Volume 8

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\$ 11 \$ 11 \$ 11 \$ 11 \$ 11 \$ 11 \$ 11 \$ 11	1:93 1:94 C. 1:95 1:96 1:97 1:98 1:99 1:100 1:101 1:102 1:103 1:104	Valid authorization FULLY PAID STATUS AND NONASSESSABILITY Terms of preferred stock and merger agreement Law Consideration—Par value —No-par shares Assign Value Pertinent jurisdictions Type of business Special laws Laws—Nonassessability Charter
\$ 11 \$ 13 \$ 13 \$ 13 \$ 13 \$ 13 \$ 13 \$ 13	1:93 1:94 C. 1:95 1:96 1:97 1:98 1:99 1:100 1:101 1:102 1:103	Valid authorization FULLY PAID STATUS AND NONASSESSABILITY Terms of preferred stock and merger agreement Law Consideration—Par value —No-par shares Assign Value Pertinent jurisdictions Type of business Special laws Laws—Nonassessability
\$ 11 \$ 13 \$ 13 \$ 13 \$ 13 \$ 13 \$ 13 \$ 13	1:93 1:94 C. 1:95 1:96 1:97 1:98 1:99 1:100 1:101 1:102	Valid authorization FULLY PAID STATUS AND NONASSESSABILITY Terms of preferred stock and merger agreement Law Consideration—Par value —No-par shares Assign Value Pertinent jurisdictions Type of business Special laws
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-	1:86	Parent bylaws
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- § 12:7 Variation for other deals
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- § 12:10 Genuineness
- § 12:11 Not an "expert"
- § 12:12 Supermajority vote
- § 12:13 Special counsel
- § 12:14 Limit on jurisdictions
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- § 13:15 Limit on jurisdictions
- § 13:16 Old certificates and back-up opinions
- § 13:17 SEC No-Action Letter
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CHAPTER 15. SHARES TO BE ISSUED WILL BE VALIDLY AUTHORIZED AND ISSUED, FULLY PAID, AND NONASSESSABLE—SHARES TO BE ISSUED UPON CONVERSION OF THE NOTES THAT ARE BEING ISSUED IN A MERGER WHERE A NEW CLASS OF STOCK IS NOT CREATED

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- $\S~15:5$ Representation in the merger agreement
- § 15:6 Officer's certificate
- § 15:7 Variations for other deals
- § 15:8 Omnibus qualification
- § 15:9 Lost certificates
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- § 15:11 Not an "expert"
- § 15:12 Supermajority vote
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§ 15:119	Scope of the company's business during purchases
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§ 15:130	Scope of the company's business
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Limit on jurisdictions
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Omnibus qualification
Lost certificates
Genuineness
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- § 27:26 Charter amendments
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- § 27:31 —Treasurer's certificate
- § 27:32 —Laws
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- § 27:34 —Bylaws
- § 27:35 —Director resolutions
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- § 27:40 —Laws
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- § 27:43 —Treasurer's certificate
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- § 27:45 Cancelled shares
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§ 27:49	Parent charter
§ 27:50	Parent bylaws
§ 27:51	Company officer election
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§ 27:53	Company incumbency
§ 27:54	Parent officer election
§ 27:55	Parent officer resignation
§ 27:56	Parent incumbency
§ 27:57	Local counsel
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§ 27:59	Charter
§ 27:60	Bylaws
§ 27:61	Listing requirements
§ 27:62	Director resolutions
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§ 27:64	Pertinent jurisdictions
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§ 27:66	Special laws
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§ 27:72	Seal
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§ 27:74	Countersignatures
§ 27:75	Countersignatures
§ 27:76	Procedure for exercise
§ 27:77	Law—Pre-emptive rights
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§ 27:81	Terms of warrants and the merger agreement
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§ 27:84	Parent charter
§ 27:85	Parent bylaws
§ 27:86	Company officer election
§ 27:87	Company officer resignation
§ 27:88	Company incumbency
§ 27:89	Parent officer election
§ 27:90	Parent officer resignation
§ 27:91	Parent incumbency
§ 27:92	Local counsel
§ 27:93	Valid authorization
§ 27:94	Registration provisions
§ 27:95	1933 Act

