

MAINE STATE LEGISLATURE

The following document is provided by the
LAW AND LEGISLATIVE DIGITAL LIBRARY
at the Maine State Law and Legislative Reference Library
<http://legislature.maine.gov/lawlib>



Reproduced from scanned originals with text recognition applied
(searchable text may contain some errors and/or omissions)

NEW DRAFT

EIGHTY-SECOND LEGISLATURE

S. P. No. 595

S. D. No. 261

In Senate, March 27, 1925.

Reported by Senator Maher from Committee on Judiciary
and laid on table to be printed under joint rules.

ROYDEN V. BROWN, Secretary.

STATE OF MAINE

IN THE YEAR OF OUR LORD ONE THOUSAND NINE
HUNDRED AND TWENTY-FIVE

AN ACT to Amend Certain Acts Relating to Corporations

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

Section 1. Section nine of chapter fifty-one of the revised
2 statutes, is hereby amended by striking out all of said sec-
3 tion and inserting in place thereof, the following:

‘Sect. 9. Before commencing business the president, treas-
2 urer, and majority of the directors shall prepare a certifi-
3 cate setting forth the name and purposes of the corpora-
4 tion, the amount of capital stock, the amount already paid
5 in, the par value of the shares, the names and residences
6 of the owners, the name of the county where it is located,

7 and the number and names of the directors, and the name
8 and residence of the clerk and shall sign and make oath
9 to it; and after it has been examined by the attorney gen-
10 eral, and been by him certified to be properly drawn and
11 signed and to be conformable to the constitution and laws,
12 it shall be recorded in the registry of deeds in the county
13 where said corporation is located, in a book kept for that
14 purpose, and within sixty days after the day of the meet-
15 ing at which such corporation is organized, a copy thereof
16 certified by such register shall be filed in the secretary of
17 state's office, who shall enter the date of filing thereon, and
18 on the original certificate to be kept by the corporation,
19 and shall record said copy in a book kept for that purpose.
20 The oath to said certificate may be made outside the state
21 before a notary public, or a commissioner appointed by the
22 governor to take acknowledgments of deeds in other states
23 by any subscriber to said certificate who was actually pres-
24 ent in the state at the meeting for the organization of the
25 corporation. All certificates verified prior to the fourth
26 day of July, nineteen hundred and fifteen, outside the state
27 before a notary public or such commissioner shall be deemed
28 to comply with this section. Before said certificate is filed
29 in the office of the secretary of state, when the amount of
30 capital stock does not exceed ten thousand dollars, such
31 corporation shall pay to the secretary of state for the use
32 of the state the sum of ten dollars; when the amount of
33 the capital stock exceeds ten thousand dollars and does not

34 exceed five hundred thousand dollars, it shall pay to the
35 secretary of state for the use of the state, the sum of fifty
36 dollars; when the amount of the capital stock exceeds five
37 hundred thousand dollars, it shall pay to the secretary of
38 state for the use of the state ten dollars for each one hun-
39 dred thousand dollars of the capital stock.'

Sect. 2. Section forty-one of the same chapter, as amend-
2 ed by chapter twenty-eight of the public laws of nineteen
3 hundred twenty-one, is hereby further amended by striking
4 out all of said section, and inserting in place thereof the
5 following:

'Sect. 41. If the stockholders of any corporation hereto-
2 fore or hereafter created by special charter and not charged
3 with the performance of any public duty, or organized un-
4 der the general laws of the state, find that the amount of
5 its capital stock is insufficient for the purposes for which
6 said corporation is organized, or that the number of its
7 directors is inconvenient for the transaction of its business,
8 or that its purposes are inadequate, the stockholders at any
9 annual or special meeting, the call for which shall give
10 notice of the proposed change, may, by a vote representing
11 a majority of the stock issued, increase the amount of its
12 capital stock to any amount, change the number of its di-
13 rectors, and change its purposes by altering, abridging or
14 enlarging the same, and the corporation shall file a certifi-
15 cate setting forth such changes with the secretary of state
16 who shall duly record the same, within twenty days there-

17 after, and thereupon said vote shall take effect; provided,
18 that all certificates of change of purposes shall be submit-
19 ted to the attorney general for examination and shall not
20 be filed until it has been certified by him to be properly
21 drawn and signed and to be conformable to the constitu-
22 tion and laws and that he is satisfied that such changes
23 are made in good faith and not for the purpose of avoiding
24 payment of fees or taxes to the state. When the capital
25 stock is increased from ten thousand dollars or less to not
26 exceeding five hundred thousand dollars, the corporation
27 shall pay to the secretary of state for the use of the state
28 the sum of forty dollars. When the capital stock is in-
29 creased to any amount exceeding five hundred thousand
30 dollars, it shall pay to the secretary of state for the use
31 of the state the sum of ten dollars for each one hundred
32 thousand dollars of such increase. For every change of
33 purposes the corporation shall pay to the secretary of state
34 for the use of the state the sum of twenty dollars before
35 he shall be authorized to receive any certificate of change
36 of purposes or increase of capital stock. The provisions
37 of this section with reference to change of corporate pur-
38 poses shall not apply to specially chartered corporations.'

