

Article - Corporations and Associations

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§2–513.

(a) Unless the charter of a corporation provides otherwise by reference to this section or the subject matter of this section, this section does not apply, in whole or in part, to holders of any shares of any class or series of stock, other than common stock, that is classified or reclassified by articles of supplementary, or created by articles of incorporation or an amendment to the charter, accepted for record by the Department on or after October 1, 2020.

(b) One or more persons who together are and for at least 6 months have been stockholders of record or holders of voting trust certificates of at least 5% of the outstanding shares of any class or series of stock of a corporation may:

(1) In person or by agent, on request in writing or by electronic transmission, inspect and copy during usual business hours the corporation's books of account and its stock ledger;

(2) Provide to any officer of the corporation, the resident agent of the corporation, or any agent designated by the corporation to maintain corporate documents on the corporation's behalf, a request in writing or by electronic transmission for a statement of its affairs; and

(3) In the case of any corporation which does not maintain the original or a duplicate stock ledger at its principal office, provide to any officer of the corporation, the resident agent of the corporation, or any agent designated by the corporation to maintain corporate documents on the corporation's behalf, a request in writing or by electronic transmission for a list of its stockholders.

(c) Within 20 days after a request for information is made under subsection (b) of this section, the corporation shall prepare and have available on file at its principal office or make available by electronic transmission:

(1) In the case of a request for a statement of affairs, a statement verified under oath by its president or treasurer or one of its vice-presidents or assistant treasurers which sets forth in reasonable detail the corporation's assets and liabilities as of a reasonably current date; and

(2) In the case of a request for a list of stockholders, a list verified under oath by one of its officers or its stock transfer agent or registrar which sets

forth the name and address of each stockholder and the number of shares of each class or series of stock which the stockholder holds.

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