



SPONSOR: Sen. Sharp

DELAWARE STATE SENATE

139TH GENERAL ASSEMBLY

SENATE BILL NO. **311 APR 8 '98**

AN ACT TO AMEND TITLE 8 OF THE DELAWARE CODE RELATING TO THE GENERAL CORPORATION LAW.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF DELAWARE (Two-thirds of all members elected to each house thereof concurring therein):

1 Section 1. Amend Section 101(a), Title 8, Delaware Code, by deleting the
2 words "his or her or their" and substituting in lieu thereof the words "such person's or
3 entity's".

4 Section 2. Amend Section 102(b)(3), Title 8, Delaware Code, by deleting the
5 word "him" and substituting in lieu thereof the words "such stockholder".

6 Section 3. Amend Section 103(b)(1), Title 8, Delaware Code, by deleting the
7 word "his" and substituting in lieu thereof the words "such person's", and by deleting the
8 word "he" and substituting in lieu thereof the words "such person".

9 Section 4. Amend Section 103(b)(2), Title 8, Delaware Code, by deleting the
10 word "his" and substituting in lieu thereof the words "such person's".

11 Section 5. Amend Section 103(c)(3), Title 8, Delaware Code, by deleting the
12 word "his" and substituting in lieu thereof the words "the Secretary of State's".

13 Section 6. Amend Section 106, Title 8, Delaware Code, by deleting the words
14 "his or their" and substituting in lieu thereof the words "such incorporator's or
15 incorporators".

16 Section 7. Amend Section 122(16), Title 8, Delaware Code, by deleting the
17 word "his" and substituting in lieu thereof the words "such stockholder's".

18 Section 8. Amend Section 124(2), Title 8, Delaware Code, by deleting the
19 word "his" and substituting in lieu thereof the words "such incumbent or former officer's
20 or director's".

21 Section 9. Amend Section 125, Title 8, Delaware Code, by deleting the word
22 "him" and substituting in lieu thereof the words "the Attorney General", by deleting the
23 word "he" and substituting in lieu thereof the words "such professor", and by deleting the
24 word "his" in each instance where it appears and substituting in lieu thereof the words
25 "such dean's".

26 Section 10. Amend Section 132(a), Title 8, Delaware Code, by inserting in
27 subsection (iii) after "(other than the corporation itself)" the following: ", a domestic
28 limited partnership, a domestic limited liability company or a domestic business trust" and
29 by inserting in subsection (iv) after "a foreign corporation" the following: ", a foreign
30 limited partnership or a foreign limited liability company".

31 Section 11. Amend Section 141(b), Title 8, Delaware Code, by deleting the
32 word "his" in each instance where it appears and substituting in lieu thereof the words
33 "such director's".

34 Section 12. Amend Section 141(e), Title 8, Delaware Code, by deleting the
35 word "his" and substituting in lieu thereof the words "such member's".

36 Section 13. Amend Section 141(k)(2), Title 8, Delaware Code, by deleting the
37 word "his" and substituting in lieu thereof the words "such director's", by deleting the
38 word "him" and substituting in lieu thereof the words "such director", and by deleting the
39 word "he" and substituting in lieu thereof the words "such director".

40 Section 14. Amend Section 142(b), Title 8, Delaware Code, by deleting the
41 second sentence thereof and substituting in lieu thereof the following:

42 "Each officer shall hold office until such officer's successor is elected and
43 qualified or until such officer's earlier resignation or removal."

44 Section 15. Amend Section 144(a), Title 8, Delaware Code, by deleting the
45 words "his or their" and substituting in lieu thereof the words "any such director's or
46 officer's".

47 Section 16. Amend Section 144(a)(1), Title 8, Delaware Code, by deleting the
48 word "his" and substituting in lieu thereof the words "the director's or officer's".

49 Section 17. Amend Section 144(a)(2), Title 8, Delaware Code, by deleting the
50 word "his" and substituting in lieu thereof the words "the director's or officer's".

51 Section 18. Amend Section 151(b), Title 8, Delaware Code, by deleting the first
52 sentence thereof and substituting in lieu of such sentence the following: "Any stock of any
53 class or series may be made subject to redemption by the corporation at its option or at the
54 option of the holders of such stock or upon the happening of a specified event; provided,
55 however, that immediately following any such redemption the corporation shall have
56 outstanding 1 or more shares of 1 or more classes or series of stock, which share, or shares
57 together, shall have full voting powers."

