

Notice to
Auditor
General.

Reports to be
filed, and tax and
contributions to
be paid.

Certificate to be
presented to
purchaser.

Proviso.

United States or any other state, and engaged in business in this Commonwealth, which shall sell in bulk fifty-one per centum or more of any stock of goods, wares or merchandise of any kind, fixtures, machinery, equipment, buildings or real estate, shall give the Auditor General ten days' notice of the sale, prior to the completion of the transfer of such property. It shall also be the duty of every corporation, joint-stock association, limited partnership or company to file all State tax reports with the Auditor General to the date of such proposed transfer of property, and pay all taxes *and unemployment compensation contributions* due the Commonwealth to said date. The seller shall present to the purchaser of such property a certificate from the Auditor General showing that all State tax reports have been filed and all State taxes, *unemployment compensation contributions* paid to the date of the proposed transfer. The failure of the purchaser to require this certificate shall render such purchaser liable to the Commonwealth for the unpaid taxes owing by the seller or transferer: Provided further, That nothing contained in this act shall apply to sales made under any order of court, or to any sales made by assignees for the benefit of creditors, executors, administrators, receivers or any public officer in his official capacity, or by any officer of a court.

APPROVED—The 2d day of July, A. D. 1937.

GEORGE H. EARLE

No. 593

AN ACT

Authorizing any street railway company or any motor power company of this Commonwealth, owning all of the capital stock of any company having power to transport persons in common carriage by trackless trolley car, incorporated under the law of this Commonwealth, to acquire the corporate powers, franchises, property rights, and credits of such company.

Lawful for com-
pany owning en-
tire capital
stock of other
company to ac-
quire corporate
powers and prop-
erty of such
other company.

Section 1. Be it enacted, &c., That it shall be lawful for any street railway company or any motor power company, now or hereafter incorporated under any law of this Commonwealth, owning the entire capital stock of any company having power to transport persons in common carriage by trackless trolley car now or hereafter incorporated under the law of this Commonwealth, to acquire and to thereafter be possessed of, own, hold, exercise, and enjoy all the corporate powers, franchises, property, rights, and credits then possessed, owned, held, or exercised by such company transporting persons in

common carriage by trackless trolley car: Provided, Any such acquisition shall be subject to the approval of the Pennsylvania Public Utility Commission.

Section 2. Such acquisition shall be effected in the manner and upon the conditions hereinafter stated, to wit:

First. The companies shall, pursuant to resolution duly adopted by the directors of each, make and execute under their respective corporate seals, duly attested, an agreement providing for such acquisition upon the surrender and cancellation of all the capital stock of the vendor company.

Second. Said agreement shall be submitted for approval or disapproval to the stockholders of each company, at separate meetings, either annual or special duly convened; and if at such meetings said agreement shall be approved by the holders of a majority of the stock of each company, then that fact shall be certified by the secretary of each company under its corporate seal, and a copy of the agreement, with said certificates attached, shall be filed in the office of the Secretary of the Commonwealth, and immediately upon the filing thereof, together with a certificate of public convenience evidencing the approval of such acquisition by the Pennsylvania Public Utility Commission, all the corporate powers, franchises, and privileges and immunities, and all the property real, personal and mixed, rights and credits, owned, possessed, held, used, or otherwise exercised by the vendor company, shall become and be vested in the acquiring company, subject to all the debts, liabilities, and duties of said vendor company, and shall thereafter be possessed, held, used, exercised, and enjoyed by said acquiring company, as fully, completely, and absolutely, in all respects as the same had been theretofore owned, held, exercised, and enjoyed by said vendor company; and said acquiring company may also, with respect to the property so acquired, have, exercise, and enjoy all the rights, powers, privileges, and franchises which it has and may exercise respecting its other property. Upon the filing in the office of the Secretary of the Commonwealth of said copy of agreement and attached certificates, as herein required, and upon the surrender of certificates of stock of the vendor company to the acquiring company for cancellation and upon cancellation thereof, the capital stock of said vendor company shall be wholly extinguished, and thereupon the corporate existence of the said vendor company shall terminate.

Section 3. That the copy of said agreement, with said certificates attached, filed in the office of the Secretary of the Commonwealth, shall be evidence of the lawful holding of the meetings of stockholders of each com-

Subject to approval of Pennsylvania Public Utility Commission.

How acquisition effected.

Resolutions.

Agreement.

Provision of agreement.

Submission of agreement to stockholders of each company at separate meetings.

Certification by secretary of each company.

Copy of the agreement, with the certificates of the secretaries of the companies, and certificate showing approval of Pennsylvania Public Utility Commission to be filed in office of Secretary of the Commonwealth.

All the corporate powers, etc. become vested in the acquiring company.

Acquiring company has same rights with respect to acquired property as with its own.

Papers filed with the Secretary of the Commonwealth are evidence of regularity of the acquisition.

pany and of the due approval of the said agreement as required by this act, as well as the precedent action of the directors of each approving thereof.

Inconsistent acts repealed.

Section 4. All acts or parts of acts inconsistent herewith are hereby repealed.

When effective.

Section 5. This act shall become effective immediately upon its final enactment.

APPROVED—The 2d day of July, A. D. 1937.

GEORGE H. EARLE

No. 594

AN ACT

To amend section forty of the act, approved the twenty-ninth day of April, one thousand eight hundred seventy-four (Pamphlet Laws, seventy-three), entitled "An act to provide for the incorporation and regulation of certain corporations," providing for the renewal of charters of corporations, the charters, franchises, and property of which have been purchased by another corporation.

Section 40, act of April 29, 1874 (P. L. 73), amended.

Section 1. Be it enacted, &c., That section forty of the act, approved the twenty-ninth day of April, one thousand eight hundred seventy-four (Pamphlet Laws, seventy-three), entitled "An act to provide for the incorporation and regulation of certain corporations," is hereby amended to read as follows:

RE-CHARTERING CORPORATIONS

Renewal of charter—how effected.

Section 40. (a) Corporations created by or under the laws of this state, embraced within either of the classes named in section two of this act, the charters whereof are about to expire by lapse of time from their own limitation, may be re-chartered, or the charters thereof renewed, under the provisions of this act, by preparing, having approved and recorded the certificate named in said section for the class of corporation of which the same is one, in addition to the requirements provided in this act for a new corporation; the certificate for a re-charter shall state the fact that it is a renewal of the former charter, naming the corporation and the date of its first charter. It shall also be accompanied with a certificate, under the seal of the corporation, showing the consent of at least a majority in interest of such corporation to such re-charter. It shall also state the financial condition of the said corporation at the date of such certificate, showing capital stock paid in, funded debt, floating debt, estimated value of property and cash assets, if any. It shall expressly accept the provisions of the constitution of this state and of this act, and expressly surrender all privileges conferred upon such