

## CHAPTER 457

(House Bill 1165)

AN ACT concerning

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

FOR the purpose of altering certain requirements for the execution of certain charter documents by business trusts; extending to business trusts the requirements applicable to corporations and real estate ~~business~~ investment trusts for signing, acknowledging, witnessing, attesting, and verifying certain charter documents; and generally relating to requirements for the execution of charter documents by business trusts.

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

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

### **Article – Corporations and Associations**

1–301.

(a) Articles supplementary and articles of amendment, restatement, restatement and amendment, consolidation, merger, share exchange, transfer, and extension and, except as provided in § 3–406(b) of this article, articles of dissolution shall be executed as follows:

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

(2) They shall be witnessed or attested by the secretary or an assistant secretary of each corporation, **BUSINESS TRUST**, or real estate investment trust party

to the articles, or, if authorized by the bylaws or resolution of the board of directors or board of trustees and the articles so state, by any other officer or agent of the corporation, **BUSINESS TRUST**, or real estate investment trust;

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

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

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

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

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

(b) When articles of transfer are executed:

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

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

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

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

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

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

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

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

**Approved by the Governor, May 8, 2007.**