

(3) A portion of the line between Milford and Upton shall hereafter be as follows: Beginning at the unmarked point in North Pond, as previously described in subsection (1), being the Hopkinton-Milford-Upton corner; thence south 4°-31' east 538 feet to a point in the middle of the sluiceway through which the water is drawn from said pond, and designated as Milford-Upton corner 1 on the present Milford-Upton town line and marked by a ram-set nail in bituminous concrete top of dam.

Bearings in this section refer to the North American Datum as used in the Town Line Atlas published by the Massachusetts Harbor and Land Commission in 1908.

SECTION 2. This act shall take effect upon its acceptance by the towns of Hopkinton, Milford and Upton at their next annual town meetings, but not otherwise.

*Approved July 25, 1962.*

**Chap. 750.** AN ACT TRANSFERRING THE DUTIES OF THE BUREAU OF CORPORATE ORGANIZATION AND REGISTRATION IN THE DEPARTMENT OF CORPORATIONS AND TAXATION TO THE CORPORATION DIVISION IN THE DEPARTMENT OF THE STATE SECRETARY.

*Be it enacted, etc., as follows:*

SECTION 1. Chapter 3 of the General Laws is hereby amended by striking out section 7, as most recently amended by section 2A of chapter 549 of the acts of 1943, and inserting in place thereof the following section: — *Section 7.* Any petition to the general court for the establishment or revival, or for the amendment, alteration or extension of the charter or corporate powers or privileges, or for the change of name, of any corporation, except a petition subject to the provisions of section five, which is seasonably filed in the office of the clerk of either branch and is accompanied by a bill embodying in substance the legislation petitioned for, shall, with said accompanying bill, be transmitted as soon as may be by the clerk of the branch in which they were filed to the office of the state secretary. The petition shall specifically set forth the facts showing why the object sought cannot be accomplished under the general laws, shall contain the business or mailing address of the petitioner and, if such petition relates to a corporation organized or to be organized for purposes of business or profit, shall be accompanied by a fee of twenty-five dollars, which shall be paid to the commonwealth. If the petition fails so to set forth the facts required above, or if the petitioner fails to pay a fee in a case where a fee is required, said secretary shall forthwith notify the petitioner by registered mail of such failure and such petitioner shall within ten days from the date of such notification comply with the requirements of this section. If at the expiration of such period the petitioner shall have failed so to comply, said secretary shall return the petition and bill to the clerk of the branch in which they were originally filed, with a statement that the petitioner has failed to comply with this section. If the petition is not so returned, said secretary shall, not later than the thirtieth day following the date of receipt thereof, return the same with the accompanying bill to the clerk of the branch in which they were originally filed, together with a memorandum stating whether or not, in his opinion, the object sought

may be accomplished under the general laws or whether the same requires legislation. He may also insert in said memorandum any other relevant statement which, in his opinion, might be of assistance to the general court in passing on the petition.

SECTION 2. Chapter 67 of the General Laws is hereby amended by striking out section 51, as appearing in the Tercentenary Edition, and inserting in place thereof the following section: — *Section 51.* The standing committee or other officers shall certify the organization of such church to the state secretary, in such form as he shall prescribe; and upon payment of a fee of five dollars to the secretary shall perform the same duties and with the same legal effect as in the case of corporations organized under chapter one hundred and eighty.

SECTION 3. The third paragraph of section 55 of said chapter 67, as appearing in chapter 592 of the acts of 1953, is hereby further amended by striking out, in line 2, the words “commissioner of corporations and taxation” and inserting in place thereof the words: — state secretary.

SECTION 4. Section 30 of chapter 69 of the General Laws is hereby amended by striking out, in lines 1 and 2 and in line 32, as appearing in section 3 of chapter 549 of the acts of 1943, the words “commissioner of corporations and taxation” and inserting in place thereof, in each instance, the words: — state secretary.

SECTION 5. Chapter 155 of the General Laws is hereby amended by striking out section 1, as amended by section 1 of chapter 297 of the acts of 1935, and inserting in place thereof the following section: — *Section 1.* The provisions of this chapter, unless expressly limited in their application, shall apply to all corporations created by or organized under the laws of the commonwealth, except in so far as they are inconsistent with other provisions of law relative to particular corporations or classes of corporations, and such provisions shall apply to all corporations created by or organized under laws other than those of the commonwealth so far as they are made applicable to them by reference in this or any other chapter. In this chapter, unless the context otherwise requires, “secretary” or “state secretary” means the secretary of the commonwealth.

