

court shall direct, in some newspaper published in the county or city in which such court is held; if an answer shall be filed to such petition, evidence shall be taken in the manner usual in courts of equity; if no answer is filed, or if upon consideration of the petition, answer and proof, the court shall be of opinion that no sufficient cause against a dissolution has been shown, a decree shall be entered dissolving the said corporation and appointing one or more receivers of its estate and effects, if any; and any of the directors or other officers or any of the stockholders or members of the corporation may be appointed its receivers or such other person or persons as the court may select.

Sec. 381 of the Code of 1904, referred to in deciding that the right of removal does not apply to proceedings for the forfeiture of chartered franchises. *Bel Air Club v. State*, 74 Md. 301.

Cited but not construed in *Preston v. Poe*, 116 Md. 6.

See notes to secs. 88 and 92.

An. Code, sec. 77A. 1916, ch. 596, sec. 77A.

**90.** Upon the making of any decree dissolving a corporation, the Clerk of the Court making such decree shall forthwith certify to the State Tax Commission that such decree has been made, and in case such decree should be annulled, the Clerk of the Court shall forthwith so certify to the said State Tax Commission.

An. Code, sec. 77B. 1918, ch. 198, sec. 87A.

**91.** In addition to the provisions in the foregoing section, any corporation of this State possessing no assets and owing no debts may close its affairs and authorize a petition for dissolution to be filed with the State Tax Commission by adopting the following procedure;

If no stock has been issued, a majority of the incorporators or directors named in the certificate of incorporation shall pass a resolution declaring that dissolution is advisable and thereupon a petition shall forthwith be filed in the name of the corporation, with the State Tax Commission of Maryland, such petition to be signed and sworn to by such incorporators or directors, giving their addresses and setting forth therein that the corporation has no outstanding contractual obligations and has no assets or liabilities. Upon the filing of such petition, the State Tax Commission shall pass an order directing all persons interested in the corporation to show cause, if any they have, why it should not be dissolved on another date to be named in said order, which order shall be published by the State Tax Commission once in some newspaper published in the city or county where the principal office of such corporation is located at least fifteen days prior to the date on which the Commission shall take final action, and if no cause is shown, or no sufficient cause, why an order of dissolution should not be passed, the State Tax Commission shall pass such order dissolving such corporation, and a copy thereof for recordation shall be forwarded by the said Commission to the clerk of the Circuit or Superior Court, as the case may be, where the certificate of incorporation is recorded, and a copy thereof for recordation shall also be forwarded to the Secretary of