C. FULLY PAID STATUS AND NONASSESSABILITY

 $\S~27:96$ Terms of warrants and the merger agreement

§ 27:97	Law
§ 27:98	Consideration—Par value
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§ 27:100	Assign value
§ 27:101	Pertinent jurisdictions
§ 27:102	Type of business
§ 27:103	Special laws
§ 27:104	Laws—Nonassessability
§ 27:105	Charter
§ 27:106	Bylaws
§ 27:107	Terms of warrants and the merger agreement
§ 27:108	Related agreements
§ 27:109	Officer election
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§ 27:111	Incumbency
§ 27:112	Local counsel
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§ 27:115	Purchases and other acquisitions of shares
§ 27:116	Bylaws of the company
§ 27:117	Certificate for director resolutions
§ 27:118	Certificate for stockholder resolutions
§ 27:119	Jurisdictions in which the company was qualified when shares were purchased or otherwise acquired
§ 27:120	Scope of the company's business during purchases
§ 27:121	Verification that the description of the company's business during purchases is accurate
§ 27:122	Description of the company's business during purchases and the jurisdictions in which it was conducted
§ 27:123	Funds for purchases and other acquisitions legally available
§ 27:124	Lost certificates—No transfer agent
§ 27:125	—From transfer agent
§ 27:126	—From treasurer for the period during which no transfer agent acted
§ 27:127	Parents
§ 27:128	Parent's bylaws
§ 27:129	Incumbency of the company's officers
§ 27:130	Incumbency of parent's officers
§ 27:131	Scope of the company's business
§ 27:132	Verification that the description of the company's business is accurate
§ 27:133	Description of the company's business and the jurisdictions in which it was conducted

CHAPTER 27A. SHARES TO BE ISSUED WILL BE VALIDLY AUTHORIZED AND ISSUED, FULLY PAID, AND NONASSESSABLE—SHARES TO BE ISSUED UPON EXERCISE OF THE WARRANTS THAT ARE BEING ASSUMED IN A MERGER WHERE A NEW CLASS OF STOCK IS NOT CREATED

I. OPINION AND MEANINGS

§ 27A:1 Opinion § 27A:2 Meanings

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§ 27A:4	Public officials
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§ 27A:6	Officer's certificate
§ 27A:7	Variations for other types of warrants
§ 27A:8	Omnibus qualification
§ 27A:9	Lost certificates
§ 27A:10	Genuineness
§ 27A:11	Not an "expert"
§ 27A:12	Supermajority vote
§ 27A:13	Special counsel
§ 27A:14	Limit on jurisdictions
§ 27A:15	Old certificates and back-up opinions
§ 27A:16	SEC No-Action Letter
§ 27A:17	Assessable stock
§ 27A:18	Compliance with the merger agreement

III. PROCEDURES

§ 27A:19	Treasurer's certificate
§ 27A:20	Transfer agent's certificate
§ 27A:21	Stock books
§ 27A:22	Comparison
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§ 27A:24	Comparison
§ 27A:25	Comparison
§ 27A:26	Charter amendments
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§ 27A:28	Charter amendments
§ 27A:29	Comparison
§ 27A:30	Purchased shares
§ 27A:31	—Treasurer's certificate
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§ 27A:34	—Bylaws
§ 27A:35	—Director resolutions

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- § 27A:39 —Special laws
- § 27A:40 —Laws
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- § 27A:61 Listing requirements
- § 27A:62 Director resolutions
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- § 27A:67 Laws
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- § 27A:72 Seal
- § 27A:73 Countersignatures
- § 27A:74 Countersignatures
- § 27A:75 Countersignatures
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- § 27A:77 Law—Pre-emptive rights
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- § 27A:79 Bylaws—Pre-emptive rights
- § 27A:80 Pre-emptive rights
- § 27A:81 Terms of warrants and the merger agreement
- § 27A:82 Related agreements
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§ 27A:85	Parent bylaws
§ 27A:86	Company officer election
§ 27A:87	Company officer resignation
§ 27A:88	Company incumbency
§ 27A:89	Parent officer election
§ 27A:90	Parent officer resignation
§ 27A:91	Parent incumbency
§ 27A:92	Local counsel
§ 27A:93	Valid authorization
§ 27A:94	Registration provisions
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C. FULLY PAID STATUS AND NONASSESSABILITY