SECTION 6. Section 2 of said chapter 155, as appearing in the Tercentenary Edition, is hereby amended by striking out, in line 1, the word “commissioner” and inserting in place thereof the word: — secretary, — and by adding at the end the following sentence: — The secretary shall on each business day furnish to the commissioner of corporations and taxation a list of all applications for incorporation, changes in corporate structure or powers, and proposals for the merger, dissolution, or revival of corporations filed on the next preceding business day, and shall also furnish to said commissioner, without cost, copies of such other documents relative to corporations as said commissioner may request.

SECTION 7. Section 2A of said chapter 155, inserted by chapter 490 of the acts of 1955, is hereby amended by striking out, in line 5, the words “the department of corporations and taxation and of”; and by striking out, in lines 7, 8 and 9 and in lines 17 and 18, the word “commissioner” and inserting in place thereof, in each instance, the word: — secretary.

SECTION 8. Said chapter 155 is hereby further amended by striking out section 2B, added by chapter 441 of the acts of 1958, and inserting in place thereof the following section: — *Section 2B.* Before approving articles of organization in connection with the proposed incorporation

of a dispensary or clinic, hospital, sanatorium, convalescent or nursing home, infirmary, rest home, or like institution requiring a license from the department of public health or before approving an amendment to such articles of organization of an existing corporation which will give it such power, the state secretary shall refer such articles or amendments thereto to the department of public health, which shall immediately make an investigation as to the applicants for incorporation, the corporation or the petitioners, as the case may be, and the purposes thereof, and of all material facts, including facts tending to show that the probable purpose is to cover any illegal business, or that the applicants, corporation or petitioners are not suitable persons from lack of financial ability or from any other cause, and facts as to the present need for an organization with such purposes at the time and place and with respect to the special circumstances set forth in such articles, amendment or petition. The department of public health shall give the applicant or applicants a public hearing, notice of which shall be published once a week for three successive weeks in some paper published in the county where the corporation has or is to have its principal office or rooms, and if said office or rooms are to be in Boston, in some Boston daily paper, the last publication to be at least three days before the day set for the hearing. After such hearing, the commissioner of public health shall make findings of fact as to such purposes, need and suitability, and in accordance therewith shall approve or disapprove such articles, amendment or petition. Thereupon he shall report such findings and action to the secretary. If the commissioner of public health approves the articles, amendment or petition, the secretary shall accept the findings of fact made and reported to him by the commissioner of public health. If the commissioner of public health disapproves the application, the secretary shall refuse to approve the articles of organization, amendment or petition, as the case may be. If he refuses, the applicant or applicants may appeal to the superior court, which shall hear the case and finally determine whether or not the articles of organization or an amendment thereof shall be approved. For the purposes of such appeal, failure by the department of public health to report to the secretary within three months after the date of reference to it by him of articles, an amendment or petition, as herein provided, shall be deemed to be a report to him with disapproval by the commissioner of public health, and failure of the secretary to approve or disapprove articles, an amendment or petition, within four months after their original submission to him by the applicant or applicants shall be deemed to be a refusal by him to approve them.

SECTION 9. Said chapter 155 is hereby further amended by striking out section 9, as most recently amended by chapter 32 of the acts of 1953, and inserting in place thereof the following section: — *Section 9.* A corporation organized under the general laws may assume any name which, in the judgment of the secretary, indicates that it is a corporation; but it shall not assume the name or trade name of another corporation established under the laws of the commonwealth, or of a corporation, firm, association or person carrying on business in the commonwealth, at the time of incorporation of the corporation so organized or within three years prior thereto, or assume a name so similar thereto as to be likely to be mistaken for it, except with the written consent of the said existing corporation, firm or association or of such person previously

filed with the secretary. The supreme judicial or superior court shall have jurisdiction in equity, upon the application of any person interested or affected, to enjoin such corporation from doing business under a name assumed in violation of any provision of this section, although its certificate or articles of organization may have been approved and a certificate of incorporation may have been issued to it.

If within thirty days of the date when the certificate or articles of organization of any corporation are filed in the office of the state secretary any other corporation or any firm, association or person carrying on business in the commonwealth at the time when such certificate or articles are so filed, or within three years prior thereto, shall protest in writing to the secretary that the name assumed by the corporation the certificate or articles of organization of which have been so filed is the same as the name or trade name of the protesting corporation, firm, association or person or so similar thereto as to be likely to be mistaken for it, the secretary shall, as soon as reasonably may be, hear the party protesting and the corporation which assumed the name, giving written notice of the hearing to each. If after the hearing the secretary shall be of the opinion that the assuming of the name violates any provision of this section he shall record a statement withdrawing his approval of said certificate or articles in so far as it or they relate to the name assumed by the corporation, such withdrawal to take effect sixty days from the date of recording. After the expiration of said period of sixty days the corporation shall have no right to use the name assumed and may be enjoined from doing business under such name by the supreme judicial or superior court upon application of the attorney general or any person interested or affected.