58 Section 19. Amend Section 158, Title 8, Delaware Code, by deleting the word
59 "he" and substituting in lieu thereof the words "such person" and by deleting the phrase
60 "chairman or vice-chairman" and substituting in lieu thereof the phrase "chairperson or
61 vice-chairperson".

62 Section 20. Amend Section 162(a), Title 8, Delaware Code, by deleting the
63 word "him" and substituting in lieu thereof the words "such holder or subscriber".

64 Section 21. Amend Section 163, Title 8, Delaware Code, by deleting the word
65 "his" and substituting in lieu thereof the words "such holder's or subscriber's".

66 Section 22. Amend Section 164, Title 8, Delaware Code, by deleting the word
67 "his" in each instance where it appears and substituting in lieu thereof the words "such
68 stockholder's", and by deleting the word "him" and substituting in lieu thereof the words
69 "such stockholder".

70 Section 23. Amend Section 166, Title 8, Delaware Code, by deleting the word
71 "his" and substituting in lieu thereof the words "such subscriber's".

72 Section 24. Amend Section 167, Title 8, Delaware Code, by deleting the word
73 "his" and substituting in lieu thereof the words "such owner's".

74 Section 25. Amend Section 168(a), Title 8, Delaware Code, by deleting the
75 word "his" in the first sentence thereof and substituting in lieu thereof the words "such
76 owner's".

77 Section 26. Amend Section 174(a), Title 8, Delaware Code, by deleting the
78 words "exonerate himself" and substituting in lieu thereof the words "be exonerated", by
79 deleting the word "his" and substituting in lieu thereof the words "his or her", and by
80 deleting the word "he" and substituting in lieu thereof the words "such director".

81 Section 27. Amend Section 174(c), Title 8, Delaware Code, by deleting the
82 word "him" and substituting in lieu thereof the words "such director".

83 Section 28. Amend Section 212(b), Title 8, Delaware Code, by deleting the
84 word "him" and substituting in lieu thereof the words "such stockholder".

85 Section 29. Amend Section 212(c), Title 8, Delaware Code, by deleting the
86 word "him" and substituting in lieu thereof the words "such stockholder".

87 Section 30. Amend Section 212(c)(1), Title 8, Delaware Code, by deleting the
88 word "him" and substituting in lieu thereof the words "such stockholder", by deleting the
89 word "his" and substituting in lieu thereof the words "such stockholder's", and by
90 deleting the words "his or her" and substituting in lieu thereof the words "such person's".

91 Section 31. Amend Section 212(c)(2), Title 8, Delaware Code, by deleting the
92 word "him" and substituting in lieu thereof the words "such stockholder".

93 Section 32. Amend Section 214, Title 8, Delaware Code, by deleting the word
94 "his" and substituting in lieu thereof the words "such holder's", by deleting the word
95 "him" and substituting in lieu thereof the words "such holder", and by deleting the word
96 "he" in each instance where it appears and substituting in lieu thereof the words "such
97 holder".

98 Section 33. Amend Section 215(c), Title 8, Delaware Code, by deleting the
99 second sentence thereof and substituting in lieu of such sentence the following: "In the
100 absence of such specification in the certificate of incorporation or bylaws of a nonstock
101 corporation: (1) one-third of the members of such corporation shall constitute a quorum at a
102 meeting of such members; (2) in all matters other than the election of the governing body of

103 such corporation, the affirmative vote of a majority of such members present in person or
104 represented by proxy at the meeting and entitled to vote on the subject matter shall be the
105 act of the members, unless the vote of a greater number is required by this chapter; and (3)
106 members of the governing body shall be elected by a plurality of the votes of the members
107 of the corporation present in person or represented by proxy at the meeting and entitled to
108 vote thereon."

109 Section 34. Amend Section 216, Title 8, Delaware Code, by replacing the period
110 after the word "meeting" in the first sentence of the first paragraph with a comma, and by
111 inserting the following after the comma: "except that, where a separate vote by a class or
112 series or classes or series is required, a quorum shall consist of no less than one-third of the
113 shares of such class or series or classes or series."

114 Section 35. Amend Section 216(4), Title 8, Delaware Code, by inserting the
115 words "or series" following the word "classes" in each instance where it appears and by
116 inserting the words "or series" after the word "class" in the first three instances where it
117 appears and by inserting after the word "class" the fourth time it appears the following: "or
118 series or classes or series."

