
SEVENTY-FIFTH LEGISLATURE

SENATE

NO. 226

In Senate March 21, 1911.

Reported by Mr. Staples from Committee on Judiciary and ordered printed under joint rules.

W. C. HANSON, Secretary.

STATE OF MAINE

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

AN ACT imposing an annual license fee upon foreign corporations and repealing chapter one hundred thirteen of the Public Laws of 1909.

Be it enacted by the People of the State of Maine, as follows:

Section 1. Chapter 113 of the Public Laws of 1909 is hereby repealed and the following enacted in its stead:

‘Section 1. Every corporation established under laws other than those of this state for any lawful purpose other than as a bank, savings bank, trust company, surety company, safe deposit company, insurance company or public service company, which has a usual place of business in this state or which is engaged in business in this state permanently or temporarily, without a usual place of business therein, shall before doing business in this state, in writing appoint a resi-

11 dent of the state having an office or place of business therein
12 to be its true and lawful attorney upon whom all lawful
13 processes in any action or proceedings against it may be
14 served, and in such writing, which shall set forth said attor-
15 ney's place of residence, shall agree that any lawful process
16 against it which is served on said attorney shall be of the
17 same legal force and validity as if served on it, and that the
18 authority shall continue in force so long as any liability re-
19 mains outstanding against it in this state. The power of
20 attorney and a copy of the vote authorizing its execution,
21 duly certified and authenticated, shall, upon payment of a
22 fee of ten dollars, be filed in the office of the secretary of
23 state and copies certified by him shall be sufficient evidence
24 thereof. Service of such process shall be made by leaving
25 a copy of the process in the hands or in the office of the said
26 attorney, and such service shall be sufficient service upon
27 the corporation. Such appointment shall continue in force
28 until revoked by an instrument in writing designating in a
29 like manner some other person upon whom such process may
30 be served. Such instrument shall be filed in the manner
31 provided herein for the original appointment and shall be
32 accompanied by a fee of five dollars payable to the Secretary
33 of State.

Sect. 2. Every such foreign corporation before transact-
2 ing business in this state, shall, upon payment of a fee of
3 ten dollars which is in addition to the fee provided in Sec-
4 tion 1 of this act, file with the secretary of state a copy of

5 its charter, articles or certificate of incorporation, certified
6 under the seal of the state or country in which such corpora-
7 tion is incorporated by the secretary of state thereof or by
8 the officer having charge of the original record therein, a
9 true copy of its by-laws and a certificate in such form as the
10 secretary of state may require, setting forth:

(a) The name of the corporation;
(b) The location of its principal office;
(c) The names and addresses of its president, treasurer,
14 clerk or secretary and of the members of its board of di-
15 rectors;

(d) The date of its annual meeting for the election of
17 officers;

(e) The amount of its capital stock, authorized and is-
19 sued, the number and par value of its shares and the amount
20 paid in thereon to its treasurer. Said certificates shall be
21 subscribed and sworn to by its president, treasurer or clerk.
22 The officers and directors of such corporation shall be subject
23 to the same penalties and liabilities for false and fraudulent
24 statements and returns as officers and directors of a domes-
25 tic corporation. Every officer of such a corporation which
26 fails to comply with the requirements of this section and of
27 sections one and five and every agent thereof who transacts
28 business as such in this State shall, for such failure, be lia-
29 ble to a fine of not more than five hundred dollars. Such
30 failure shall not affect the validity of any contract with such
31 corporation, but no action shall be maintained or recovery

32 had in any of the courts of this state by any such foreign
33 corporation so long as it fails to comply with the require-
34 ments of said sections.

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

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

Sect. 5. Every such foreign corporation shall annually,
2 on or before the first day of March, pay to the state treas-
3 urer for the use of the state a license fee of ten dollars. It
4 shall also annually within thirty days after the date fixed
5 for its annual meeting, or within thirty days after the final
6 adjournment of said meeting, but not more than three
7 months after the date fixed for said meeting, prepare and
8 file in the office of the secretary of state, a certificate signed

9 and sworn to by its president, treasurer or clerk, showing
10 the change or changes, if any, in the particulars included in
11 the certificate required by section two made since the filing
12 of said certificate or of the last annual report. If no changes
13 have occurred, a certificate to that effect shall be sufficient.

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

Sect. 7. The secretary of state upon the failure of any
2 such corporation to file the certificate required by section
3 five shall forthwith notify such corporation, and the notice
4 shall contain a copy of this and the two preceding sections,
5 but failure on the part of the secretary of state to so notify
6 shall not relieve any corporation of any of the duties or lia-
7 bilities imposed thereon by this act.

Sect. 8. The officers of such foreign corporations shall be
2 jointly and severally liable for all the debts and contracts of
3 the corporation contracted or entered into while they are
4 officers thereof, if any statement or report which 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 re-
8 port shall be so liable.'