SECTION 10. Said chapter 155 is hereby further amended by striking out section 10, as most recently amended by section 2 of chapter 698 of the acts of 1957, and inserting in place thereof the following section: —

*Section 10.* A corporation, except one subject to chapter one hundred and fifty-six or chapters one hundred and sixty to one hundred and sixty-three, inclusive, may at a meeting duly called for the purpose, by vote of two thirds of each class of stock outstanding and entitled to vote, or, in case such corporation has no capital stock, by vote of two thirds of the persons legally qualified to vote in meetings of the corporation, or, if such corporation without capital stock is a mutual insurance corporation, by two thirds of the votes of its policyholders cast at such a meeting, or by a larger vote if its agreement of association or by-laws shall so require, change its name; provided, that no corporation subject to section twenty-six of chapter one hundred and eighty shall change its name until after approval of such change by the secretary. Articles of amendment signed and sworn to by the president, treasurer and a majority of the directors or other officers having the powers of directors, shall, within thirty days after such meeting, be prepared, setting forth such amendment and the due adoption thereof. Such articles shall be submitted to the secretary who shall examine them, and if he finds that they conform to the requirements of law, he shall, subject to section thirty of chapter sixty-nine if applicable to such articles, so certify and endorse his approval thereon. Thereupon the secretary shall direct the officers of the corporation to publish in such form as he may see fit, in a newspaper published in the county where the corporation has its principal office or place of business, notice of such change of name. When the secretary

is satisfied that such notice has been published as required by him, he shall, upon the payment of a fee of twenty-five dollars by a corporation subject to the provisions of either chapter one hundred and sixty-four or chapter one hundred and seventy-five and upon the payment of a fee of five dollars by all other corporations subject to the provisions of this section, grant a certificate of the name which the corporation shall bear, which name shall thereafter be its legal name, and he shall cause the articles of amendment to be filed in his office. In the case of corporations subject to chapter one hundred and seventy-five or one hundred and seventy-six, the approval of the commissioner of insurance shall be required before the state secretary approves the articles of amendment. No articles of amendment changing the name of any corporation shall take effect until they have been filed in the office of the secretary as aforesaid.

SECTION 11. Section 23 of said chapter 155, as appearing in the Tercentenary Edition, is hereby amended by striking out, in line 8, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 12. Said chapter 155 is hereby further amended by striking out section 50A, as amended by chapter 383 of the acts of 1943, and inserting in place thereof the following section: — *Section 50A.* If a corporation has failed to comply with the provisions of law requiring the filing of reports with the state secretary or tax returns with the commissioner of corporations and taxation for two consecutive years, or if the secretary is satisfied that a corporation has become inactive and that its dissolution would be in the public interest, said secretary or said commissioner may apply to the supreme judicial court for its dissolution, and the court, after notice by mail or otherwise as it may order, may decree such dissolution subject to the provisions of sections fifty-one, fifty-two and fifty-six. The said secretary or said commissioner may include as many corporations in a single application as they deem fit and the court may include in its decree any or all thereof. The secretary or the commissioner shall furnish to each county law library within the commonwealth, upon application therefor, a copy, mimeographed or otherwise prepared as he shall determine, of the list of the corporations dissolved as herein provided.

SECTION 13. Section 51A of said chapter 155 added by chapter 204 of the acts of 1958, is hereby amended by striking out, in lines 6 and 7, the words "commissioner of corporations and taxation" and inserting in place thereof the word: — secretary.

SECTION 14. Said chapter 155 is hereby further amended by striking out section 56, as most recently amended by chapter 31 of the acts of 1953, and inserting in place thereof the following section: — *Section 56.* If the secretary finds that a corporation has been dissolved subject to the provisions of this section by act of the general court or under the provisions of section fifty A and that such corporation ought to be revived for all purposes or for any specified purpose or purposes with or without limitation of time, he may, not later than five years after the effective date of said act or after the date of the court decree dissolving such corporation under authority of said section fifty A, as the case may be, upon application by an interested party, file in his office a certificate, in such form as he may prescribe, reviving such corporation as aforesaid; and provided, further, that if the sole purpose of the revival of such a dissolved corporation is to enable it to convey title to property or to sell and convey property and to distribute the proceeds among those

entitled thereto, and if the revival is for a period not exceeding one year, the secretary may file such certificate of revival at any time after the date of dissolution. The secretary may subject the revival of such corporation to such terms and conditions, including the payment of reasonable fees, as in his judgment the public interest may require. Upon the filing of a certificate reviving a corporation for all purposes, said corporation shall stand revived with the same powers, duties and obligations as if it had not been dissolved, except as otherwise provided in said certificate; and all acts and proceedings of its officers, directors and stockholders or members, acting or purporting to act as such, which would have been legal and valid but for such dissolution, shall, except as aforesaid, stand ratified and confirmed. If such a corporation is revived as aforesaid for a limited time or for any specified purpose or purposes, it shall stand revived for such time or for the accomplishment of such purpose or purposes in accordance with the terms of the secretary's certificate. For cause shown to his satisfaction, the secretary may, by certificate filed as aforesaid, extend the time for which a corporation revived for a limited time shall stand revived.

