

(1) The certificate of incorporation, and any other instrument to be filed before the election of the initial board of directors if the initial directors were not named in the certificate of incorporation, shall be signed by the incorporator or incorporators (or, in the case of any such other instrument, such incorporator's or incorporators' successors and assigns). ■ If any incorporator is not available by reason of death, incapacity, unknown address, or refusal or neglect to act, then any such other instrument may be signed, with the same effect as if such incorporator had signed it, by any person for whom or on whose behalf such incorporator, in executing the certificate of incorporation, was acting directly or indirectly as employee or agent, provided that such other instrument shall state (that such incorporator is not available and the reason therefor), (that such incorporator in executing the certificate of incorporation was acting directly or indirectly as employee or agent for or on behalf of such person), and (that such person's signature on such instrument is otherwise authorized and not wrongful).

(2) All other instruments shall be signed:

- a. By any authorized officer of the corporation; or
- b. If it shall appear from the instrument that there are no such officers, then by a majority of the directors or by such directors as may be designated by the board; or
- c. If it shall appear from the instrument that there are no such officers or directors, then by the holders of record, or such of them as may be designated by the holders of record, of a majority of all outstanding shares of stock; or
- d. By the holders of record of all outstanding shares of stock.