, or persons acting in similar positions, if the persons in those positions are changed in the transaction.".

AMENDMENT NO. 2

On page 2, in line 1, after "2-411(a)" insert "and (b)".

AMENDMENT NO. 3

On page 5, after line 5, insert:

"(b) If the board of directors has given general authorization for the issuance of stock providing for or establishing a method or procedure for determining the maximum number **OR THE MAXIMUM AGGREGATE OFFERING PRICE** of shares to be issued, a committee of the board, in accordance with that general authorization or any stock option or other plan or program adopted by the board, may authorize or fix the terms of stock subject to classification or reclassification and the terms on which any stock may be issued, including all terms and conditions required or permitted to be established or authorized by the board of directors under §§ 2-203 and 2-208 of this title."

in line 10, strike "**MANAGER,**"; and in line 12, after "plan" insert "**OR A MANAGER OF A LIMITED LIABILITY COMPANY**".