SECTION 15. Chapter 156 of the General Laws is hereby amended by striking out section 1, as appearing in the Tercentenary Edition, and inserting in place thereof the following section: — *Section 1.* In this chapter unless a contrary intention appears, "corporation" shall mean a corporation to which, under section two, this chapter applies, and "secretary" or "state secretary" shall mean the secretary of the commonwealth.

SECTION 16. Section 3 of said chapter 156, as so appearing, is hereby amended by striking out, in line 11, in both instances, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary.

SECTION 17. Section 11 of said chapter 156 is hereby amended by striking out the first sentence, as amended by section 3 of chapter 97 of the acts of 1961, and inserting in place thereof the following sentence: — The articles of organization and the agreement of association shall be submitted to the secretary who shall examine them and who may require such amendment thereof or such additional information as he deems necessary.

SECTION 18. Said chapter 156 is hereby amended by striking out section 12, as most recently amended by section 1 of chapter 327 of the acts of 1959, and inserting in place thereof the following section: — *Section 12.* Upon the approval and filing as above provided of the articles of organization of a corporation organized under general laws, the state secretary shall issue a certificate of incorporation in the following form: —

#### THE COMMONWEALTH OF MASSACHUSETTS.

Be it known that whereas (the names of the subscribers to the agreement of association) have associated themselves with the intention of forming a corporation under the name of (the name of the corporation), and have complied with the provisions of the statutes of the commonwealth in such case made and provided, as appears from the articles of organization of said corporation, duly approved by the state secretary and recorded in this office: Now, therefore, I (the name of the state secretary), secretary of the commonwealth of Massachusetts, do hereby certify that said (names of the subscribers to the agreement of association), their associates and successors are legally organized and established as, and are hereby made an existing corporation as of (the date of filing of the articles of organization), under the name of

(the name of the corporation), with the powers, rights and privileges, and subject to the limitations, duties and restrictions, which by law appertain thereto.

Witness my official signature hereunto subscribed, and the great seal of the commonwealth of Massachusetts hereunto affixed this \_\_\_\_\_ day of \_\_\_\_\_ in the year \_\_\_\_\_

The state secretary shall sign the certificate of incorporation and cause the great seal of the commonwealth to be thereto affixed, and such certificate shall have the force and effect of a special charter. The existence of every corporation organized under general laws shall begin upon the filing of the articles of organization in the office of the state secretary. The state secretary shall make a record of the fact of said incorporation and shall create an index in alphabetical order. A certified statement of the fact of incorporation by the state secretary shall be conclusive evidence of such incorporation.

SECTION 19. Section 16 of said chapter 156, as appearing in the Tercentenary Edition, is hereby amended by striking out, in line 8 and in line 15, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary.

SECTION 20. Section 17 of said chapter 156, as so appearing, is hereby amended by striking out, in line 3 and in line 8, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary.

SECTION 21. Said chapter 156 is hereby further amended by striking out section 24, as amended by section 1 of chapter 211 of the acts of 1961, and inserting in place thereof the following section: — *Section 24.* Whenever any change is made in the officers of a corporation, except at the annual meeting, the corporation shall forthwith submit to the secretary a certificate of such change, signed and sworn to by the clerk. The secretary shall examine such certificate and if he finds that it conforms to the requirements of this chapter, he shall endorse his approval thereon and cause the same to be filed and preserved in book form convenient for and open to public inspection. Any corporation which fails to submit a certificate as aforesaid within thirty days after such change has been made, or which fails to keep a clerk of the corporation in this commonwealth, shall forfeit not more than five hundred dollars, to be recovered in the manner prescribed by section fifty-two.

SECTION 22. Said chapter 156 is hereby further amended by striking out section 29, as amended by section 2 of said chapter 211 of the acts of 1961, and inserting in place thereof the following section: — *Section 29.* Whenever any change is made altering the date fixed in the by-laws for the annual meeting of a corporation, the corporation shall forthwith submit to the secretary a certificate of such change, signed and sworn to by the clerk of the corporation. The secretary shall examine such certificate and if he finds that it conforms to the requirements of this chapter, he shall endorse his approval thereon and cause it to be filed and preserved in book form convenient for reference and open to public inspection. Any corporation which fails to submit a certificate as aforesaid within thirty days after such a change has been made, shall forfeit not more than one hundred dollars, to be recovered in the manner prescribed by section fifty-two.

