

# MAINE STATE LEGISLATURE

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# EIGHTY-FOURTH LEGISLATURE

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**House Document**

**No. 120**

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H. P. 409      House of Representatives, January 31, 1929.

Referred to Committee on Judiciary and 500 copies ordered printed. Sent up for concurrence.

CLYDE R. CHAPMAN, Clerk.

Presented by Mr. Williamson of Augusta.

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## STATE OF MAINE

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

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AN ACT Relating to the Consolidation of Corporations.

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

Section sixty of chapter fifty-one of the revised statutes  
2 of nineteen hundred and sixteen is hereby amended by add-  
3 ing thereto the following:

“To effect a consolidation hereunder any two or more cor-  
2 porations organized under the provisions of this chapter,  
3 or existing under the laws of this state, may enter into an  
4 agreement duly authorized by a majority of the directors  
5 of the respective corporations, and signed by the duly au-  
6 thorized officers, and under the respective seals of said  
7 corporations, prescribing the terms and conditions of the

8 consolidation, the mode of carrying the same into effect,  
9 whether or not the consolidated corporation shall be one  
10 of the constituent corporations or a new corporation cre-  
11 ated by such consolidation, and stating in such altered form  
12 as the circumstances of the case may require such other  
13 facts as are necessary to be set out in the certificate of or-  
14 ganization of corporations organized under this chapter and  
15 as are pertinent in the case of a consolidation, the manner  
16 of converting the capital stock of each of such consolidat-  
17 ing corporations into the stock or obligations of such con-  
18 solidated corporations together with such other provisions  
19 and details as shall be deemed necessary to perfect the con-  
20 solidation. Said agreement shall be acknowledged by one of  
21 the executing officers of each of the consolidating corpora-  
22 tions before an officer authorized by the laws of this state  
23 to take acknowledgments of deeds, to be the respective act,  
24 deed and agreement of each of said corporations.

Subject to provisions of by-laws with reference to closing  
2 stock books prior to stockholders' meetings, said consolida-  
3 tion agreement shall be submitted to the stockholders of  
4 record of each corporation at a meeting thereof called sep-  
5 arately for the purpose of taking the same into considera-  
6 tion, and at said meeting a vote in person or by proxy shall  
7 be taken for the adoption or rejection of said agreement,  
8 and if the votes of stockholders of each corporation repre-  
9 senting a majority of the voting power, on a proposal to  
10 consolidate said corporation with another, shall be for the

11 adoption of said agreement, then, that fact shall be certified  
12 on said agreement by the clerk or secretary of each corpora-  
13 tion and the agreement so signed, acknowledged, adopted  
14 and certified, after it has been examined by the attorney  
15 general, and been by him certified to be properly drawn and  
16 signed and to be conformable to the constitution and laws  
17 of this state, shall be recorded in the registry of deeds in  
18 the county where the said consolidated corporation is lo-  
19 cated, and within sixty days after the day of the meeting  
20 at which said consolidation agreement is adopted by the  
21 stockholders, a copy thereof certified by such register shall  
22 be filed in the office of the secretary of state, who shall en-  
23 ter the date of filing thereon, and on the original agreement,  
24 certified as aforesaid, to be kept by the consolidated cor-  
25 poration, and shall record said copy. From the time of  
26 filing the copy of such agreement in the office of the sec-  
27 retary of state, said agreement shall be taken and deemed  
28 to be the agreement and act of consolidation of the said  
29 corporations and said original consolidation agreement or  
30 a certified copy thereof shall be evidence of the existence  
31 of such consolidated corporation and of the observance and  
32 performance of all acts and conditions necessary to have  
33 been observed and performed precedent to such consolida-  
34 tion. When said agreement is so signed, acknowledged,  
35 adopted, recorded and filed, the separate existence of all  
36 of the constituent corporations, or all of such constituent  
37 corporations except the one into which such constituent

38 corporations shall have been consolidated shall cease, and  
39 the constituent corporations shall become a new corpora-  
40 tion or be merged into one such constituent corporation, as  
41 the case may be, by the name provided in said agreement,  
42 possessing all the rights, privileges, powers, franchises and  
43 immunities as well of a public as of a private nature, and  
44 being subject to all the liabilities, restrictions and duties of  
45 each of such corporations so consolidated and all and  
46 singular the rights, privileges, powers, franchises and im-  
47 munities of each of said corporations, and all property, real,  
48 personal and mixed, and all debts due to any of said con-  
49 stituent corporations on whatever account, and all other  
50 things in action of or belonging to each of said corporations,  
51 shall be vested in the new or consolidated corporation;  
52 and all property, rights, privileges, powers, franchises and  
53 immunities, and all and every other interest shall be there-  
54 after as effectually the property of the consolidated cor-  
55 poration as they were of the several and respective constitu-  
56 ent corporations, and the title to any real estate, whether  
57 by deed or otherwise, under the laws of this state, vested  
58 in any of such constituent corporations, shall not revert or  
59 be in any way impaired by reason thereof; provided, that  
60 all rights of creditors and all liens upon the property of  
61 any of said constituent corporations shall be preserved un-  
62 impaired, limiting any lien to the property affected by such  
63 liens at the time of the consolidation, and all debts, liabili-  
64 ties and duties of the respective constituent corporations

65 shall thenceforth attach to said consolidated corporation  
66 and may be enforced against it to the same extent as if said  
67 debts, liabilities and duties had been incurred or contracted  
68 by it.

The notice herein provided for shall be given to all stock-  
2 holders of record of all of the consolidating corporations,  
3 whether or not entitled to vote, but subject to any by-law  
4 provisions with reference to closing stock books prior to  
5 stockholders' meetings. If the holder of record of any  
6 share not entitled to vote in any constituent corporation  
7 selling, leasing, consolidating, or otherwise disposing of  
8 its property as aforesaid, shall at or prior to the taking of  
9 the vote, dissent therefrom in writing and shall at such  
10 time, or within one month from the date of such vote, file  
11 his written dissent therefrom with the president, clerk or  
12 treasurer of such corporation, then such non-voting shares  
13 of such stockholder shall be subject to and be entitled to all  
14 of the rights granted by the eleven following sections in like  
15 manner as if they had been voting shares.

If the location of the consolidated corporation is not the  
2 same as that of the constituent corporations, then the clerk  
3 of the consolidated corporation shall file a certificate of the  
4 consolidation, setting forth the names and locations of the  
5 consolidated and constituent corporations, in the registry of  
6 deeds of each county, other than that of the consolidated  
7 corporation, where the constituent corporations may be  
8 located.'