

VIRGINIA ACTS OF ASSEMBLY -- 1994 SESSION

CHAPTER 710

An Act to amend and reenact § 13.1-723 of the Code of Virginia, relating to corporate sale of assets.

[H 643]

Approved April 10, 1994

Be it enacted by the General Assembly of Virginia:

1. That § 13.1-723 of the Code of Virginia is amended and reenacted as follows:

§ 13.1-723. Sale of assets in regular course of business, mortgage of assets and transfers to subsidiaries.

A. A corporation may, *under the terms and conditions and for the consideration determined by the board of directors:*

1. Sell, lease, exchange, or otherwise dispose of all, or substantially all, of its property in the usual and regular course of business; ~~or;~~

2. Mortgage, pledge, or dedicate to the repayment of indebtedness, whether with or without recourse, or otherwise encumber any or all of its property whether or not in the usual and regular course of business ~~on the terms and conditions and for the consideration determined by the board of directors. ; or~~

3. *Transfer any or all of its property to a corporation all the shares of which are owned by the corporation, provided that a corporation that does not have more than 300 shareholders of record may not make transfers pursuant to this subdivision.*

B. Unless the articles of incorporation require it, approval by the shareholders of a transaction described in subsection A of this section is not required.