SECTION 23. Section 43 of said chapter 156, as appearing in the Tercentenary Edition, is hereby amended by striking out, in line 6, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 24. Section 46A of said chapter 156 is hereby amended by striking out, in lines 6, 10, 28, 66 and 67, as appearing in chapter 524 of the acts of 1948, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary.

SECTION 25. The third paragraph of section 46B of said chapter 156, as appearing in section 2 of chapter 514 of the acts of 1941, is hereby amended by striking out, in line 15 and in line 17, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary.

SECTION 26. Section 46D of said chapter 156, as so appearing, is hereby amended by striking out, in lines 37 and 38, in line 56, and in line 58, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary.

SECTION 27. Section 47 of said chapter 156, as amended by section 1 of chapter 467 of the acts of 1962, is hereby further amended by striking out, in line 5, in lines 21 and 22, and in line 25, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary.

SECTION 28. Section 48 of said chapter 156, as amended by chapter 202 of the acts of 1961, is hereby further amended by striking out, in line 1, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 29. Section 50 of said chapter 156, as appearing in the Tercentenary Edition, is hereby amended by striking out, in line 2 and in line 12, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary.

SECTION 30. Section 52 of said chapter 156, as so appearing, is hereby amended by striking out, in line 6, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 31. Section 7 of chapter 157 of the General Laws is hereby amended by striking out, in line 5, as appearing in the Tercentenary Edition, the words "commissioner of corporations and taxation" and inserting in place thereof the words: — state secretary, — and by striking out, in line 8 and in line 9, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary.

SECTION 32. Section 8 of said chapter 157, as so appearing, is hereby amended by striking out, in lines 10 and 11, the words "commissioner of corporations and taxation" and inserting in place thereof the words: — state secretary.

SECTION 33. Section 1 of chapter 158 of the General Laws, as so appearing, is hereby amended by striking out, in line 16, the word "commissioner" and inserting in place thereof the words: — secretary or state secretary, — and by striking out, in line 17, the words "commissioner of corporations and taxation" and inserting in place thereof the words: — secretary of the commonwealth.

SECTION 34. Said chapter 158 is hereby amended by striking out section 9, as so appearing, and inserting in place thereof the following section: — *Section 9.* The president, treasurer and a majority of the directors shall forthwith make, sign and swear to a certificate setting forth a true copy of the agreement of association with the names of the subscribers thereto, the date of the first meeting and the successive adjournments thereof, if any, and shall submit such certificate and also the records of the corporation to the secretary, who shall examine the same, and who may require such other evidence as he may judge neces-

sary. If it appears that the requirements of the preceding sections, and of sections five and six of chapter one hundred and sixty-four in the case of gas and electric companies, preliminary to the establishment of the corporation have been complied with, the secretary shall so certify and approve the certificate by his endorsement thereon. Such certificate shall thereupon be filed by said officers in the office of the state secretary, who, upon payment of the fee hereinafter provided, shall issue a certificate in the following form: —

THE COMMONWEALTH OF MASSACHUSETTS.

Be it known that whereas (the names of the subscribers to the agreement of association) have associated themselves with the intention of forming a corporation under the name of (the name of the corporation), for the purpose (the purpose declared in the agreement of association), with a capital of (the amount of capital fixed in the agreement of association), and have complied with the provisions of the statutes of this commonwealth in such case made and provided, as appears from the certificate of the president, treasurer and directors of said corporation, duly approved by the state secretary and recorded in this office: Now, therefore, I, (the name of the secretary), secretary of the commonwealth of Massachusetts, do hereby certify that said (the names of the subscribers to the agreement of association), their associates and successors, are legally organized and established as, and are hereby made, an existing corporation under the name of (name of the corporation), with the powers, rights and privileges, and subject to the limitations, duties and restrictions, which by law appertain thereto.

Witness my official signature hereunto subscribed, and the great seal of the commonwealth of Massachusetts hereunto affixed, this \_\_\_\_\_ day of \_\_\_\_\_ in the year \_\_\_\_\_ (the date of execution of the certificate).

The state secretary shall sign the same and cause the great seal of the commonwealth to be thereto affixed, and such certificate shall have the force and effect of a special charter and shall be conclusive evidence of the existence of such corporation. He shall also cause a record of such certificate to be made, and a certified copy of such record may be given in evidence with like effect as the original certificate.

