

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)

E I G H T Y - E I G H T H L E G I S L A T U R E

Legislative Document

No. 800

H. P. 1668

House of Representatives, March 2, 1937.

Received pursuant to Joint Order, referred to Committee on Judiciary.
Sent up for concurrence and 500 copies ordered printed.

HARVEY R. PEASE, Clerk.

Presented by Mr. Fellows of Augusta.

S T A T E O F M A I N E

IN THE YEAR OF OUR LORD NINETEEN HUNDRED
THIRTY-SEVEN

AN ACT Relating to the Consolidation of Corporations Where Parent Corporation Owns at Least 90% of the Stock of the Other Consolidating Corporations.

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

R. S., c. 56, additional. Chapter 56 of the revised statutes is hereby amended by adding after section 63 a new section thereto to be designated as section 63-A and to read as follows :

'Sec. 63-A. Consolidation of certain corporations authorized. Any corporation organized under the laws of this state, (to wit, a domestic corporation), or any foreign corporation authorized to do business in this state (hereinafter referred to as possessor corporation) owning at least 90% of the outstanding shares of each class of stock of any other domestic corporation, or corporations (hereinafter referred to as subsidiary corporations) authorized to engage in a business similar or incidental to the business which the possessor corporation is authorized to engage in, may consolidate with said subsidiary corporation, or corporations, by entering into an agreement therewith substantially the same as that provided for in section 63 for the consolidating of corporations generally, which said agreement shall be

accompanied by a certificate in the name of and under the corporate seal of the possessor corporation and signed by its president, or vice-president, and its secretary or treasurer, setting forth that it has been authorized to consolidate, as set forth in said agreement, by vote of its board of directors, and that said consolidation has been approved at stockholders meetings, duly called, notified and held, by the affirmative vote of the holders of at least 90% of the shares of all the consolidating companies entitled to vote, other than the said possessor company.

Said agreement shall be adopted, as herein provided, and shall be signed, acknowledged, recorded and filed, as hereinbefore provided for in section 63 for general consolidations, and when so signed, acknowledged, and recorded it shall be filed in accordance with the provisions of section 63 aforesaid, and when so filed shall thenceforth be taken and deemed to be the agreement and act of consolidation wherein the said possessor company is the consolidated company for all the purposes of the laws of this state.

The provisions of section 64 to 74, inclusive, of this chapter shall be construed as applicable to domestic corporations only so far as this section is concerned. This section shall not apply to any public utility corporation as defined in chapter 62.'