

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 tax shall be payable where the new or the surviving corporation is to be a corporation of another State, but if such new or surviving corporation will be a corporation of this State, there shall be paid to the State Tax Commission a bonus tax equal in amount to that which would be payable in the case of a consolidation or merger of two or more corporations of this State made pursuant to the provisions of said Section 33.

(4) The State Tax Commission shall prepare and transmit to the proper Clerk or Clerks of Court a certificate or certificates of consolidation or of merger, as the case may be, and such certificate or certificates shall be recorded by said Clerks in the manner provided in Section 33 of this Article.