§ 27A:96	Terms of warrants and the merger agreement
§ 27A:97	Law
§ 27A:98	Consideration—Par value
§ 27A:99	—No-par shares
§ 27A:100	Assign value
§ 27A:101	Pertinent jurisdictions
§ 27A:102	Type of business
§ 27A:103	Special laws
§ 27A:104	Laws—Nonassessability
§ 27A:105	Charter
§ 27A:106	Bylaws
§ 27A:107	Terms of warrants and the merger agreement
§ 27A:108	Related agreements
§ 27A:109	Officer election
§ 27A:110	Officer resignation
§ 27A:111	Incumbency
§ 27A:112	Local counsel
§ 27A:113	Permissible consideration

IV. OFFICER'S CERTIFICATES

§ 27A:114	Number of shares issued, reserved for issuance, cancelled, and purchased
§ 27A:115	Purchases and other acquisitions of shares
§ 27A:116	Bylaws of the company
§ 27A:117	Certificate for director resolutions
§ 27A:118	Certificate for stockholder resolutions
§ 27A:119	Jurisdictions in which the company was qualified when shares were purchased or otherwise acquired
§ 27A:120	Scope of the company's business during purchases
§ 27A:121	Verification that the description of the company's business during purchases is accurate
§ 27A:122	Description of the company's business during purchases and the jurisdictions in which it was conducted
§ 27A:123	Funds for purchases and other acquisitions legally available
§ 27A:124	Lost certificates—No transfer agent
§ 27A:125	—From transfer agent
§ 27A:126	—From treasurer for the period during which no transfer agent acted
§ 27A:127	Parents

§ 27A:128	Parent's bylaws
§ 27A:129	Incumbency of the company's officers
§ 27A:130	Incumbency of parent's officers
§ 27A:131	Scope of the company's business
§ 27A:132	Verification that the description of the company's business is accurate
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	was conducted

CHAPTER 28. SHARES TO BE ISSUED WILL BE VALIDLY AUTHORIZED AND ISSUED, FULLY PAID, AND NONASSESSABLE—SHARES TO BE ISSUED UPON EXERCISE OF THE WARRANTS THAT ARE BEING ISSUED IN A MERGER WHERE A NEW CLASS OF STOCK IS CREATED

I. OPINION AND MEANINGS

- $\$ 28:1 Opinion
- § 28:2 Meanings

II. QUALIFICATIONS

- § 28:3 Local counsel
- § 28:4 Public officials
- § 28:5 Representation in the merger agreement
- § 28:6 Officer's certificate
- § 28:7 Variations for other types of warrants
- § 28:8 Omnibus qualification
- § 28:9 Lost certificates
- § 28:10 Genuineness
- § 28:11 Not an "expert"
- § 28:12 Supermajority vote
- § 28:13 Special counsel
- § 28:14 Limit on jurisdictions
- § 28:15 Old certificates and back-up opinions
- § 28:16 SEC No-Action Letter
- § 28:17 Assessable stock
- § 28:18 Compliance with the merger agreement

III. PROCEDURES

- § 28:19 Charter
- § 28:20 Charter amendment
- § 28:21 Laws
- § 28:22 Charter amendments
- § 28:23 Comparison
- § 28:24 Special laws
- § 28:25 Lost certificates
- § 28:26 Types of shares
- § 28:27 Secretary's certificate

