MAINE STATE LEGISLATURE

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S. P. 380   In Senate, Feb. 11, 1931.
   Referred to Committee on Legal Affairs and 500 copies
ordereed printed. Sent down for concurrence.
                    ROYDEN V. BROWN, Secretary.
   Presented by Senator Southard of Kennebec.

STATE OF MAINE

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

AN ACT with reference to changes in the authorized capital of
corporations.

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

   Section 1. Sections forty-seven, forty-nine, fifty and fifty-
six of chapter fifty-six of the revised statutes are hereby re-
pealed.
   Sec. 2. Section forty-eight of chapter fifty-six of the re-
vised statutes is hereby amended so that said section as
amended shall read as follows:
   'Sec. 48. The stockholders of any corporation may, at any
meeting, the call for which shall give notice of the proposed
action, by a vote representing a majority of the voting power,
except as herein otherwise provided, increase or decrease its
authorized capital stock, change the number or par value of
the shares or their classifications, change shares with par
value into an equal or different number of shares without par
value or shares without par value into an equal or different
number either with or without par value, change the number
of its directors, and, if not specially chartered, change its pur-
poses by altering, abridging or enlarging the same, and the
corporation shall file a certificate setting forth such changes
with the secretary of state, who shall duly record the same,
within twenty days thereafter, and thereupon said change shall
take effect; provided, that all certificates of change of pur-

poses shall be submitted to the attorney general for exam-
ination and shall not be filed until it has been certified by him
to be properly drawn and signed and to be conformable to the
constitution and laws and that he is satisfied that such changes
are made in good faith and not for the purpose of avoiding
payment of fees or taxes to the state.

Whenever issued shares having par value are changed into
the same or a greater or less number of shares without par
value, whether of the same or of a different class or classes of
stock, and whenever issued shares without par value are
changed into other shares without par value to a greater or
lesser number, whether of the same or of a different class or
classes, the amount of capital represented by the new shares in
the aggregate shall be the same as the aggregate amount of
capital represented by the shares so changed, and the certificate
setting forth any such changes, the filing fee for which shall
be $5.00, shall set forth that the capital will not be reduced
under or by reason of such amendment.

If any proposed change from one kind or class of stock to
another kind or class would alter the preferences given to any
one or more classes of stock by taking away any right or
preference previously belonging thereto, then the holders of
the stock of each class of stock so affected by the change shall
be entitled to vote as a class upon such change, whether such
class be otherwise entitled to vote or not; and the affirmative
vote of a majority in interest of each such class of stock so af-
fected by the change shall be necessary to the adoption there-
of, in addition to the affirmative vote of a majority of every
other class of stock entitled to vote thereon.

The corporation, except as herein otherwise provided, shall
pay to the secretary of state for the use of the state for any
increase in the amount of its authorized capital stock an
amount, in no case less than ten dollars, equal to the amount
that a like corporation organized with such increased au-
thorized capitalization would have to pay in excess of one
organized with the old authorized capitalization.   For every
change of purposes the corporation shall pay to the secretary
of state for the use of the state the sum of twenty dollars be-
fore he shall be authorized to receive any certificate of change
of purposes or increase of authorized capital.'