

# MAINE STATE LEGISLATURE

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February 21, 1922

To Hon. Frank W. Ball, Secretary of State  
Re: Corporations - Sale of own Securities

You ask whether a foreign corporation which enters this State for the sole purpose of selling its own securities, and not to engage in the business for which it was incorporated, comes under the provisions of Sections 107 to 114 of Chapter 51 of the Revised Statutes, which require the appointment of a resident attorney, to file copies of its charter, by-laws, etc., and the payment of a franchise tax.

The statute in question, so far as I am able to find, has never received judicial construction in this State, and we are therefore obliged to look to decisions of other jurisdictions having statutes somewhat similar to ours, and a study of such cases leads me to the opinion that a foreign corporation is not "doing business" in this State within the meaning of the statute by merely selling its own securities and not engaging in the business for which it is incorporated. Payson v. Withers, 19 Fed. Cases, 29-30; Bartlett v. Insurance Company, 18 Kansas 369; First National Bank v. Leeper, 121 Mo. App. 268; Wildwood Pavilion Company v. Hamilton, 15 Pa. Superior Court, 389.

Your question is therefore answered in the negative.

William H. Fisher  
Deputy Attorney General