

charters, see Art. III, §48 of the Constitution.

3-117. CONSOLIDATIONS AND MERGERS OF FOREIGN CORPORATIONS.

(A) DEFINITION.

IN THIS SECTION, "FOREIGN CORPORATION" MEANS A FOREIGN CORPORATION AS DEFINED IN §1-101 OF THIS ARTICLE.

(B) CONFLICT OF LAWS.

IF A FOREIGN CORPORATION WHICH OWNS PROPERTY, RIGHTS, PRIVILEGES, FRANCHISES, OR OTHER ASSETS LOCATED IN THIS STATE IS A PARTY TO A CONSOLIDATION OR MERGER IN WHICH ANOTHER FOREIGN CORPORATION IS THE SUCCESSOR, THE TRANSFER TO, VESTING IN, OR DEVOLUTION ON THE SUCCESSOR OF THE PROPERTY, RIGHTS, PRIVILEGES, FRANCHISES, OR OTHER ASSETS OF THE NON-SURVIVING FOREIGN CORPORATION IS EFFECTIVE AS PROVIDED BY THE LAWS OF THE PLACES WHICH GOVERN THE CONSOLIDATION OR MERGER.

(C) CERTIFICATES TO BE FILED WITH DEPARTMENT.

THE SUCCESSOR MAY FILE WITH THE DEPARTMENT A CERTIFICATE OF ITS PRESIDENT, VICE-PRESIDENT, SECRETARY, OR ASSISTANT SECRETARY WHICH SPECIFIES:

(1) EACH COUNTY IN THIS STATE WHERE A FOREIGN CORPORATION PARTY TO THE CONSOLIDATION OR MERGER, EXCEPT THE SUCCESSOR, OWNS AN INTEREST IN LAND;

(2) THE NAME OF EACH CORPORATION PARTY TO THE CONSOLIDATION OR MERGER;

(3) THE PLACE UNDER THE LAWS OF WHICH EACH PARTY WAS ORGANIZED; AND

(4) THE NAME OF THE SUCCESSOR.

(D) ARTICLES TO BE FILED.

IF A COPY OF THE DOCUMENT EFFECTING THE CONSOLIDATION OR MERGER HAS NOT BEEN FILED WITH THE DEPARTMENT AS PROVIDED IN TITLE 7 OF THIS ARTICLE, THE SUCCESSOR SHALL FILE WITH THE DEPARTMENT AN OFFICIALLY CERTIFIED COPY OF THAT DOCUMENT.

(E) DEPARTMENT TO PREPARE AND FILE CERTIFICATE OF CONSOLIDATION OR MERGER.

WHEN THE DEPARTMENT RECEIVES THE ARTICLES AND ANY CERTIFICATE OF THE SUCCESSOR, IT SHALL PREPARE AND FILE