\$ 28:28 \$ 28:29 \$ 28:30 \$ 28:31 \$ 28:32 \$ 28:33 \$ 28:34 \$ 28:35 \$ 28:35	Parent charter Parent bylaws Company officer election Company officer resignation Company incumbency Parent officer election Parent officer resignation Parent incumbency Local counsel
В.	VALID ISSUANCE
§ 28:37	Laws
§ 28:38	Charter
§ 28:39	Bylaws
§ 28:40	Listing requirements
§ 28:41	Director resolutions
§ 28:42	Stockholder resolutions
§ 28:43	Pertinent jurisdictions
§ 28:44	Type of business
§ 28:45	Special laws
§ 28:46	Laws
$\S 28:47$	Director resolutions—Organization
§ 28:48	Form of certificate
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§ 28:51	Seal
§ 28:52	Countersignatures
§ 28:53	Countersignatures
§ 28:54	Countersignatures
$\S 28:55$	Procedure for exercise
§ 28:56	Law—Pre-emptive rights
§ 28:57	Charter—Pre-emptive rights
§ 28:58	Bylaws—Pre-emptive rights
§ 28:59	Pre-emptive rights
§ 28:60	Terms of warrants and the merger agreement
§ 28:61	Related agreements
§ 28:62	Other documents
§ 28:63	Parent charter
§ 28:64	Parent bylaws
§ 28:65	Company officer election
§ 28:66	Company officer resignation
§ 28:67	Company incumbency
§ 28:68	Parent officer election
§ 28:69	Parent officer resignation
§ 28:70	Parent incumbency
§ 28:71	Local counsel
§ 28:72	Valid authorization
§ 28:73	Registration provisions
§ 28:74	1933 Act

C. FULLY PAID STATUS AND NONASSESSABILITY

 $\S~28:75$ Terms of warrants and the merger agreement

§ 28:76 Law Consideration—Par value § 28:77 § 28:78 —No-par shares § 28:79 Assign value § 28:80 Pertinent jurisdictions Type of business § 28:81 § 28:82 Special laws § 28:83 Laws—Nonassessability § 28:84 Charter § 28:85 Bylaws § 28:86 Terms of warrants and the merger agreement Related agreements § 28:87 § 28:88 Officer election § 28:89 Officer resignation § 28:90 Incumbency Local counsel § 28:91 § 28:92 Permissible consideration

IV. OFFICER'S CERTIFICATES

§ 28:93	Lost certificates—No transfer agent
§ 28:94	—From transfer agent
§ 28:95	—From treasurer for the period during which no transfer agent acted
§ 28:96	Parents
§ 28:97	Parent's bylaws
§ 28:98	Incumbency of the company's officers
§ 28:99	Incumbency of parent's officers
§ 28:100	Bylaws of the company
§ 28:101	Certificate for director resolutions
§ 28:102	Certificate for stockholder resolutions
§ 28:103	Scope of the company's business
§ 28:104	Verification that the description of the company's business is accurate
§ 28:105	Description of the company's business and the jurisdictions in which it
	was conducted

CHAPTER 29. SHARES TO BE ISSUED WILL BE VALIDLY AUTHORIZED AND ISSUED, FULLY PAID, AND NONASSESSABLE—SHARES TO BE ISSUED UPON EXERCISE OF A CLASS A WARRANT TO PURCHASE A UNIT, THE UNIT CONSISTING OF A SHARE OF COMMON STOCK AND A CLASS B WARRANT TO PURCHASE A SHARE OF COMMON STOCK

I. OPINION AND MEANINGS

§ 29:1 Opinion § 29:2 Meanings

II. QUALIFICATIONS

§ 29:3 Local counsel

§ 29:4	Public officials
§ 29:5	Representation in the warrant agreement
§ 29:6	Officer's certificate
§ 29:7	Variations for other types of warrants
§ 29:8	Omnibus qualification
§ 29:9	Lost certificates
§ 29:10	Genuineness
§ 29:11	Not an "expert"
§ 29:12	Supermajority vote
§ 29:13	Special counsel
§ 29:14	Limit on jurisdictions
§ 29:15	Old certificates and back-up opinions
§ 29:16	SEC No-Action Letter
§ 29:17	Assessable stock
§ 29:18	Compliance with the warrant agreement

