

corporation of this State or any foreign corporation which is duly authorized to acquire and hold such or similar property. Notice of such meeting shall likewise be given in accordance with the provisions of Section 19 of this Article to all stockholders of any grantor corporation organized under the laws of this State who are not entitled to vote upon such sale, lease or exchange; and such stockholders shall be entitled to register at such meeting a protest against such sale, lease or exchange. An agreement containing the terms and conditions of the proposed sale, lease or exchange shall, after approval by the board of directors, be submitted for the approval of the stockholders of any corporation organized under the laws of this State which shall be a party to such agreement at a meeting warned as aforesaid; and if approved by the affirmative vote of two-thirds of all the stock (or, if two or more classes of stock have been issued, of two-thirds of each class) outstanding and entitled to vote thereon, such agreement shall be executed and its terms and conditions performed by the proper officers of the respective corporations. Any stockholder of any grantor corporation organized under the laws of this State who, at such meeting, voted, or (in the case of a stockholder not entitled to vote thereon) registered a protest, against the agreement submitted, may within twenty days after such meeting (but not afterwards) make upon his corporation a written demand for payment for his stock; and he shall be entitled to receive an amount equal to the fair value thereof, unaffected by such sale, lease or exchange of the corporate assets. If the dissenting stockholder and his corporation shall fail to agree upon the fair value of said stock, the stockholder shall be entitled to file against his said corporation in any court of equity having jurisdiction over the same, a petition for an accounting and for the ascertainment of the fair value of his shares, and thereupon such proceedings shall be had as are provided by Section 35 of this Article. The proceeding by a dissenting stockholder hereunder shall not prevent or delay the execution and performance of any agreement approved as aforesaid; but in the case of every such sale, lease, or exchange, the vendee, lessee or grantee shall take the property of the grantor corporation subject to its debts and liabilities, including the claim of such dissenting stockholder if such dissenting stockholder shall have notified the vendee, lessee or grantee corporation in writing of such claim within twenty days after the meeting of stockholders of his corporation; and such property may be subject to execution on any decree entered as