

MAINE STATE LEGISLATURE

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ACTS AND RESOLVES
OF THE
SEVENTY-FIFTH LEGISLATURE

OF THE
STATE OF MAINE.

1911

Published by the Secretary of State, agreeably to Resolves of
June 28, 1820, February 18, 1840, and March 16, 1842

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PUBLIC LAWS

OF THE

STATE OF MAINE

As Passed by the Seventy-fifth
Legislature

1911

CHAP. 152

Maine agricultural experiment station. All moneys received by said director under this act shall be paid by him to the treasurer of the Maine agricultural experiment station and shall be expended in carrying out the provisions of this act.

Court jurisdiction.

Section 7. Trial justices, municipal and police courts are hereby invested with original jurisdiction, concurrent with the supreme judicial court, to hear, determine, enter, and by appropriate process, enforce judgment in actions brought for the recovery of the penalties aforesaid, and to try, and, upon conviction, to punish for offenses against the provisions of this act.

When this act takes effect.

Section 8. This act shall take effect when approved.

Approved March 30, 1911.

Chapter 152.

An Act imposing an annual license fee upon Foreign Corporations and repealing Chapter one hundred thirteen of the Public Laws of nineteen hundred and nine.

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

Chapter 113, public laws 1909, repealed.

Section 1. Chapter one hundred and thirteen of the public laws of nineteen hundred and nine is hereby repealed and the following enacted in its stead:

Foreign corporations, before doing business in this state, shall appoint a lawful attorney.

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 resident of the state having an office or place of business therein to be its true and lawful attorney upon whom all lawful processes in any action or proceedings against it may be served, and in such writing, which shall set forth said attorney's place of residence, shall agree that any lawful process against it which is served on said attorney shall be of the same legal force and validity as if served on it, and that the authority shall continue in force so long as any liability remains outstanding against it in this state.

—power of attorney and copy of vote shall be filed.

The power of attorney and a copy of the vote authorizing its execution, duly certified and authenticated, shall, upon payment of a fee of ten dollars, be filed in the office of the secretary of state and copies certified by him shall be sufficient evidence thereof. Service of such process shall be made by leaving a copy of the process in the hands or in the office of the said

—fee.

—service of process.

attorney, and such service shall be sufficient service upon the corporation. Such appointment shall continue in force until revoked by an instrument in writing designating in a like manner some other person upon whom such process may be served. Such instrument shall be filed in the manner provided herein for the original appointment and shall be accompanied by a fee of five dollars payable to the secretary of state.

Section 2. Every such foreign corporation before transacting business in this state, shall, upon payment of a fee of ten dollars which is in addition to the fee provided in section one of this act, file with the secretary of state a copy of its charter, articles or certificate of incorporation, certified under the seal of the state or country in which such corporation is incorporated by the secretary of state thereof or by the officer having charge of the original record therein, a true copy of its by-laws and a certificate in such form as the 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, clerk or secretary and of the members of its board of directors;
- (d) The date of its annual meeting for the election of officers;

(e) The amount of its capital stock, authorized and issued, the number and par value of its shares and the amount paid in thereon to its treasurer. Said certificates shall be subscribed and sworn to by its president, treasurer or clerk. The officers and directors of such corporation shall be subject to the same penalties and liabilities for false and fraudulent statements and returns as officers and directors of a domestic corporation. Every officer of such a corporation which fails to comply with the requirements of this section and of sections one and five and every agent thereof who transacts business as such in this state shall, for such failure, be liable to a fine of not more than five hundred dollars. Such failure shall not affect the validity of any contract with such corporation, but no action shall be maintained or recovery had in any of the courts of this state by any such foreign corporation so long as it fails to comply with the requirements of said sections.

Section 3. The secretary of state shall refuse to accept or file the charter, certificate or other papers of, or accept appointment as attorney for service for, any such corporation which does a business in this state, the transaction of which by domestic corporation is not then permitted by the laws of this state.

Shall file copy of charter and pay fee of \$10, before doing business, and file copy of by-laws.

—what certificate shall set forth.

—officers and directors subject to penalties.

—validity of contracts not affected.

Secretary of state may refuse to file papers or accept appointment as attorney.

CHAP. 152

Shall file certificate of increase or decrease of capital stock. —fees.

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

Fee to state treasurer.

Section 5. Every such foreign corporation shall annually, on or before the first day of March, pay to the state treasurer for the use of the state a license fee of ten dollars. It shall also annually within thirty days after the date fixed for its annual meeting, or within thirty days after the final adjournment of said meeting, but not more than three months after the date fixed for said meeting, prepare and file in the office of the secretary of state, a certificate signed and sworn to by its president, treasurer or clerk, showing the change or changes, if any, in the particulars included in the certificate required by section two made since the filing of said certificate or of the last annual report. If no changes have occurred, a certificate to that effect shall be sufficient.

—notice of change in certificate of charter shall be filed with secretary of state.

Penalty for violation of section 5.

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

Secretary of state shall notify corporation upon failure to file required certificate.

Section 7. The secretary of state upon the failure of any such corporation to file the certificate required by section five shall forthwith notify such corporation, and the notice shall contain a copy of this and the two preceding sections, but failure on the part of the secretary of state to so notify shall not relieve any corporation of any of the duties or liabilities imposed thereon by this act.

Liability of officers.

Section 8. The officers of such foreign corporations shall be jointly and severally liable for all the debts and contracts of the corporation contracted or entered into while they are officers thereof, if any statement or report which required by the provisions of this act is made by them which is false in any material representation and which they know to be false; but only the officers who sign such statement or report shall be so liable.