III. PROCEDURES

§ 29:19	Treasurer's certificate
§ 29:20	Transfer agent's certificate
§ 29:21	Stock books
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§ 29:23	Charter
§ 29:24	Comparison
§ 29:25	Comparison
§ 29:26	Charter amendments
§ 29:27	Laws
§ 29:28	Charter amendments
§ 29:29	Comparison
§ 29:30	Purchased shares
§ 29:31	—Treasurer's certificate
§ 29:32	—Laws
§ 29:33	—Charter
§ 29:34	—Bylaws
§ 29:35	—Director resolutions
§ 29:36	—Stockholder resolutions
§ 29:37	—Prior jurisdictions
§ 29:38	—Type of business
§ 29:39	—Special laws
§ 29:40	—Laws
§ 29:41	—Agreements
§ 29:42	—Other documents
§ 29:43	—Treasurer's certificate
§ 29:44	—Comparison
§ 29:45	Cancelled shares
§ 29:46	Lost certificates
§ 29:47	Types of shares
§ 29:48	Secretary's certificate
§ 29:49	Parent charter
§ 29:50	Parent bylaws

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C. FULLY PAID STATUS AND NONASSESSABILITY

§ 29:96 Terms of warrants and the warrant agreement

Registration provisions

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§ 29:94

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§ 29:97	Law
§ 29:98	Consideration—Par value
§ 29:99	—No-par shares
§ 29:100	Assign value
§ 29:101	Pertinent jurisdictions
§ 29:102	Type of business
§ 29:103	Special laws
§ 29:104	Laws—Nonassessability
§ 29:105	Charter
§ 29:106	Bylaws
§ 29:107	Terms of warrants and the warrant agreement
§ 29:108	Related agreements
§ 29:109	Officer election
§ 29:110	Officer resignation
§ 29:111	Incumbency
§ 29:112	Local counsel
§ 29:113	Permissible consideration
IV. OF	FICER'S CERTIFICATES
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§ 29:114	Number of shares issued, reserved for issuance, cancelled, and purchased
§ 29:115	Purchases and other acquisitions of shares
§ 29:116	Bylaws of the company
§ 29:117	Certificate for director resolutions
§ 29:118	Certificate for stockholder resolutions
§ 29:119	Jurisdictions in which the company was qualified when shares were purchased or otherwise acquired
§ 29:120	Scope of the company's business during purchases
§ 29:121	Verification that the description of the company's business during purchases is accurate
§ 29:122	Description of the company's business during purchases and the jurisdictions in which it was conducted
§ 29:123	Funds for purchases and other acquisitions legally available
§ 29:124	Lost certificates—No transfer agent
§ 29:125	—From transfer agent
§ 29:126	—From treasurer for the period during which no transfer agent acted
§ 29:127	Parents
§ 29:128	Parent's bylaws
§ 29:129	Incumbency of the company's officers
§ 29:130	Incumbency of parent's officers
§ 29:131	Scope of the company's business
§ 29:132	Verification that the description of the company's business is accurate
§ 29:133	Description of the company's business and the jurisdictions in which it was conducted

CHAPTER 30. SHARES TO BE ISSUED WILL BE VALIDLY AUTHORIZED AND ISSUED, FULLY PAID, AND NONASSESSABLE—SHARES TO BE ISSUED UPON EXERCISE OF A CLASS A WARRANT TO PURCHASE A UNIT, THE UNIT CONSISTING OF A SHARE OF COMMON STOCK AND A CLASS B WARRANT, THE CLASS B WARRANT BEING EXERCISABLE FOR A SHARE OF COMMON STOCK AND A CLASS C WARRANT TO PURCHASE A SHARE OF COMMON STOCK

I. OPINION AND MEANINGS

§ 30:1 Opinion § 30:2 Meanings

II. QUALIFICATIONS

§ 30:3 Local counsel § 30:4 Public officials § 30:5 Representation in the agreement § 30:6 Officer's certificate § 30:7 Variations for mergers and other types of warrants § 30:8 Omnibus qualification § 30:9 Lost certificates § 30:10 Genuineness Not an "expert" § 30:11 Supermajority vote § 30:12 § 30:13 Special counsel § 30:14 Limit on jurisdictions Old certificates and back-up opinions § 30:15 § 30:16 SEC No-Action Letter § 30:17 Assessable stock

