

76. Any corporation of this State may close its affairs and authorize a bill for its dissolution to be filed in the following manner:

A majority of the whole board of directors shall pass a resolution declaring that dissolution is advisable and calling a meeting of the stockholders or members to take action thereon. The meeting of the stockholders or members shall be duly warned in the manner provided in Section 15 of this Article. If two-thirds of all the shares (or, if two or more classes of shares have been issued, two-thirds of each class), outstanding and entitled to vote, or two-thirds of the members vote in favor of dissolution, a petition for dissolution shall be forthwith filed in the name of the corporation and on its behalf in a Court of Equity of the county or city in which its principal office is located. Whenever all of the stockholders or members shall consent in writing to a dissolution, no meeting of stockholders or members or notice thereof shall be necessary.

SEC. 13. *And be it further enacted,* That a new and additional Section be and the same is hereby added to Article 23 of the Annotated Code of Maryland to be known as Section 77A and to follow Section 77 thereof, said new and additional Section to read as follows:

77A. 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.

SEC. 14. *And be it further enacted,* That Sections 87 and 88A of the Annotated Code of Maryland be and the same are hereby repealed and re-enacted with amendments so as to read as follows:

87. Process issued by any court or justice of the peace of this State against any corporation thereof may be served on any resident agent or director of the corporation or on its president, or on any vice-president, secretary or assistant secretary, treasurer or assistant treasurer, and if none of the above reside in this State such process may be served on any agent or other person in the service of the corporation; provided, that in all cases mentioned in this Section, the officer serving process shall leave a copy thereof with the person upon whom it is served. Every corporation of this State may be sued in any County or