119 Section 36. Amend Section 217(a), Title 8, Delaware Code, by deleting the
120 word "he" and substituting in lieu thereof the words "such person", and by deleting the
121 word "his" and substituting in lieu thereof the words "such pledgee's".

122 Section 37. Amend Section 217(b)(1), Title 8, Delaware Code, by deleting the
123 word "his" and substituting in lieu thereof the words "such person's".

124 Section 38. Amend Section 218(a), Title 8, Delaware Code, by deleting the
125 words "him or them" in the third sentence thereof and substituting in lieu thereof the
126 words "such voting trustee or trustees".

127 Section 39. Amend Section 220(c), Title 8, Delaware Code, by deleting the
128 word "he" in each instance where it appears and substituting in lieu thereof the words
129 "such stockholder".

130 Section 40. Amend Section 222(b), Title 8, Delaware Code, by deleting the
131 word "his" and substituting in lieu thereof the words "such stockholder's".

132 Section 41. Amend Section 230(b), Title 8, Delaware Code, by deleting the
133 word "his" in each instance where it appears and substituting in lieu thereof the words
134 "such person's".

135 Section 42. Amend Section 231(a), Title 8, Delaware Code, by deleting the
136 words "his duties" and substituting in lieu thereof the words "the duties of inspector", and
137 by deleting the words "his ability" and substituting in lieu thereof the words "such
138 inspector's ability".

139 Section 43. Amend Section 251(b), Title 8, Delaware Code, by inserting the
140 words "and declaring its advisability" in the first sentence thereof after the word
141 "consolidation" and before the period.

142 Section 44. Amend Section 251(c), Title 8, Delaware Code, by inserting the
143 following after the conclusion of the first sentence thereof:

144 "The terms of the agreement may require that the
145 agreement be submitted to the stockholders whether or not
146 the board of directors determines at any time subsequent to
147 declaring its advisability that the agreement is no longer
148 advisable and recommends that the stockholders reject it."

149 Section 45. Amend Section 252(e), Title 8, Delaware Code, by inserting the
150 following after the reference to "Subsection (d)" at the beginning of such subsection: "and
151 the second sentence of subsection (c)".

152 Section 46. Amend Section 254(e), Title 8, Delaware Code, by inserting the
153 following sentence after the first sentence in such subsection: "The second sentence of
154 subsection (c) of § 251 of this title shall be applicable to any merger or consolidation under
155 this section."

156 Section 47. Amend Section 256(d), Title 8, Delaware Code, by deleting the
157 word "him" and substituting in lieu thereof the words "the Secretary of State", and by
158 deleting the word "his".

159 Section 48. Amend Section 257(d), Title 8, Delaware Code, by inserting the
160 following after the reference to "subsection (d)" in such subsection: "and the second
161 sentence of subsection (c)".

162 Section 49. Amend Section 262(d)(1), Title 8, Delaware Code, by deleting the
163 word "his" in each instance where it appears and substituting in lieu thereof the words
164 "such stockholder's".

165 Section 50. Amend Section 262(e), Title 8, Delaware Code, by deleting the
166 word "his" in each instance where it appears and substituting in lieu thereof the words
167 "such stockholder's" and by deleting the word "he" and substituting in lieu thereof the
168 words "such stockholder".

169 Section 51. Amend Section 262(h), Title 8, Delaware Code, by deleting the
170 word "his" and substituting in lieu thereof the words "such stockholder's", and by
171 deleting the word "he" and substituting in lieu thereof the words "such stockholder".

172 Section 52. Amend Section 262(k), Title 8, Delaware Code, by deleting the
173 word "his" in each instance where it appears and substituting in lieu thereof in only the
174 second place it appears the words "such stockholder's".

175 Section 53. Amend Section 263(d), Title 8, Delaware Code, by deleting the
176 word "him" and substituting in lieu thereof the words "the Secretary of State", and by
177 deleting the word "his".

178 Section 54. Amend Section 263(e), Title 8, Delaware Code, by inserting the
179 following after the reference "Sections 251" at the beginning of such subsection: "(c)
180 (second sentence) and".

181 Section 55. Amend Section 264(d), Title 8, Delaware Code, by deleting the
182 word "him" and substituting in lieu thereof the words "the Secretary of State", and by
183 deleting the word "his".

184 Section 56. Amend 264(e), Title 8, Delaware Code, by inserting the following
185 after the reference "Sections 251" at the beginning of such subsection: "(c) (second
186 sentence) and".

