

tion to any Court of Equity having jurisdiction over the consolidated corporation, on reasonable notice to be furnished by said Court to said consolidated corporation, for the appointment of three disinterested commissioners to appraise the fair value of his stock without regard to any depreciation or appreciation thereof in consequence of the said consolidation, 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; and 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, and said consolidated corporation shall pay such stockholder the value of his stock ascertained as aforesaid, and on receiving such payment or on a tender thereof, said stockholder shall transfer his stock to the said consolidated corporation, to be disposed of by the directors thereof or to be retained for the remaining stockholders; and in case the award is not so paid within thirty days from the filing of said award and confirmation by said Court, and notice thereof given in the manner aforesaid unto said stockholder and the said consolidated corporation, the amount of the award shall be a decree against the said consolidated corporation, which decree shall be a prior lien to any mortgage or other lien placed on its property or franchises by said consolidated corporation, and may be collected as other decrees in said Court are by law collectible.

SEC. 32. Every corporation of this State having a capital stock (except railroads) may at any meeting duly warned in accordance with the provisions of Section 15 of this Article, sell, lease or exchange all of its property and assets as an entirety, including its good will and franchises, to and with any other corporation of this State which is duly authorized to acquire and hold such or similar property. An agreement containing the terms and conditions of the proposed sale, lease or exchange shall, after approval by the board of directors, be submitted for the approval of the stockholders of each corporation at a meeting warned as aforesaid; and if approved by the affirmative vote of two-thirds of all the stock (or if two or more classes of stock have been issued, of two-thirds of each class) outstanding and entitled to vote, such agreement shall be executed and its terms and conditions performed by the proper officers of the respective companies. Any stockholder of either corporation who at such meeting voted against the agreement submitted, may within twenty days after such meeting (but not afterward) make upon his corporation a written demand for