

ganized under the laws of another State, with 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.

(2) If the new corporation to be formed by the consolidation, or the corporation to survive the merger, is to be a corporation organized under the laws of another State, there shall be an agreement of consolidation or of merger, as the case may be, in which shall be set forth: (a) the name of the new or the surviving corporation, the State under the laws of which 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 34 or Section 35 of this Article until the appointment of a substitute is 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