

# MAINE STATE LEGISLATURE

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## CHAPTER 19

## FOREIGN CORPORATIONS

Sec.

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**§ 591. Designation of attorney for service of process**

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, and which is doing an intrastate business in this State, shall before doing business in this State, in writing appoint an individual who is a resident of the State or a corporation which is authorized to do business and to act as such attorney in the State, and which individual or corporation has 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 the address, including street and number, if any, of the office or place of business of said attorney in the State, 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. The power of attorney and a copy of the vote authorizing its execution, duly certified and authenticated, shall 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 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 like manner some other attorney upon whom process may be served, which instrument shall be filed in the manner provided for the original appointment.

Any individual or corporation who has been designated by a foreign corporation as its attorney may file with the Secretary of State an instrument in writing that he or it is unwilling or unable to continue to act as such attorney of such foreign corporation. At the expiration of 30 days after the filing of such instrument with the Secretary of State, the appointment of such individual or corporation as such attorney shall terminate. Upon the filing of such instrument, the Secretary of State forthwith shall give written notice by mail to such foreign corporation of the filing of such instrument and the effect thereof, which notice shall be addressed to such foreign corporation at its principal office as shown by the records of his office and such foreign corporation shall within 30 days thereafter designate some other person or corporation as its attorney as provided.

Any foreign corporation which does business in this State without appointing an agent as required by this section shall be deemed to have appointed the Secretary of State, or his successor in office, to be his true and lawful attorney upon whom may be served all lawful processes in any action or proceeding against such corporation, arising as a result of such corporation doing business in this State and such service shall be of the same legal force and validity as if otherwise served on such corporation.

Service of such process shall be made by leaving a copy thereof with a fee of \$2 in the hands of the Secretary of State, or in his office, and such service shall be sufficient service upon such foreign corporation, provided notice of such service and a copy of the process are forthwith sent by registered mail by the plaintiff to the defendant corporation, and the defendant corporation's return receipt and the plaintiff's affidavit of compliance herewith are appended to writ and are filed with the clerk of courts in which the action is pending, or that such notice and copy are served upon an officer of such foreign corporation if found within the State, by an officer duly qualified to serve legal process, or, if found without the State, by any duly constituted public officer qualified to serve like process in the State or jurisdiction where such officer is found, and the officer's return showing such service to have been made is filed in the case on or before the return day of the process or within such further time as the court may

allow. The court in which the action is pending may order such continuance as may be necessary to afford the defendant corporation reasonable opportunity to defend the action.

R.S.1954, c. 53, § 127; 1955, c. 24.

**§ 592. Filing of charter or certificate; officers and directors subject to penalties; validity of contracts not affected**

Every such foreign corporation, before transacting business in this State, shall file with the Secretary of State a copy of its charter 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. Such foreign corporations shall file a certificate in such form as the Secretary of State may require, setting forth:

1. **Name.** The name of the corporation;
2. **Location.** The location of its principal office;
3. **Names and addresses of officers.** The names and addresses of its president, treasurer, clerk or secretary, and of the members of its board of directors;
4. **Date of annual meeting.** The date of the annual meeting of its stockholders;
5. **Stock and shares.** 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 591 and 595, 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 \$500. 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.

Such foreign corporation may file a restated or composite charter 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, in lieu of a copy of the original charter or certificate of incorporation.

R.S.1954, c. 53, § 128.

**§ 593. Secretary of State may refuse to accept appointment or file papers**

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 corporations is not then permitted by the laws of this State.

When a foreign corporation otherwise qualifies under the laws of this State, but its charter contains purposes in conflict with the purposes permitted domestic corporations under the laws of this State, the Secretary of State shall accept or file certificates or other papers of such foreign corporation pursuant to section 592, if such foreign corporation files therewith a copy of a vote of either its stockholders or board of directors duly certified by the officer having charge of the original record, that such purposes in conflict with the laws of this State shall not be exercised by the foreign corporation in the course of doing business within this State, and that such foreign corporation so admitted or qualified shall not thereafter transact in this State any business which a corporation organized under the laws of this State is not permitted to transact.

R.S.1954, c. 53, § 129; 1961, c. 12, § 1.

**§ 594. Increase or decrease of capital stock; filing of certificate**

Every such foreign corporation shall, within 30 days after the vote of such corporation authorizing an increase or a decrease of capital stock, file in the office of the Secretary of State a copy of the certificate of the amount of such increase or decrease, 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.

R.S.1954, c. 53, § 130.



**§ 595. License fee; changes in certificate or charter**

Every such foreign corporation shall annually, on or before the first day of March, pay to the Secretary of State for the use of the State a license fee of \$10. It shall annually within 30 days after the date fixed for its annual meeting, or within 30 days after the final adjournment of said meeting, but not more than 3 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 592 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.

R.S.1954, c. 53, § 131.

**§ 596. Violations; revocation of license**

The Secretary of State, upon the failure of any such foreign corporation to file the certificate required by section 595 within the calendar year or to pay the annual license fee, or upon the violation of section 593, shall revoke the license of such corporation to do business in the State and shall forthwith notify such corporation of such revocation.

R.S.1954, c. 53, § 132; 1961, c. 12, § 2.

**§ 597. Liability of officers**

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 required by sections 591 to 596 made by them is false in any material representation and known to them to be false; but only the officers who sign such statement or report shall be so liable.

R.S.1954, c. 53, § 133; 1955, c. 405, § 34.

**§ 598. Service of process; foreign mortgages**

In case of the mortgage of franchises, lands or other hereditaments by any domestic corporation to a foreign corporation as trustee, service of process may be made on any authorized agent of such foreign corporation in the State; or if no such agent can be found, such service may be made upon the Bank Commissioner, who shall immediately notify the corporation by mail. Service

made in either of said methods shall be valid and binding upon the corporation in every respect.

R.S.1954, c. 53, § 134.

**§ 599. Right to sue and be sued; attachment; effect of agent's acts**

Corporations existing by the laws of another state or of a foreign jurisdiction may sue or be sued by their corporate name in this State. If they have property in this State it may be attached and appraised and set off on execution, as the property of nonresident individuals. The acts of their agents have the same effect as the acts of agents of foreign private persons, unless prohibited by law.

R.S.1954, c. 53, § 135.

**§ 600. Charitable organization exempt from fees**

Foreign charitable corporations shall be exempt from the payment of any fees payable by foreign corporations to the Secretary of State.

1955, c. 224.