§ 55-10-02. Amendment by board of directors.

Unless the articles of incorporation provide otherwise, a corporation's board of directors may adopt any of the following amendments to the corporation's articles of incorporation without shareholder approval:

(1) Reserved for future codification purposes.

(2) To delete the names and addresses of the initial directors.

(3) To delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the Secretary of State.

(4) If the corporation has only one class of shares outstanding, to do any of the following:

a. Change each issued and unissued authorized share of the class into a greater number of whole shares of the class.

b. Increase the number of authorized shares of the class to the extent necessary to permit the issuance of shares as a share dividend.

(5) To change the corporate name.

(5a) To reflect a reduction in authorized shares pursuant to G.S. 55-6-31(b) when the corporation has acquired its own shares and the articles of incorporation prohibit the reissue of the acquired shares.

(5b) To delete a class of shares from the articles of incorporation in either of the following circumstances:

a. If, as a result of the operation of G.S. 55-6-31(b), there are no remaining authorized shares of the class because the corporation has acquired all authorized shares of the class and the articles of incorporation prohibit the reissue of the acquired shares.

b. If, under G.S. 55-6-02, the articles of incorporation authorized the board of directors to create the class and no shares of the class or rights to acquire shares of the class are outstanding.

(6) To make any other change expressly permitted by this Chapter to be made without shareholder approval. (1893, c. 380; 1899, c. 618; 1901, c. 2, ss. 28, 29, 30, 37; 1903, c. 510; Rev., ss. 1174, 1175, 1178; C.S., ss. 1130, 1131; 1925, c. 118, ss. 1, 2a; 1927, c. 142; 1931, c. 243, ss. 4, 5; 1933, c. 100, ss. 7, 8; 1941, c. 97, s. 5; G.S., ss. 55-30, 55-31; 1953, c. 54; c. 119, ss. 1, 2; 1955, c. 1371, s. 1; 1959, c. 1316, s. 25; 1973, c. 469, s. 30; 1989, c. 265, s. 1; 2005-268, s. 13; 2021-106, s. 4(a); 2023-130, s. 3(a).)