§ 5010. Share distributions and changes. 1. A corporation may make pro rata distributions of its authorized but unissued shares to holders of any class or series of its outstanding shares, subject to the following conditions:

(a) Such shares shall be issued at not less than the par value thereof and there shall be transferred to capital stock at the time of such distribution an amount of undivided profits or surplus equal to the aggregate par value of such shares.

(b) A distribution of shares of any class or series may be made only to holders of the same class or series of shares unless the organization certificate permits distribution, subject to the preemptive rights of holders of any outstanding shares, to holders of another class or series or unless such distribution is authorized, when there are no outstanding preemptive rights, by the affirmative vote or the written consent of the holders of a majority of the outstanding shares of the class or series to be distributed.

2. A corporation making a pro rata distribution of authorized but unissued shares to the holders of any class or series of outstanding shares may at its option make an equivalent distribution upon treasury shares of the same class or series, and any shares so distributed shall be treasury shares.

3. A change of issued shares of any class which increases the aggregate par value of those shares may be made if the sum of the undivided profits and surplus of the corporation is sufficient to permit the transfer, and a transfer is concurrently made, from undivided profits or surplus to capital stock, of an amount equal to such increase.