

HOUSE BILL 1165

C1

71r2923

By: **Delegate Feldman**

Introduced and read first time: February 19, 2007

Assigned to: Rules and Executive Nominations

A BILL ENTITLED

1 AN ACT concerning

2 **Corporations and Associations – Charter Documents – Execution**
3 **Requirements for Business Trusts**

4 FOR the purpose of altering certain requirements for the execution of certain charter
5 documents by business trusts; extending to business trusts the requirements
6 applicable to corporations and real estate business trusts for signing,
7 acknowledging, witnessing, attesting, and verifying certain charter documents;
8 and generally relating to requirements for the execution of charter documents
9 by business trusts.

10 BY repealing and reenacting, with amendments,
11 Article – Corporations and Associations
12 Section 1–301
13 Annotated Code of Maryland
14 (1999 Replacement Volume and 2006 Supplement)

15 SECTION 1. BE IT ENACTED BY THE GENERAL ASSEMBLY OF
16 MARYLAND, That the Laws of Maryland read as follows:

17 **Article – Corporations and Associations**

18 1–301.

19 (a) Articles supplementary and articles of amendment, restatement,
20 restatement and amendment, consolidation, merger, share exchange, transfer, and

EXPLANATION: CAPITALS INDICATE MATTER ADDED TO EXISTING LAW.

[Brackets] indicate matter deleted from existing law.



1 extension and, except as provided in § 3-406(b) of this article, articles of dissolution
2 shall be executed as follows:

3 (1) They shall be signed and acknowledged for each corporation,
4 **BUSINESS TRUST**, or real estate investment trust party to the articles, by its
5 chairman or vice chairman of the board of directors or board of trustees, its chief
6 executive officer, chief operating officer, president or one of its vice presidents;

7 (2) They shall be witnessed or attested by the secretary or an assistant
8 secretary of each corporation, **BUSINESS TRUST**, or real estate investment trust party
9 to the articles, or, if authorized by the bylaws or resolution of the board of directors or
10 board of trustees and the articles so state, by any other officer or agent of the
11 corporation, **BUSINESS TRUST**, or real estate investment trust;

12 (3) They shall be signed and acknowledged for each other entity party
13 to the articles by a majority of the entire board of trustees or other governing body;
14 and

15 (4) Except as provided in subsection (b) of this section, the matters
16 and facts set forth in the articles with respect to authorization and approval shall be
17 verified under oath as follows:

18 (i) With respect to any Maryland corporation, **BUSINESS**
19 **TRUST**, or real estate investment trust party to the articles, by the chairman or the
20 secretary of the meeting at which the articles or transaction were approved, or by the
21 chairman or vice chairman of the board of directors or board of trustees, chief
22 executive officer, chief operating officer, president, vice president, secretary, or
23 assistant secretary of the corporation, **BUSINESS TRUST**, or real estate investment
24 trust;

25 (ii) With respect to any foreign corporation party to articles of
26 consolidation, merger, or share exchange, by the chief executive officer, chief operating
27 officer, president, vice president, secretary, or assistant secretary of the corporation;
28 and

29 (iii) With respect to any other Maryland or foreign entity party
30 to the articles, by the chief executive officer, chief operating officer, president, vice
31 president, secretary, assistant secretary, managing trustee, or persons acting in a
32 similar position for the entity.

33 (b) When articles of transfer are executed:

1 (1) With respect to the transferor corporation, the requirements of
2 subsection (a)(4)(i) apply;

3 (2) With respect to a transferee corporation, the matters and facts set
4 forth in the articles with respect to authorization and approval shall be verified under
5 oath by the chief executive officer, chief operating officer, president, vice president,
6 secretary, or assistant secretary of the corporation; and

7 (3) With respect to a transferee which is not a corporation, the articles
8 shall be signed and acknowledged by the transferee.

9 (c) All other instruments required to be filed with the Department may be
10 signed:

11 (1) By the chairman or vice chairman of the board of directors, the
12 chief executive officer, chief operating officer, president, or any vice president and
13 witnessed or attested by the secretary or any assistant secretary, or by any other
14 officer or agent of the corporation who is authorized by the bylaws or resolution of the
15 board of directors to perform the duties usually performed by the secretary and the
16 instrument so states;

17 (2) If it appears from the instrument that there are no such officers, by
18 a majority of the directors or by such directors as may be designated by the board and
19 the instrument so states; or

20 (3) If it appears from the instrument that there are no officers or
21 directors, by the holders of a majority of outstanding stock.

22 SECTION 2. AND BE IT FURTHER ENACTED, That this Act shall take effect
23 June 1, 2007.