187 Section 57. Amend Section 282(a), Title 8, Delaware Code, by deleting the
188 word “him” and substituting in lieu thereof the words “such stockholder”.

189 Section 58. Amend Section 282(c), Title 8, Delaware Code, by deleting the
190 word “him” and substituting in lieu thereof the words “such stockholder”.

191 Section 59. Amend Section 284(a), Title 8, Delaware Code, by deleting the
192 word “his” and substituting in lieu thereof the words “the Attorney General’s”.

193 Section 60. Amend Section 296(a), Title 8, Delaware Code, by deleting the
194 word “his” in each instance where it appears and substituting in lieu thereof the words
195 “such trustee's or receiver's”, and by deleting the word “him” and substituting in lieu
196 thereof the words “such trustee or receiver”.

197 Section 61. Amend Section 296(b), Title 8, Delaware Code, by deleting the
198 word “his” and substituting in lieu thereof the words “such creditor's or claimant's”.

199 Section 62. Amend Section 298, Title 8, Delaware Code, by deleting the word
200 “his” in each instance where it appears and substituting in lieu thereof the words “such
201 receiver's or trustee’s”.

202 Section 63. Amend Section 299, Title 8, Delaware Code, by deleting the word
203 “him” and substituting in lieu thereof the words “such receiver or trustee”, and by
204 deleting the word “his” in each instance where it appears and substituting in lieu thereof
205 the words “such receiver's or trustee’s”.

206 Section 64. Amend Section 303(b), Title 8, Delaware Code, by deleting the
207 word “his” and substituting in lieu thereof the words “such stockholder’s”.

208 Section 65. Amend Section 321(a), Title 8, Delaware Code, by deleting the
209 word “his” and substituting in lieu thereof the words “such person’s”.

210 Section 66. Amend Section 321(b), Title 8, Delaware Code, by deleting the
211 word “him” and substituting in lieu thereof the words “the Secretary of State”, and by
212 deleting the word “his”.

213 Section 67. Amend Section 323, Title 8, Delaware Code, by deleting the words
214 “either himself or through his or its attorney file a statement of such fact” and substituting

215 in lieu thereof the words "file a statement of such fact prepared by such party or such
216 party's attorney".

217 Section 68. Amend Section 324(a), Title 8, Delaware Code, by deleting
218 subsection (a) in its entirety and inserting in lieu thereof the following:

219 "(a) The shares of any person in any corporation with all the rights
220 thereto belonging, or any person's option to acquire the shares, or such person's right or
221 interest in the shares, may be attached under this section for debt, or other demands, if such
222 person appears on the books of the corporation to hold or own such shares, option, right or
223 interest. So many of the shares, or so much of the option, right or interest therein may be
224 sold at public sale to the highest bidder, as shall be sufficient to satisfy the debt, or other
225 demand, interest and costs, upon an order issued therefor by the court from which the
226 attachment process issued, and after such notice as is required for sales upon execution
227 process. Except as to an uncertificated security as defined in section 8-102 of Title 6, the
228 attachment is not laid and no order of sale shall issue unless section 8-112 of Title 6 has
229 been satisfied. No order of sale shall be issued until after final judgment shall have been
230 rendered in any case. If the debtor lives out of the county, a copy of the order shall be sent
231 by registered or certified mail, return receipt requested, to such debtor's last known address,
232 and shall also be published in a newspaper published in the county of such debtor's last
233 known residence, if there be any, 10 days before the sale; and if the debtor be a nonresident
234 of this State shall be mailed as aforesaid and published at least twice for 2 successive
235 weeks, the last publication to be at least 10 days before the sale, in a newspaper published in
236 the county where the attachment process issued. If the shares of stock or any of them or the
237 option to acquire shares or any such right or interest in shares, or any part of them, be so
238 sold, any assignment, or transfer thereof, by the debtor, after attachment, shall be void."

239 Section 69. Amend Section 324(b), Title 8, Delaware Code, by adding the words
240 "attachment process issues for" immediately before the words "shares of stock," in the first
241 sentence thereof, and by deleting the words "shall be so attached," from the first sentence
242 thereof.

243 Section 70. Amend Section 324(c), Title 8, Delaware Code, by adding the words
244 "and the stock certificate, if any," immediately after the words "order of sale and return" in
245 the second sentence thereof, by deleting the word "him" and substituting in lieu thereof the
246 words "such purchaser", and by deleting the first and fourth sentences thereof in their
247 entirety.