Compliance with the warrant agreement

III. PROCEDURES

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A. VALID AUTHORIZATION

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- § 30:32 —Laws
- § 30:33 —Charter
- § 30:34 —Bylaws
- § 30:35 —Director resolutions
- § 30:36 —Stockholder resolutions
- § 30:37 —Prior jurisdictions
- § 30:38 —Type of business
- § 30:39 —Special laws
- § 30:40 —Laws
- § 30:41 —Agreements
- § 30:42 —Other documents
- § 30:43 —Treasurer's certificate
- § 30:44 —Comparison
- § 30:45 Cancelled shares
- § 30:46 Lost certificates
- § 30:47 Types of shares
- § 30:48 Secretary's certificate
- § 30:49 Parent charter
- § 30:50 Parent bylaws
- § 30:51 Company officer election
- § 30:52 Company officer resignation
- § 30:53 Company incumbency
- § 30:54 Parent officer election
- § 30:55 Parent officer resignation
- § 30:56 Parent incumbency
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B. VALID ISSUANCE

- § 30:58 Laws
- § 30:59 Charter
- § 30:60 Bylaws
- § 30:61 Listing requirements
- § 30:62 Director resolutions
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- § 30:64 Pertinent jurisdictions
- § 30:65 Type of business
- § 30:66 Special laws
- § 30:67 Laws
- § 30:68 Director resolutions—Organization
- § 30:69 Form of certificate
- § 30:70 Execution of certificate
- § 30:71 Execution of certificate
- § 30:72 Seal
- § 30:73 Countersignatures
- § 30:74 Countersignatures
- § 30:75 Countersignatures
- § 30:76 Procedure for exercise
- § 30:77 Law—Pre-emptive rights
- § 30:78 Charter—Pre-emptive rights
- § 30:79 Bylaws—Pre-emptive rights
- § 30:80 Pre-emptive rights

§ 30:81	Terms of warrants and the warrant agreement
§ 30:82	Related agreements
§ 30:83	Other documents
§ 30:84	Parent charter
§ 30:85	Parent bylaws
§ 30:86	Company officer election
§ 30:87	Company officer resignation
§ 30:88	Company incumbency
§ 30:89	Parent officer election
§ 30:90	Parent officer resignation
§ 30:91	Parent incumbency
§ 30:92	Local counsel Valid authorization
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§ 30:94 § 30:95	Registration provisions 1933 Act
8 20:39	1955 Act
C.	FULLY PAID STATUS AND NONASSESSABILITY
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§ 30:97 § 30:98	Law Consideration—Par value
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§ 30:33	Assign value
§ 30:100	Pertinent jurisdictions
§ 30:102	Type of business
§ 30:103	Special laws
§ 30:104	Laws—Nonassessability
§ 30:105	Charter
§ 30:106	Bylaws
§ 30:107	Terms of warrants and the warrant agreement
§ 30:108	Related agreements
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IV. O	FFICER'S CERTIFICATES
§ 30:114	Number of shares issued, reserved for issuance, cancelled, and purchased
§ 30:115	Purchases and other acquisitions of shares
§ 30:116	Bylaws of the company
§ 30:117	Certificate for director resolutions
§ 30:118	Certificate for stockholder resolutions
§ 30:119	Jurisdictions in which the company was qualified when shares were purchased or otherwise acquired
§ 30:120	Scope of the company's business during purchases
§ 30:121	Verification that the description of the company's business during
-	purchases is accurate
§ 30:122	Description of the company's business during purchases and the jurisdictions in which it was conducted
§ 30:123	Funds for purchases and other acquisitions legally available

§ 30:124	Lost certificates—No transfer agent
§ 30:125	—From transfer agent
§ 30:126	—From treasurer for the period during which no transfer agent acted
§ 30:127	Parents
§ 30:128	Parent's bylaws
§ 30:129	Incumbency of the company's officers
§ 30:130	Incumbency of parent's officers
§ 30:131	Scope of the company's business
§ 30:132	Verification that the description of the Company's business is accurate
§ 30:133	Description of the company's business and the jurisdictions in which it was conducted

