
The Commonwealth of Massachusetts

MEMORANDUM OF THE MASSACHUSETTS SECRETARY
OF STATE IN RESPECT TO THE PETITION OF ANDREW J.
ROGERS, JR., FOR LEGISLATION TO DISSOLVE THE
COOP, INC.

March 16, 1981.

To the Honorable Senate and House of Representatives:

On February 17, 1981 the above-referenced petition accompanying bill was transmitted to me by the Clerk of the House with a request for a memorandum. The petition is subject to the provisions of the Massachusetts General Laws Chapter 3, section 7. In accordance with that section, a request for additional information showing why the object sought cannot be accomplished under the General Laws was sent via certified mail to the petitioner named above. Petitioner's reply is attached for your information.

The Co-op, Inc. was organized on April 1, 1947 as the Natick Consumers' Co-operative Society, Inc. under Chapters 156 and 157 of the General Laws. On March 2, 1948 and May 19, 1952, articles of amendment were filed increasing the corporation's capital common stock and authorizing a preferred series. On June 22, 1956, articles of amendment were filed changing the organization's name to "The Co-op, Inc."

The bill before you dissolves the corporation, The Co-op, Inc., subject to specific sections of Chapter 155 of the General Laws. The sections cited, Sections 51, 51A, 52, and 56, deal with continuation, distribution of assets, appointment of receivers, and revival. The proposed sections II and III concern suits present or future brought against or by the corporation, its purchasers or assignees.

Given the facts presented in petitioner's reply, the requirements for voluntary dissolution under section 50 of Chapter 155, and a provision regarding proxy voting appearing in the corporation's articles of organization, it is the opinion of this office that special legislation is required to effect the desired result. Whether or not the matter should

be allowed is, however, within your exclusive jurisdiction. The required fee has been paid by the corporation as required by General Laws Chapter 3, section 7.

Respectfully submitted,

MICHAEL JOSEPH CONNOLLY

Secretary of State

By Mr. Rogers of Framingham, petition of Andrew J. Rogers, Jr., for legislation to dissolve the Co-op, Inc. Commerce and Labor.

The Commonwealth of Massachusetts

In the Year One Thousand Nine Hundred and Eighty-One.

AN ACT DISSOLVING THE CO-OP, INC.

1 *Whereas*, The deferred operation of this Act would tend to
2 defeat its purpose, which is to prevent without delay the continu-
3 ance of activities by the corporation dissolved hereby, therefore it
4 is declared to be an emergency law, necessary for the immediate
5 preservation of the public convenience.

Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same, as follows:

1 SECTION 1. The Co-op, Inc., a Massachusetts Corporation
2 duly organized and established April 1, 1947 as Natick Consumers'
3 Co-operative Society, Inc. which said name was lawfully changed
4 to The Co-op, Inc. by amendment filed with the Secretary of the
5 Commonwealth on June 22, 1956, is hereby dissolved, subject to
6 Sections Fifty-One, Fifty-One A, Fifty-Two and Fifty-Six of
7 Chapter One Hundred Fifty-Five of the General Laws.

1 SECTION 2. Nothing in this Act shall be construed to affect
2 any suit pending by or against said Corporation, or any suit now
3 pending or hereafter brought for any liability now existing against
4 the Officers of said Corporation, or to make valid any defect in the
5 organization of said Corporation.

1 SECTION 3. Suits upon choses in action arising out of any
2 lawful activity by said corporation may be brought if prosecuted in
3 the name of the purchaser or assignee. The fact of sale or assign-

4 ment and of purchase by the Plaintiff shall be set forth in the
5 Complaint or other process; and the Defendant may avail himself
6 of any matter of defense of which he might have availed himself in a
7 suit upon the claim by said Corporation, had it not been dissolved
8 by this Act.