SECTION 35. Section 33 of said chapter 158, as so appearing, is hereby amended by striking out, in line 7, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 36. Section 36 of said chapter 158, as so appearing, is hereby amended by striking out, in line 16, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 37. Section 37 of said chapter 158, as so appearing, is hereby amended by striking out, in line 10, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 38. Section 38 of said chapter 158, as so appearing, is hereby amended by striking out, in line 3, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 39. Section 39 of said chapter 158, as so appearing, is hereby amended by striking out, in line 10, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 40. Section 41 of said chapter 158, as so appearing, is hereby amended by striking out, in line 3, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 41. Section 42 of said chapter 158, as so appearing, is hereby amended by striking out, in line 11, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 42. Section 29 of chapter 164 of the General Laws, as so appearing, is hereby amended by striking out, in line 4, the words "commissioner of corporations and taxation" and inserting in place thereof the words: — state secretary.

SECTION 43. Section 12 of chapter 165 of the General Laws, as so appearing, is hereby amended by striking out, in lines 6 and 7, the words "commissioner of corporations and taxation" and inserting in place thereof the words: — state secretary.

SECTION 44. Section 13 of said chapter 165, as so appearing, is hereby amended by striking out, in lines 2 and 3, the words "commissioner of corporations and taxation" and inserting in place thereof the words: — state secretary, — and by striking out, in line 6, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 45. Section 14 of said chapter 165, as so appearing, is hereby amended by striking out, in line 5, the words "commissioner of corporations and taxation" and inserting in place thereof the words: — state secretary.

SECTION 46. Section 5 of chapter 170 of the General Laws, as appearing in section 1 of chapter 371 of the acts of 1950, is hereby amended by striking out, in line 12, the words "commissioner of corporations and taxation" and inserting in place thereof the words: — state secretary.

SECTION 47. Section 50 of said chapter 170, as so appearing, is hereby amended by striking out the fourth and fifth paragraphs and inserting in place thereof the following two paragraphs: —

If such application is approved by said board as above provided, such association shall cause to be filed with the state secretary the name, residence and post-office address of each of the officers and directors of such association, a copy of its proposed by-laws amended to conform with the requirements of section six, and such other information as said secretary may require.

After approval of such conversion by said board, and receipt by it of satisfactory evidence that all provisions of federal laws and regulations relative to such conversion have been or will be duly complied with, the said board shall cause to be filed with the state secretary a certificate of its approval. After receipt of such certificate by said state secretary, if he finds that the requirements of this section have been satisfactorily complied with, he shall so certify and upon receipt of a fee of five dollars shall issue to said officers and directors in such form as he may prescribe, a certificate of incorporation as a co-operative bank.

SECTION 48. Section 9 of chapter 172 of the General Laws, as appearing in section 1 of chapter 493 of the acts of 1961, is hereby amended by striking out in line 11 and in lines 29 and 30, the words "commissioner of corporations and taxation", and inserting in place thereof, in each instance, the words: — state secretary.

SECTION 49. Section 3 of chapter 179 of the General Laws, as amended by section 1 of chapter 130 of the acts of 1943, is hereby further amended by striking out, in lines 17 and 18, the words "commissioner of corporations and taxation" and inserting in place thereof the words: — state secretary.

SECTION 50. Section 6 of chapter 180 of the General Laws, as most recently amended by section 13 of chapter 602 of the acts of 1952, is hereby further amended by striking out, in lines 6 and 7, in lines 31, 33,

36 and 37, 43 and 44, and 48 and 49, the words "commissioner of corporations and taxation" and inserting in place thereof, in each instance, the words: — state secretary.

SECTION 51. Section 10 of said chapter 180, as appearing in section 4 of chapter 559 of the acts of 1947, is hereby amended by striking out, in line 14, the words "commissioner of corporations and taxation" and inserting in place thereof the words: — state secretary.

SECTION 52. Section 11 of said chapter 180, as appearing in section 5 of chapter 559 of the acts of 1947, is hereby amended by striking out, in lines 5 and 6, the words "commissioner of corporations and taxation" and inserting in place thereof the words: — state secretary, — by striking out, in lines 6 and 7, in line 15, and in line 21, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary, — by striking out the last sentence, — and by striking out, in line 2 of the seventh sentence, as appearing in section 16 of chapter 698 of the acts of 1957, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 53. Section 16 of said chapter 180, as appearing in the Tercentenary Edition, is hereby amended by striking out, in line 1, the words "commissioner of corporations and taxation" and inserting in place thereof the words: — state secretary.