248 Section 71. Amend Section 325(b), Title 8, Delaware Code, by deleting the
249 word "he" and substituting in lieu thereof the words "such person".

250 Section 72. Amend Section 326, Title 8, Delaware Code, by deleting the word
251 "he" in each instance where it appears and substituting in lieu thereof the words "such
252 person".

253 Section 73. Amend Section 327, Title 8, Delaware Code, by deleting the word
254 "he" and substituting in lieu thereof the words "such stockholder", by deleting the word
255 "his" and substituting in lieu thereof the words "such stockholder's", and by deleting the
256 word "him" and substituting in lieu thereof the words "such stockholder".

257 Section 74. Amend Section 347(a), Title 8, Delaware Code, by deleting the
258 word "his" and substituting in lieu thereof the words "such person's".

259 Section 75. Amend Section 347(c), Title 8, Delaware Code, by deleting the
260 word "he" and substituting in lieu thereof the words "such person".

261 Section 76. Amend Section 347(d), Title 8, Delaware Code, by deleting the
262 word "he" and substituting in lieu thereof the words "such person", and by deleting the
263 word "him" and substituting in lieu thereof the words "such person".

264 Section 77. Amend Section 349, Title 8, Delaware Code, by deleting the word
265 "his" and substituting in lieu thereof the words "such appraiser's".

266 Section 78. Amend Section 353(c), Title 8, Delaware Code, by deleting the
267 word "he" and substituting in lieu thereof the words "such person", by deleting the word
268 "His" and substituting in lieu thereof the words "A provisional director's", by deleting
269 the word "him" and substituting in lieu thereof the words "such person", and by deleting
270 the word "his" and substituting in lieu thereof the words "such person's".

271 Section 79. Amend Section 373(a)(2), Title 8, Delaware Code, by deleting the
272 word "salesmen" and substituting in lieu thereof the word "salespersons", and by deleting
273 the word "his" and substituting in lieu thereof the words "such seller's".

274 Section 80. Amend Section 375, Title 8, Delaware Code, by deleting the word
275 "his" and substituting in lieu thereof the words "the Secretary of State's".

276 Section 81. Amend Section 376(b), Title 8, Delaware Code, by deleting the
277 word "him" and substituting in lieu thereof the words "the Secretary of State", and by
278 deleting the word "his".

279 Section 82. Amend Section 381(a)(2), Title 8, Delaware Code, by deleting the
280 word "him" and substituting in lieu thereof the words "the Secretary of State".

281 Section 83. Amend Section 381(a)(3), Title 8, Delaware Code, by deleting the
282 word "him" and substituting in lieu thereof the words "the Secretary of State".

283 Section 84. Amend Section 381(b), Title 8, Delaware Code, by deleting the
284 word "him" and substituting in lieu thereof the words "the Secretary of State", and by
285 deleting the word "his" and substituting in lieu thereof the words "the Secretary of
286 State's".

287 Section 85. Amend Section 381(d), Title 8, Delaware Code, by deleting the
288 word "him" and substituting in lieu thereof the words "the Secretary of State", and by
289 deleting the word "his".

290 Section 86. Amend Section 382(c), Title 8, Delaware Code, by deleting the
291 word "him" and substituting in lieu thereof the words "the Secretary of State", and by
292 deleting the word "his".

293 Section 87. Amend Section 384, Title 8, Delaware Code, by deleting the word
294 "his" and substituting in lieu thereof the words "the Attorney General's".

295 Section 88. Amend Section 389(c), Title 8, Delaware Code, by deleting the
296 word "his" in each instance where it appears and substituting in lieu thereof the words
297 "the Secretary of State's".

298 Section 89. Amend Section 391(e), Title 8, Delaware Code, by deleting the
299 word "his" and substituting in lieu thereof the words "the Secretary of State's", and by
300 deleting the word "he" and substituting in lieu thereof the words "the Secretary of State".

301 Section 90. Amend Section 391(f), Title 8, Delaware Code, by deleting the
302 word "he" and substituting in lieu thereof the words "the Secretary of State".

303 Section 91. Amend Section 391(g), Title 8, Delaware Code, by deleting the
304 word "his" and substituting in lieu thereof the words "the Secretary of State's".

