

be insolvent or shall be proved to be insolvent by proof offered under any bill filed under the provisions of this Section, it may, for cause shown and within the sound judicial discretion of the court, be dissolved, after a hearing according to the practice of courts of equity in this State, upon a bill for that purpose filed in a court of equity of the county or city in which the principal office of such corporation is located. Such bill may be filed by any stockholder or creditor of the corporation.

SEC. 10. *And be it further enacted*, That Sections 35 and 36 of Article 23 of the Annotated Code of Maryland (1935 Supplement) be and the same are hereby repealed and re-enacted with amendments so as to read respectively as follows:

35. (a) Any stockholder of any corporation of this State party to an agreement of consolidation or of merger made pursuant to the provisions of Section 33 or Section 33½ of this Article (other than stockholders of the surviving corporation in the case of a merger) who at the meeting of stockholders of such corporation 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 the agreement of consolidation or of merger, as the case may be, has been received for record by the State Tax Commission (but not afterwards), make upon the consolidated corporation or the corporation surviving the merger, as the case may be, a written demand for the payment for his stock, and shall, thereupon, be entitled to receive an amount equal to the fair value thereof on the effective date of such consolidation or merger without regard to any depreciation or appreciation thereof in consequence of such consolidation or merger, with interest from said date. If the dissenting stockholder and such corporation shall fail to agree upon the fair value of said stock, the dissenting stockholder may, within thirty days after such written demand, apply by petition to any court of equity having jurisdiction over said corporation, on reasonable notice to be furnished by said court to said corporation, for the appointment of three disinterested commissioners to appraise the fair value of his stock; and on the coming in of the answer to said petition, the court shall pass an order referring the matter to three commissioners named by it, for the purpose of ascertaining such value, and such order shall prescribe the time and manner of producing evidence, if necessary.

(b) The award of said commissioners (or that of a majority of them) when confirmed by said court, shall be final and conclusive on all parties, unless any stockholder or the corporation,