SECTION 54. The second sentence of section 17 of said chapter 180, as so appearing, is hereby amended by striking out, in lines 5 and 6, the words "commissioner of corporations and taxation" and inserting in place thereof the words: — state secretary.

SECTION 55. Section 1 of chapter 181 of the General Laws, as appearing in the Tercentenary Edition, is hereby amended by striking out, in line 3, the words "'Commissioner', the commissioner of corporations and taxation", and inserting in place thereof the words: — "Secretary", the state secretary.

SECTION 56. Said chapter 181 of the General Laws is hereby further amended by striking out section 3, as most recently amended by section 6 of chapter 611 of the acts of 1955, and inserting in place thereof the following section: — *Section 3.* Every foreign corporation, which does business in this commonwealth or which has a usual place of business in this commonwealth, or owns real property therein without having such a usual place of business, or which is engaged therein, permanently or temporarily, and with or without a usual place of business therein, in the construction, erection, alteration or repair of a building, bridge, railroad, railway or structure of any kind, or in the construction or repair of roads, highways or waterways, or in any other activity requiring the performance of labor, shall, before doing business in this commonwealth, in writing appoint the state secretary and his successor in office to be its true and lawful attorney upon whom all lawful processes in any action or proceeding against it may be served, and in such writing shall agree that any lawful process against it which is served on said attorney shall be of the same legal force and validity as if served on the corporation, and that the authority shall continue in force so long as any liability remains outstanding against the corporation in this commonwealth. The power of attorney and a copy of the vote authorizing its execution, duly certified and authenticated, shall be filed in the office of the said secretary, and copies certified by him shall be sufficient evidence thereof. Service of such process shall be made by leaving a copy of the process in duplicate

with a fee of two dollars in the hands of the secretary, or his deputy, or in the office of the secretary, and such service shall be sufficient service upon the corporation.

SECTION 57. Section 3A of said chapter 181, as appearing in the Tercentenary Edition, is hereby amended by striking out, in line 3, in line 7 and in line 9, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary.

SECTION 58. Said chapter 181 is hereby further amended by striking out section 4, as amended by section 2 of chapter 342 of the acts of 1946, and inserting in place thereof the following section: — *Section 4.* When legal process against any such corporation is served upon the secretary, he shall immediately give notice to the corporation of such service by mail, postage prepaid, directed, in the case of a corporation established in a foreign country, to the resident manager, if any, in the United States; and shall, within two days after such service, forward in the same manner a copy of the process served upon him to such corporation or manager, or to any other person designated by the corporation by a writing filed in the office of the secretary. The fee of two dollars paid by the plaintiff to the secretary at the time of the service shall be taxed in his costs, if he prevails in the suit. The secretary shall keep a record of all such processes, which shall show the day and hour of service.

In the case of service of process on a corporation which has not complied with section three, or which is not allowed under section six to comply with said section three, the notice herein provided for shall be mailed by the secretary to the proper address of the corporation which shall be furnished to him by the plaintiff or his attorney.

SECTION 59. Section 5 of said chapter 181, as appearing in the Tercentenary Edition, is hereby amended by striking out, in line 4 and in line 8, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary.

SECTION 60. Section 6 of said chapter 181, as so appearing, is hereby amended by striking out, in line 1 and in line 16, the first time it appears, in each instance, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary.

SECTION 61. Section 13 of said chapter 181, as so appearing, is hereby amended by striking out, in line 6, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 62. Section 18 of said chapter 181, as so appearing, is hereby amended by striking out, in line 5, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 63. Section 19 of said chapter 181, as so appearing, is hereby amended by striking out, in line 2, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 64. Section 21 of said chapter 181, as so appearing, is hereby amended by striking out, in line 2 and in line 6, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary.

SECTION 65. Section 22 of said chapter 181, as so appearing, is hereby amended by striking out, in lines 5 and 6, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 66. Said chapter 181 is hereby further amended by striking out section 23, as most recently amended by section 18 of chapter 698 of the acts of 1957, and inserting in place thereof the following section: —

*Section 23.* Every foreign corporation shall pay to the secretary seventy-five dollars for filing a copy of its charter, by-laws and the certificate required by section five, and twenty-five dollars for filing all other certificates and statements, including the annual certificate of condition required by section twelve.

SECTION 67. Section 1 of chapter 182 of the General Laws, as amended by section 1 of chapter 254 of the acts of 1954, is hereby further amended by striking out, in lines 7 and 8, the words "Commissioner", the commissioner of corporations and taxation", and inserting in place thereof, the words: — "Secretary", the state secretary.

SECTION 68. Section 2 of said chapter 182, as amended by section 39 of chapter 550 of the acts of 1948, is hereby further amended by striking out, in line 4, in line 6 and in line 12, the word "commissioner" and inserting in place thereof, in each instance, the word: — secretary.

