

# MAINE STATE LEGISLATURE

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STATE OF MAINE  
DEPARTMENT OF THE ATTORNEY GENERAL  
AUGUSTA, MAINE 04333

May 9, 1979

James Henderson, Deputy  
Secretary of State  
State Office Building  
Augusta, Maine 04333

Dear Deputy Henderson:

This is in response to your request for the opinion of this office as to whether the Quebec Sugar Refinery, a Crown corporation of the Province of Quebec, must register under either the Maine Business Corporation Act (hereinafter Title 13-A) or the Maine Nonprofit Corporation Act (hereinafter Title 13-B) as a foreign corporation in order to engage in business in the State of Maine.

I have obtained additional information from Stephen Beale, Esq., local counsel for the refinery as to the actual extent of past and anticipated activity of the refinery within the State. (His letter is attached.) Mr. Beale has informed me that the refinery has purchased, through a Chapter XI proceeding auction, the bulk of the sugar beet refinery equipment formerly owned by the now-bankrupt Triple-A Sugar Company located at Easton, Maine. He has further informed me that the Quebec Sugar Refinery has no intentions of conducting any sugar refining operations with the State, but intends only to remove the property it has acquired to the refinery's principal plant at Mont St-Hilaire, Quebec.

Under the Maine corporate laws, this corporation is something of an anomaly. It is established to generate a profit, but the profit is paid into the consolidated revenue fund and belongs to the Province of Quebec. The corporation is apparently not authorized to issue stock. It has similarities to both "quasi-public" corporations, as defined by 13-A M.R.S.A. §404(3), and nonprofit corporations, as defined by 13-B M.R.S.A. §102(9). There is, however, no need to determine the proper label, if any, for the Quebec Sugar Refinery. Whether it is determined to be a corporate entity governed by Title 13-A or Title 13-B, both Titles exempt from the foreign corporation filing requirement those corporations whose activities in the State are limited solely to

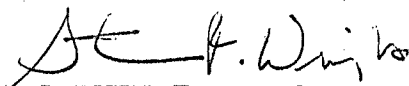
[e]ffecting a transaction in interstate or foreign commerce; [or] Conducting within this State an isolated transaction which is completed within a period of 30 days and which is not in the course of a series or number of repeated transactions.

13-A M.R.S.A. §1201(3)(F), (H); 13-B  
M.R.S.A. §1201(2)(E), (F).

From a review of the material submitted by the refinery, it appears that the refinery's acquisition of this equipment was clearly effecting a transaction in foreign commerce. Further, the acquisition was the result of a single successful bid at the auction of the equipment, clearly a transaction completed within 30 days. All that remains is for the refinery to remove the equipment it has acquired. From these facts, we conclude that the Quebec Sugar Refinery is exempt from the filing requirements under either Title 13-A or Title 13-B.

I hope this information will be of help to you. If you need further assistance, please do not hesitate to contact me.

Sincerely,



STEVEN F. WRIGHT  
Assistant Attorney General

SFW/vt