

A cause of action under secs. 75 and 77 of the Code of 1904, held not to survive against the representatives of a deceased director or officer, under New York statutes. *Boston, etc., R. R. v. Graves*, 80 Fed. 588.

Sec. 75 of the Code of 1904, referred to in construing sec. 28—see notes to the latter section. *Md. Trust Co. v. Mechanics' Bank*, 102 Md. 622.

Sec. 77 of the Code of 1904, referred to in construing sec. 72 of the said Code—see notes to sec. 77. *Booth v. Campbell*, 37 Md. 527.

Dissolution.

An. Code, sec. 76. 1904, sec. 378. 1888, sec. 265. 1868, ch. 471, sec. 186. 1908, ch. 240, sec. 51. 1916, ch. 596, sec. 76.

88. Any corporation of this State may close its affairs and authorize a bill for its dissolution to be filed in the following manner:

A majority of the whole board of directors shall pass a resolution declaring that dissolution is advisable and calling a meeting of the stockholders or members to take action thereon. The meeting of the stockholders or members shall be duly warned in the manner provided in Section 19 of this Article. If two-thirds of all the shares (or, if two or more classes of shares have been issued, two-thirds of each class), outstanding and entitled to vote, or two-thirds of the members vote in favor of dissolution, a petition for dissolution shall be forthwith filed in the name of the corporation and on its behalf in a Court of Equity of the county or city in which its principal office is located. Whenever all of the stockholders or members shall consent in writing to a dissolution, no meeting of stockholders or members or notice thereof shall be necessary.

A receiver held to be entitled to sue in his own name independently of secs. 376 and 378 to 387 of the Code of 1904. *Frank v. Morrison*, 58 Md. 440.

Bill of complaint held not to contain allegations looking to proceedings under sec. 378 of Code of 1904. Apart from statutory power, a court of equity cannot dissolve a corporation. *Mason v. Equitable League*, 77 Md. 484.

The fact that this section excepts public service corporations from those that may be voluntarily dissolved, pointed out—see notes to sec. 337. *Webster v. Susquehanna Pole Line Co.*, 112 Md. 435.

For a bill of complaint filed under sec. 378 of the Code of 1904, see *Stillman v. Dougherty*, 44 Md. 380.

See sec. 424, and notes to sec. 92.

An. Code, sec. 77. 1904, secs. 379, 380 and 381. 1888, secs. 266, 267 and 268. 1868, ch. 471, secs. 187, 188 and 189. 1908, ch. 240, sec. 52.

89. Every such petition shall contain a statement of the reasons why the dissolution of the corporation is sought, and there shall be filed as an exhibit with it: a full and true inventory of its assets and liabilities; a list of all the stockholders, if any, their respective addresses, the number of shares belonging to each and the amount, if any, remaining due thereon; a full statement of all the incumbrances on the property of the corporation, and a full list of its creditors, with their respective addresses and the amounts due each. Such exhibit shall be verified by the oath or affirmation of some officer or stockholder of the corporation, and upon the filing of such petition accompanied by the exhibit, the court shall pass an order requiring all persons interested in the corporation to show cause by a day to be named, if any they have, why it should not be dissolved on another day to be named in said order, which said order shall be published, for such time as the