305 Section 92. Amend Section 395(a), Title 8, Delaware Code, by deleting the
306 word "him" and substituting in lieu thereof the words "the Commissioner".

307 Section 93. Amend Section 395(c), Title 8, Delaware Code, by deleting the
308 word "his, their or its" and substituting in lieu thereof the words "such person's or
309 entity's".

310 Section 94. Amend Section 396, Title 8, Delaware Code, by deleting the word
311 "he" in each instance where it appears and substituting in lieu thereof the words "the
312 Secretary of State".

313 Section 95. Amend Section 502(b), Title 8, Delaware Code, by deleting the
314 word "he" and substituting in lieu thereof the words "such officer or director".

315 Section 96. Amend Section 502(c), Title 8, Delaware Code, by deleting the
316 word "him" and substituting in lieu thereof the words "the Secretary of State".

317 Section 97. Amend Section 502(e), Title 8, Delaware Code, by deleting the
318 word "his" and substituting in lieu thereof the words "the Secretary of State's" and by
319 deleting the word "he" and substituting in lieu thereof the words "the Secretary of State".

320 Section 98. Amend Section 503(i), Title 8, Delaware Code, by deleting the
321 word "his" and substituting in lieu thereof the words "the Secretary of State's".

322 Section 99. Amend Section 504(d), Title 8, Delaware Code, by deleting the
323 word "He" and substituting in lieu thereof the words "The Secretary of State" and by
324 deleting the word "he" and substituting in lieu thereof the words "the Secretary of State".

325 Section 100. Amend Section 504(g), Title 8, Delaware Code, by deleting the
326 word "his" and substituting in lieu thereof the words "the Secretary of State's".

327 Section 101. Amend Section 505(d), Title 8, Delaware Code, by deleting the
328 word "he" and substituting in lieu thereof the words "the Secretary of State".

329 Section 102. Amend Section 506, Title 8, Delaware Code, by deleting the word
330 "his" and substituting in lieu thereof the words "the Secretary of State's", and by deleting
331 the word "he" and substituting in lieu thereof the words "the Secretary of State".

332 Section 103. Amend Section 508, Title 8, Delaware Code, by deleting the word
333 "his" and substituting in lieu thereof the words "the Attorney General's".

334 Section 104. Amend Section 510, Title 8, Delaware Code, by deleting the words
335 "to him".

336 Section 105. Amend Section 511, Title 8, Delaware Code, by deleting the word
337 "his" and substituting in lieu thereof the word "a".

338 Section 106. Amend Section 514, Title 8, Delaware Code, by deleting the word
339 "his" and substituting in lieu thereof the word "a".

340 Section 107. Amend Section 518, Title 8, Delaware Code, by deleting the word
341 "his" and substituting in lieu thereof the words "the Secretary of State's", and by deleting
342 the word "he" and substituting in lieu thereof the words "the Secretary of State".

343 Section 108. Amend Section 607, Title 8, Delaware Code, by deleting the word
344 "his" and substituting in lieu thereof the words "of such person's", and by deleting the
345 words "is himself rendering" and substituting in lieu thereof the word "renders".

346 Section 109. Amend Section 608, Title 8, Delaware Code, by deleting the word
347 "him" in each instance where it appears and substituting in lieu thereof the words "such
348 person", and by deleting the word "his" and substituting in lieu thereof the words "such
349 person's".

350 Section 110. Amend Section 610, Title 8, Delaware Code, by deleting the word
351 "his" and substituting in lieu thereof the words "such shareholder's".

352 Section 111. Amend Section 611, Title 8, Delaware Code, by deleting the word
353 "his" and substituting in lieu thereof the words "such person's", and by deleting the word
354 "he" and substituting in lieu thereof the words "such person".

355 Section 112. Amend Section 612, Title 8, Delaware Code, by deleting the word
356 "his" in each instance where it appears and substituting in lieu thereof the words "such
357 shareholder's".

358 Section 113. Amend Section 616, Title 8, Delaware Code, by deleting the word
359 "his" in each instance where it appears and substituting in lieu thereof the words "such
360 shareholder's".

361 Section 114. This Act shall be effective on July 1, 1998, except that Sections
362 43-46, 48, 54, and 56 of this Act shall become effective with respect to agreements of
363 merger or consolidation entered into on or after July 1, 1998.

SYNOPSIS

This legislation continues the practice of amending the General Corporation Law of the State of Delaware (the "Act") to keep it current and to maintain its national preeminence.