SECTION 69. Section 2A of said chapter 182, as appearing in the Tercentenary Edition, is hereby amended by striking out, in line 9, the word "commissioner", both times it appears, and inserting in place thereof, in each instance, the word: — secretary.

SECTION 70. Section 4 of said chapter 182, as amended by section 2 of chapter 649 of the acts of 1945, is hereby further amended by striking out, in line 6, the word "commissioner" and inserting in place thereof the word: — secretary.

SECTION 71. Section 37 of chapter 223 of the General Laws is hereby amended by striking out the last paragraph, as most recently amended by section 7 of chapter 611 of the acts of 1955, and inserting in place thereof the following paragraph: —

In an action against a domestic corporation other than one mentioned in the preceding paragraph, service shall be made upon the president, treasurer, clerk, cashier, secretary, agent or other officer in charge of its business, or, if no such officer is found within the county, upon any member of the corporation. If an officer authorized to serve legal process makes a return on such process that, after diligent search, he can find no one upon whom he can lawfully make service as aforesaid, the court to which such process is returned may upon application issue an order of notice to such corporation, directing it to appear and answer within a designated period. Such order of notice shall contain an exact copy of the legal process referred to in the preceding sentence. The party making such application shall deliver a copy of such order in duplicate with a fee of two dollars to the state secretary or a deputy, or in the office of said secretary. Said secretary shall forthwith cause said copy to be forwarded by registered mail, return receipt requested, to such corporation at such address as may be designated for the purpose by a writing signed by its president, treasurer or clerk and filed with said secretary or if no such address has been designated, to its principal place of business in the commonwealth as stated in the last certificate of condition filed by it or, if no certificate has been filed by it, as stated in its articles of organization or any articles of amendment thereof. As soon as may be after such mailing by said secretary, he shall transmit a certificate to the court issuing such order, stating that he has complied with the provisions of this section, and shall attach thereto the return receipt or the undelivered copy, as the case may be. The clerk shall note upon the docket the name of the corporation and the address to which such copy was mailed by the secretary, and shall file with the

papers in the case the certificate of the secretary and the return receipt or undelivered copy, as the case may be, and such service shall be a sufficient service upon such corporation. The court in which the action is pending may order such continuances as may be necessary to afford the corporation reasonable opportunity to defend the action.

SECTION 72. Personnel employed in the bureau of corporate organization and registration, department of corporations and taxation, at the time of the effective change by this act, and whose sole and principal duty was in connection with the organization of corporations, or the amendment of corporate structures and their dissolution, are hereby transferred to the corporation division in the office of the state secretary without loss of civil service, seniority, retirement and other rights; provided, however, that any person who has been appointed under the provisions of paragraph four of section three of chapter fourteen of the General Laws to the position of chief of bureau, bureau of corporate organization and registration in the department of corporations and taxation who is so transferred and who has tenure in said position under the provisions of section nine A of chapter thirty of the General Laws shall not be involuntarily removed therefrom except under the provisions of said section; and provided, further, that any person so appointed whose service in such position is terminated for reasons other than his own delinquency shall under the provisions of the last paragraph of said section three of said chapter fourteen be appointed to the position of assistant chief of bureau in the department of corporations and taxation without loss of seniority, retirement and other rights, and with full civil service status. All corporate records now being used by the bureau of corporate organization and registration together with all filing cabinets, typewriters, desks, chairs, stamping machines, and any and all other equipment now used by the said department shall be transferred to the corporation division in the office of the state secretary.

SECTION 73. All corporation papers which were filed with the commissioner of corporations and taxation prior to the effective date of this act, and which had not been processed and completed on said effective date shall be turned over to the state secretary who shall process and complete the same.

SECTION 74. This act shall take effect on January first, nineteen hundred and sixty-three.

*Approved July 25, 1962.*

**Chap. 751.** AN ACT AUTHORIZING THE CITY OF LYNN TO BORROW MONEY FOR THE ESTABLISHMENT OF OFF-STREET PARKING FACILITIES IN SAID CITY.

*Be it enacted, etc., as follows:*

SECTION 1. The city of Lynn may, for the purposes of chapter six hundred and fifty-five of the acts of nineteen hundred and fifty-six borrow, from time to time, within a period of five years from the passage of this act, such sums as may be necessary, not exceeding in the aggregate nine hundred and seventy-five thousand dollars, and may issue bonds or notes therefor which shall bear on their face the words, City of Lynn, Public Parking Loan, Act of 1962. Each authorized issue shall constitute a separate loan, and such loans shall be paid in not more than twenty years from their dates. Indebtedness incurred under this