



SPONSOR: Sen. Gay

DELAWARE STATE SENATE
152nd GENERAL ASSEMBLY

SENATE AMENDMENT NO. 1
TO
SENATE BILL NO. 114

1 AMEND Senate Bill No. 114 by inserting the following after line 678 and before line 679 and redesignating the
2 remaining Section numbers of Senate Bill No. 114 accordingly:

3 “Section 14. Amend § 245, Title 8 of the Delaware Code by making deletions as shown by strike through and
4 insertions as shown by underline as follows:

5 § 245. Restated certificate of incorporation.

6 (c) A restated certificate of incorporation shall be specifically designated as such in its heading. It shall state, either
7 in its heading or in an introductory paragraph, the corporation’s present name, and, if it has been changed, the name under
8 which it was originally incorporated, and the date of filing of its original certificate of incorporation with the Secretary of
9 State. A restated certificate shall also state that it was duly adopted in accordance with this section. If it was adopted by the
10 board of directors without a vote of the stockholders (unless it was adopted pursuant to § 241 of this title or without a vote
11 of members pursuant to 242(b)(3) of this title), it shall state that it only restates and integrates and does not further amend
12 (except, if applicable, as permitted under § 242(a)(1) and § ~~242(b)(1)~~ 242(d)(1)(A) of this title) the provisions of the
13 corporation’s certificate of incorporation as theretofore amended or supplemented, and that there is no discrepancy between
14 those provisions and the provisions of the restated certificate. A restated certificate of incorporation may omit (a) such
15 provisions of the original certificate of incorporation which named the incorporator or incorporators, the initial board of
16 directors and the original subscribers for shares, and (b) such provisions contained in any amendment to the certificate of
17 incorporation as were necessary to effect a change, exchange, reclassification, subdivision, combination or cancellation of
18 stock, if such change, exchange, reclassification, subdivision, combination or cancellation has become effective. Any such
19 omissions shall not be deemed a further amendment.”.

20 FURTHER AMEND Senate Bill No. 114 by deleting line 679 in its entirety and inserting in lieu thereof the
21 following and redesignating the remaining Section numbers of Senate Bill No. 114 accordingly:

22 “Section 15. Sections 1 through 8, 11, 12, and 14 take effect on August 1, 2023.”.

SYNOPSIS

This Amendment makes a conforming amendment to § 245 of Title 8 to correct a cross-reference based on an amendment to § 242(b)(1) of Title 8 made by Senate Bill No. 114.

Author: Senator Gay