Sect. 3. Section forty-two of the same chapter is amended
2 by striking out all of said section, and inserting in place
3 thereof the following:

'Sect. 42. Whenever any corporation created by special
2 act of the legislature and charged with the performance of

3 any public duty, or organized for any of the purposes enu-
4 merated in section six which are not subject to fees of a
5 like kind to those herein provided, increases its capital stock.
6 it shall pay to the secretary of state, for the use of the
7 state, the following fees before it shall be authorized to
8 receive any certificate of any increase of capital stock:
9 When the capital stock is increased from five thousand dol-
10 lars or less to not exceeding ten thousand dollars, the cor-
11 poration shall pay the sum of twenty-five dollars; when the
12 capital stock is increased from ten thousand dollars to not
13 exceeding fifty thousand dollars, it shall pay the sum of
14 fifty dollars; when the capital stock is increased from fifty
15 thousand dollars to not exceeding one hundred thousand
16 dollars, it shall pay the sum of one hundred dollars; when
17 the capital stock is increased to any amount exceeding one
18 hundred thousand dollars, it shall pay seventy-five dollars
19 upon every one hundred thousand dollars or fraction there-
20 of, in excess of one hundred thousand.'

Sect. 4. Section one hundred eleven of the same chapter
2 is hereby amended by striking out the word "treasurer"
3 in the third line and inserting in place thereof the word
4 'secretary,' so that said section, as amended, shall read as
5 follows:

'Sect. III. Every such foreign corporation shall annually,
2 on or before the first day of March, pay to the secretary
3 of state for the use of the state a license fee of ten dollars.
4 It 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
11 in the certificate required by section one hundred and eight
12 made since the filing of said certificate or of the last an-
13 nual report. If no changes have occurred, a certificate to
14 that effect shall be sufficient.'

Sect. 5. Section one hundred eighteen of chapter one
2 hundred forty-four of the public laws of nineteen hundred
3 seventeen, as amended by chapter two hundred twenty-four
4 of public laws of nineteen hundred twenty-one, is hereby
5 further amended by adding after the word "stock" in the
6 fourth line thereof the words 'and upon paying the fee pro-
7 vided for recording the notice of a change in the charter
8 or certificate of organization,' so that said section, as amend-
9 ed, shall read as follows:

'Sect. 118. Any corporation, the organization of which is
2 authorized under this chapter, having outstanding shares
3 with par value, may, at a meeting duly called and held for
4 the purpose, by vote of the holders of two-thirds of its out-
5 standing stock, and upon paying the fee provided for re-
6 cording the notice of a change in the charter or certificate
7 of organization, change such shares or any class thereof
8 into an equal number of shares without par or face value,

9 or provide for the exchange thereof pro rata for an equal
10 or different number of shares without par or face value,
11 provided the preferences, rights, limitations, privileges and
12 restrictions lawfully granted or imposed with respect to the
13 outstanding shares, so changed or exchanged, shall not be
14 impaired, diminished or changed without the consent of all
15 the holders thereof, such preferences, rights, limitations,
16 privileges and restrictions, however, to be expressed in dol-
17 lars or cents per share rather than by reference to par or
18 face value.'

Sect. 6. Section one hundred twenty of chapter two hun-
2 dred twenty-four of the public laws of nineteen hundred
3 twenty-one, is hereby amended by striking out all of said
4 section, and inserting in place thereof, the following:

'Sect. 120. Before filing the certificate of incorporation
2 or any certificate of increase in the number of shares of
3 a corporation having shares without nominal or par value,
4 there shall be paid to the secretary of state for the use of
5 the state one cent per share on all shares authorized in ex-
6 cess of the last prior authorization, but in no case less than
7 ten dollars. The amount of the annual franchise tax to
8 be paid to the state in the case of such corporations shall
9 be five mills per share on all shares authorized, but in no
10 case less than ten dollars.'