Sections 1-9. The amendments to these Sections eliminate masculine references in the statutes, and replace them with gender neutral references.

Section 10. The amendment to Section 132(a) provides that limited partnerships, limited liability companies and domestic business trusts may serve as registered agents for Delaware corporations.

Sections 11-17. The amendments to these Sections eliminate masculine references in the statutes, and replace them with gender neutral references.

Section 18. The amendment to Section 151(b) clarifies that some, and not necessarily all, of the shares of a class or series of stock may be made subject to redemption. The amendment also eliminates the requirement that at the time of such redemption the corporation shall have outstanding shares of at least one class or series of stock with full voting powers which are not subject to redemption, and provides instead that it shall suffice if immediately following any such redemption the corporation has outstanding one or more shares of stock that together have full voting powers (whether or not such share or shares are redeemable).

Sections 19-32. The amendments to these Sections eliminate masculine references in the statutes, and replace them with gender neutral references.

Section 33. The amendment to Section 215(c) effects a change in the required vote for the election of members of the governing body of a nonstock corporation, so that, absent a provision to the contrary in the certificate of incorporation or bylaws, the members of the governing body shall be elected by a plurality of the votes of the members of the corporation present in person or represented by proxy at the meeting and entitled to vote thereon, rather than a majority of such members present in person or represented by proxy at the meeting and entitled to vote thereon. This conforms Section 215(c) to the provisions of Section 216(c), applicable to the election of directors of a stock corporation.

Sections 34-35. The amendments to Section 216 provide that, where a separate vote of a class or series or classes or series is required, a quorum shall be no less than one-third

of the shares entitled to vote and clarify that the rules in that section that relate to class votes apply to any vote of a class or series or classes or series.

Sections 36-42. The amendments to these Sections eliminate masculine references in the statutes, and replace them with gender neutral references.

Sections 43-44. The amendment to subsection (b) of Section 251 requiring a determination by the board of directors that a merger agreement is advisable conforms the board approval requirement in that subsection to the requirement in subsection (b)(1) of Section 242 that the board of directors declare a charter amendment advisable prior to submitting it to stockholders. The amendment to subsection (c) provides that a merger agreement may require that it be submitted to the stockholders even if the board, subsequent to its initial approval thereof, determines that the agreement is no longer advisable and recommends that the stockholders reject it. Compare Smith v. Van Gorkom, 488 A.2d 858, 887-88 (Del. Supr. 1985). The amendments are not intended to address the question whether such a submission requirement is appropriate in any particular set of factual circumstances.

Section 45. The amendment to subsection (e) of Section 252 provides that the contemporaneous amendment to Section 251(c) shall be applicable to mergers and consolidations under this section.

Section 46. The amendment to subsection (e) of Section 254 provides that the contemporaneous amendment to Section 251(c) shall be applicable to mergers and consolidations under this section.

Section 47. The amendment to this Section eliminates masculine references in the statutes, and replaces them with gender neutral references.

Section 48. The amendment to subsection (d) of Section 257 provides that the contemporaneous amendment to Section 251(c) shall be applicable to mergers and consolidations under this section.

Section 49-53. The amendments to these Sections eliminate masculine references in the statutes, and replace them with gender neutral references.

Section 54. The amendment to subsection (e) of Section 263 provides that the contemporaneous amendment to Section 251(c) shall be applicable to mergers and consolidations under this section.

Section 55. The amendment to this Section eliminates masculine references in the statutes, and replaces them with gender neutral references.

Section 56. The amendment to subsection (e) of Section 264 provides that the contemporaneous amendment to Section 251(c) shall be applicable to mergers and consolidations under this section.

Section 57-67. The amendments to these Sections eliminate masculine references in the statutes, and replace them with gender neutral references.

Sections 68-70. The amendments to Section 324 establish that the execution process it provides is available only for securities of a debtor identified on the books of the corporation and, as to certificated securities, only upon satisfaction of the requirements of Section 8-112 of Title 6, including presentation of the stock certificate(s). The amendment is intended to enhance the utility of stock of a Delaware corporation as collateral.

Sections 71-113. The amendments to these Sections eliminate masculine references in the statutes, and replace them with gender neutral references.

Section 114. This Section provides that the amendments will be effective on July 1, 1998, except for amendments pursuant to Sections 43-46, 48, 54, and 56 which will become effective with respect to agreements of merger or consolidation entered into on or after July 1, 1998.

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