

MAINE STATE LEGISLATURE

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SEVENTY-FOURTH LEGISLATURE

SENATE.

No. 21

STATE OF MAINE.

IN THE YEAR OF OUR LORD ONE THOUSAND NINE
HUNDRED AND NINE.

AN ACT in respect to Foreign Corporations.

*Be it enacted by the Senate and House of Representatives in
Legislature assembled, as follows:*

Section 1. Every corporation established under laws
2 other than those of this State for any lawful purpose other
3 than as a bank, savings bank, trust company, surety com-
4 pany, safe deposit company, insurance company or public
5 service company, which has a usual place of business in
6 this State, or which is engaged in business in this State
7 permanently or temporarily, without a usual place of busi-
8 ness therein, shall before doing business in this State, in
9 writing appoint the secretary of State and his successor
10 in office to be its true and lawful attorney upon whom

11 all lawful processes in any action or proceeding against it
12 may be served, and in such writing shall agree that any
13 lawful process against it which is served on said attorney
14 shall be of the same legal force and validity as if served
15 on it, and that the authority shall continue in force so long
16 as any liability remains outstanding against it in this State.
17 The power of attorney and a copy of the vote authorizing
18 its execution, duly certified and authenticated, shall, upon
19 payment of a fee of ten dollars, be filed in the office of the
20 secretary, and copies certified by him shall be sufficient
21 evidence thereof. Service of such process shall be made
22 by leaving a copy of the process and a fee of two dollars
23 in the hands or in the office of the secretary, and such
24 service shall be sufficient service upon the corporation.

Sect. 2. When legal process against any such corporation
2 has been served upon the secretary, he shall immediately
3 give notice to the corporation of such service by mail, post-
4 age prepaid, directed, in the case of a corporation established
5 in a foreign country, to the resident manager, if any, in
6 the United States; and shall, within two days after such
7 service, in the same manner forward a copy of the process
8 served upon him to such corporation or manager, or to
9 any other person designated by the corporation by written
10 notice filed in the office of the secretary. The fee of two
11 dollars paid by the plaintiff to the secretary at the time of
12 the service shall be taxed in his costs, if he prevails in the
13 suit. The secretary shall keep a record of the day and
14 hour of the service of all such processes.

Sect. 3. Every such foreign corporation, before transact-
2 ing business in this State, shall, upon payment of the fee
3 hereinafter provided, file with the secretary of State a copy
4 of its charter, articles or certificate of incorporation, certi-
5 fied under the seal of the state or country in which such
6 corporation is incorporated by the secretary of State thereof
7 or by the officer having charge of the original record there-
8 in, a true copy of its by-laws, and a certificate in such form
9 as the secretary of State may require, setting forth (a) the
10 name of the corporation; (b) the location of its principal
11 office; (c) the names and addresses of its president, treas-
12 urer, clerk or secretary and of the members of its board
13 of directors; (d) the date of its annual meeting for the
14 election of officers; (e) the amount of its capital stock,
15 authorized and issued, the number and par value of its
16 shares, and the amount paid in thereon to its treasurer.
17 Said certificate shall be subscribed and sworn to by its pres-
18 ident, treasurer or clerk. The officers and directors of
19 such corporation shall be subject to the same penalties and
20 liabilities for false and fraudulent statements and returns
21 as officers and directors of a domestic corporation. Every
22 officer of such a corporation which fails to comply with the
23 requirements of this section and of sections one and six,
24 and every agent thereof who transacts business as such in
25 this State shall, for such failure, be liable to a fine of not
26 more than five hundred dollars. Such failure shall not
27 affect the validity of any contract with such corporation,
28 but no action shall be maintained or recovery had in any

29 of the courts of this State by any such foreign corporation
30 so long as its fails to comply with the requirements of said
31 sections.

Sect. 4. The secretary of State shall refuse to accept or
2 file the charter, certificate or other papers of, or accept
3 appointment as attorney for service for, any such corpo-
4 ration which does a business in this State the transaction
5 of which by domestic corporations is not then permitted
6 by the laws of this State.

Sect. 5. All such foreign corporations shall, within thirty
2 days after the payment in of an increase of capital stock,
3 upon payment of the fee hereinafter provided, file in the
4 office of the secretary of State a certificate of the amount
5 of such increase and the fact of such payment, signed and
6 sworn to by its president, treasurer or clerk. Within thirty
7 days after the vote of such corporation authorizing a reduc-
8 tion of its capital stock, a copy of such vote, signed and
9 sworn to by the clerk of the corporation, shall, upon pay-
10 ment of the fee hereinafter provided, be filed in the office
11 of the secretary of State.

Sect. 6. Every such foreign corporation shall annually,
2 within thirty days after the date fixed for its annual meet-
3 ing last preceding the date of such certificate, or within
4 thirty days after the final adjournment of said meeting, but
5 not more than three months after the date so fixed for said
6 meeting, prepare and file in the office of the secretary of
7 State, upon payment of a fee of ten dollars, a certificate
8 signed and sworn to by its president, treasurer or clerk

9 showing the change or changes, if any, in the particulars
10 included in the certificate required by section three made
11 since the filing of said certificate or of the last annual report.

Sect. 7. Any such foreign corporation which omits to
2 file the certificate required by section six, shall forfeit to the
3 State not less than five nor more than ten dollars for each
4 day for fifteen days after the expiration of the period there-
5 in named, and not less than ten nor more than two hundred
6 dollars for each day thereafter, during which such omis-
7 sion continues.

Sect. 8. The secretary of State, upon the failure of any
2 such corporation to file the certificate required by section
3 six, shall forthwith notify such corporation, and the notice
4 shall contain a copy of this and the two preceding sections.

Sect. 9. The officers of such foreign corporations shall
2 be jointly and severally liable for all the debts and contracts
3 of the corporation contracted or entered into while they are
4 officers thereof, if any statement or report which is required
5 by the provisions of this act is made by them which is false
6 in any material representation and which they know to be
7 false; but only the officers who sign such statement or report
8 shall be so liable.

Sect. 10. This act shall take effect when approved.