

recorded, and thereupon all the property and assets belonging to said former separate corporations and all their powers and rights and all the debts and liabilities of said former separate corporations shall be devolved upon said new consolidated corporation, and every devise or bequest in favor of either of the former separate corporations which it would have been capable of taking shall devolve upon said new consolidated corporation, which shall be regarded as substituted by operation of law in the place and stead of said former separate corporations.

In view of the provisions of sec. 21, a religious corporation may consolidate with another under this section, by vote of a majority of such members of the church as participate in such vote, in person or by proxy. Provisions of the church charter forbidding voting by proxy and requiring a two-thirds majority in electing a pastor, amending the charter, disposing of property, etc., held not to apply to a consolidation. Basis for vote. From a consolidation a new corporation results in which all the property rights of both the constituents is vested by operation of law. No conflict between church constitution and state law. See notes to secs. 21 and 127. *Bennett v. St. Paul's Church*, 137 Md. 343.

As to the consolidation of other corporations, see sec. 33, *et seq.*; as to consolidation of insurance companies, see art. 48A, sec. 48; railroad companies, see secs. 218 and 235 (this article).

See sec. 126.

Foreign Corporations.

An. Code, sec. 90. 1908, ch. 240, sec. 65.

116. The term, foreign corporation, as used in this article, shall mean every corporation, association or organization, other than a national bank, which has been established, organized or chartered under laws other than those of this State.

An. Code, sec. 91. 1908, ch. 240, sec. 66.

117. No foreign corporation shall engage or continue in any kind of business in this State, the transaction of which by domestic corporations is not permitted by the laws thereof. And every foreign corporation doing business in this State shall be deemed thereby to have assented to all the provisions of the laws thereof.

This section incorporates the limitations upon the principle of comity between the states relative to the powers and privileges of foreign corporations. A foreign corporation without a grant from the state or the city of Baltimore of the right to conduct its business within the city is not entitled to place or maintain poles, wires or cables in public streets or highways. *Patapasco Co. v. Baltimore*, 110 Md. 310. And see *Hannis Distilling Co. v. Baltimore*, 114 Md. 684.

This section states the general policy of Maryland with respect to foreign corporations. See notes to sec. 119. *Baden v. Washington Loan & T. Co.*, 133 Md. 604.

This section referred to in construing art. 81, sec. 229, *et seq.* (see notes thereto). *Hannis Distilling Co. v. Baltimore*, 114 Md. 678.

See sec. 345.

An. Code, sec. 92. 1904, secs. 411 and 412. 1888, secs. 297 and 298. 1868, ch. 417, secs. 211 and 212. 1908, ch. 240, sec. 67.

118. Any person or corporation, whether a resident or a non-resident of this State, may sue any foreign corporation regularly doing business or regularly exercising any of its franchises herein for any cause of action. Such suit may be brought in any county or in the city of Baltimore, as the case may be, where its principal office in this State, named in the certificate provided for by the next succeeding section of this article, is located or where it regularly transacts business or exercises its franchises,