

soever nature and description, of each of the corporations parties to said agreement, and all debts and liabilities, of whatsoever nature and description, due on whatever account to any of them, including subscriptions for shares and other choses in action belonging to any of them, shall be taken and be deemed to be transferred to, vested in and devolved upon such new or surviving corporation, as the case may be, without further act or deed; (d) the new or the surviving corporation shall be responsible for all the liabilities and obligations of each of the corporations consolidated or merged, in the same manner as if such new or surviving corporation had itself incurred such liabilities or obligations; but the liabilities of the corporations parties to such agreement, or of their shareholders, directors or officers shall not be affected, nor shall the rights of the creditors thereof or of any persons dealing with such corporations be impaired by such consolidation or merger, and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted to judgment as if such consolidation or merger had not taken place, or the new or surviving corporation may be proceeded against or substituted in its place.

(3) A duly certified copy of said agreement of consolidation or of merger, as the case may be, from the records of the Secretary of State, the State Tax Commission or the Circuit or Superior Court, shall be evidence of said consolidation or merger, of the existence of any new consolidated corporation formed pursuant thereto, and of any amendment or amendments made by said agreement. The recording by the State Tax Commission of said agreement shall be conclusive evidence of the payment of the recording fees and the bonus tax, if any, required by law to be paid to it, except in a direct proceeding by the State.

35. 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 33 $\frac{1}{2}$ 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 pay-