it will be organized and the location of its principal office in said State; (b) the name and State of incorporation of each corporation party to said agreement and, as to each corporation organized under the laws of another State, the date of incorporation, whether incorporated under general or by special law (giving chapter number and year of passage if incorporated by special law) and, if it is authorized to do business in this State, the date of its qualification; (c) the terms and conditions of the proposed consolidation or merger and the mode of carrying the same into effect, specifying the total amount of capital stock of each class of the new or the surviving corporation to be issued for stock of each class of stock of the other corporations and the manner of converting the capital stock of each of such other corporations into stock of the new or the surviving corporation; (d) the counties of this State in which the principal offices of the consolidating or merging corporations are located and the counties of this State in which any of the consolidating or merging corporations (other than the corporation surviving a merger) owns property the title to which could be affected by the recording of an instrument among the land records, and if any of such corporations has its principal office or owns such property in the city of Baltimore, the agreement shall so state; and (e) the name and address of an agent of the new or surviving corporation, as the case may be, resident in this State, service of process upon whom shall bind such corporation in any action or proceeding instituted, filed or pending against it under the provisions of Section 35 or Section 37 of this Article until the appointment of a substitute duly certified to the State Tax Commission.

(3) The agreement of consolidation or of merger, as the case may be, shall be advised by the board of directors and approved by the stockholders of each corporation of this State party thereto in the manner and by the vote required with respect to an agreement of consolidation or of merger made pursuant to the provisions of Section 33 of this Article, and stockholders of each of said corporations not entitled to vote upon said agreement (other than stockholders of the surviving corporation in case of a merger) shall be entitled to notice of the meeting and to register thereat a protest against said agreement as provided in said section. Said agreement shall also be advised, authorized or approved by the board of directors and/or stockholders of each corporation party thereto not organized under the laws of this State in the manner and by the vote required by the laws of the State under which organized, and said agreement shall thereupon be executed, acknowledged, verified and recorded in the manner, including payment of the same recording fees prescribed with respect to an agreement of consolidation or of merger made pursuant to the provisions of said Section 33 and of the bonus tax, if any payable, as hereinafter provided; provided, however, that as to each corporation party to said agreement organized under the laws of another State, said agreement shall contain, in lieu of the affidavit required by said Section 33, the affidavit of the president or vice-president executing said agreement in the name and on behalf of said corporation that the consolidation or merger to be effected in accordance therewith was duly advised, authorized or approved by the board of directors and/or stockholders of said corporation in the manner and by the vote required by the laws of the State under which organized; and, provided further, that in the event the new or the surviving corporation is to be a corporation of another State, no copy of such agreement need be transmitted to the Clerk of the Circuit or Superior Court. No bonus