CHAPTER 31. SHARES TO BE ISSUED WILL BE VALIDLY AUTHORIZED AND ISSUED, FULLY PAID, AND NONASSESSABLE—SHARES TO BE ISSUED UPON EXERCISE OF THE UNDERWRITER'S PURCHASE OPTIONS TO PURCHASE SHARES OF COMMON STOCK

I. OPINION AND MEANINGS

- § 31:1 Opinion
- § 31:2 Meanings

II. QUALIFICATIONS

- § 31:3 Local counsel
- § 31:4 Public officials
- § 31:5 Representation in the agreement
- § 31:6 Officer's certificate
- § 31:7 Variations for mergers and other types of warrants
- § 31:8 Omnibus qualification
- § 31:9 Lost certificates
- § 31:10 Genuineness
- § 31:11 Not an "expert"
- § 31:12 Supermajority vote
- § 31:13 Special counsel
- § 31:14 Limit on jurisdictions
- § 31:15 Old certificates and back-up opinions
- § 31:16 SEC No-Action Letter
- § 31:17 Assessable stock
- § 31:18 Compliance with the underwriter's purchase options agreement

III. PROCEDURES

- § 31:19 Treasurer's certificate
- § 31:20 Transfer agent's certificate
- § 31:21 Stock books
- § 31:22 Comparison
- § 31:23 Charter
- § 31:24 Comparison

§ 31:25 Comparison Charter amendments § 31:26 § 31:27 Laws § 31:28 Charter amendments § 31:29 Comparison Purchased shares § 31:30 § 31:31 —Treasurer's certificate § 31:32 -Laws —Charter § 31:33 § 31:34 —Bylaws —Director resolutions § 31:35 § 31:36 —Stockholder resolutions § 31:37 —Prior jurisdictions § 31:38 —Type of business § 31:39 —Special laws § 31:40 -Laws § 31:41 —Agreements —Other documents § 31:42 —Treasurer's certificate § 31:43 § 31:44 —Comparison § 31:45 Cancelled shares § 31:46 Lost certificates § 31:47 Types of shares § 31:48 Secretary's certificate § 31:49 Parent charter § 31:50 Parent bylaws Company officer election § 31:51 § 31:52 Company officer resignation Company incumbency § 31:53 § 31:54 Parent officer election § 31:55 Parent officer resignation § 31:56 Parent incumbency § 31:57 Local counsel VALID ISSUANCE В. § 31:58 Laws § 31:59 Charter § 31:60 **Bylaws** Listing requirements § 31:61 § 31:62 Director resolutions § 31:63 Stockholder resolutions Pertinent jurisdictions § 31:64 § 31:65 Type of business Special laws § 31:66 § 31:67 Laws § 31:68 Director resolutions—Organization Form of certificate § 31:69 § 31:70 Execution of certificate § 31:71 Execution of certificate

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Seal

Countersignatures

§ 31:74	Countersignatures
§ 31:75	Countersignatures
§ 31:76	Procedure for exercise
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Valid execution
Valid delivery
Legality, et cetera
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Valid delivery

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- § 36A:5 Representation in the merger agreement
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PART X. VALIDITY OF SHARES UNDERLYING STOCK OPTIONS

CHAPTER 37. SHARES TO BE ISSUED WILL BE VALIDLY AUTHORIZED AND ISSUED, FULLY PAID, AND NONASSESSABLE—SHARES TO BE ISSUED UPON EXERCISE OF THE STOCK OPTIONS WHERE A NEW CLASS OF STOCK IS NOT CREATED

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§ 37:1 Opinion § 37:2 Meanings

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Public officials § 37:4 Representation in the agreement § 37:5 Officer's certificate § 37:6 § 37:7 Variations for other deals § 37:8 Omnibus qualification Lost certificates § 37:9 § 37:10 Genuineness § 37:11 Not an "expert" Supermajority vote § 37:12 § 37:13 Special counsel § 37:14 Limit on jurisdictions § 37:15 Old certificates and back-up opinions § 37:16 SEC No-Action Letter

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I. OPINION AND MEANINGS

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- § 37A:3 Local counsel
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- § 37A:5 Representation in the agreement
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