

MAINE STATE LEGISLATURE

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STATE OF MAINE

REPORT

OF THE

ATTORNEY-GENERAL

FOR THE TWO YEARS ENDING

NOVEMBER 30, 1914.

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1915

CORPORATIONS.—APPOINTMENT OF ATTORNEY
BY FOREIGN CORPORATIONS.

8th July 1914.

Hon. J. E. Alexander, Secretary of State, Augusta, Maine.

DEAR SIR: In relation to the inquiry of Francis B. Sanford as to whether or not joint stock companies are required to appoint an attorney in this State before doing business in this State under Chapter 152 of the Laws of 1911 governing foreign corporations, I have examined the statutes and authorities which seem to be pertinent in the matter and am of the opinion that joint stock companies organized under the laws of New York State are not subject to the provisions above referred to.

They are recognized in New York as partnerships with certain characteristics of corporations only, and are also looked upon in the same light by the Courts of this State, as appears in *People vs. Coleman*, 133 N. Y., 279, and *Frost vs. Walker*, 60 Maine, 468.

The discussion of the nature of joint stock companies in *Edwards vs. Warren Lin etc.*, 168 Mass., 564, seems applicable to the conditions existing under our own statute. In other words, a joint stock company in this state is not regarded as a separate entity from its members; and I am of the opinion that our Courts would not recognize it as an organization entitled to be treated as a corporate body nor could one organized in New York exercise any of the privileges conferred upon it by the laws of that state within its jurisdiction.

It seems to me that the persons making up the company would do business in this State as individuals, bound of course, by the ordinary contractual relations governing joint stock companies. This together with the fact that our statute does not in terms include anything but corporations leads me to think that it was not the intent of the legislature to impose the conditions of the above act upon joint stock companies. I am, therefore, of the opinion that they are not obliged to observe any other requirements than individuals are required to observe in doing the same kind of business in this State.

Very sincerely,

SCOTT WILSON,

Attorney General.