

CHAPTER 134—H. F. No. 657

An act to authorize merger and consolidation of certain religious and charitable property corporations.

Be it enacted by the Legislature of the State of Minnesota :

Section 1. Merger. In the event that two or more dioceses, synods, parishes, churches, congregations, or other religious bodies of the same religious denomination shall have heretofore been or shall hereafter be united, reunited, merged, or consolidated, and in the event that each said religious body shall have created, prior to the date of said union, reunion, merger, or consolidation, a corporation or two or more corporations pursuant to the laws of this state for the holding and administration of properties of said religious body or for the holding and administration of properties in trust for the use and benefit of said religious bodies or of any subdivisions, congregations, parishes, churches, missions, or other component parts thereof, the said property corporations may merge and consolidate with or into any one of said property corporations, or with and into a new property corporation organized for like purposes by said united, reunited, merged, or consolidated religious body, providing authority for said merger and consolidation shall have been given at any annual meeting of said united, reunited, merged, or consolidated religious body or at any special meeting thereof duly called for such purpose in accordance with the constitution, canon law, or other lawful provision for its governance.

Sec. 2. How merger effected. Any said merger and consolidation shall be effected by the execution by the property corporations who are parties thereto of an agreement of merger and consolidation containing:

(a) The names of the property corporations who are parties thereto.

(b) The name and location of the principal office of the surviving corporation with and into which the property corporations who are parties to said merger are to be merged and consolidated.

(c) The persons who shall constitute the governing board of the surviving corporation until their successors are duly elected and shall qualify.

(d) The general purposes of said surviving corporation and the general description of the area to be served by it.

(e) The date of adoption of the authorization for said merger and consolidation by the meeting of the united, re-

united, merged, or consolidated religious body to which said merging or consolidating property corporations pertain.

(f) Any other provisions appropriate for the certificate of incorporation of property corporations of said character which may be formed pursuant to the laws of this state.

(g) Said agreement of merger and consolidation shall be executed by the corporate officers of each of the property corporations which are parties thereto and shall be accompanied by the certificate of the secretary or other recording officer of said united, reunited, merged, or consolidated religious body certifying to the adoption by said religious body, in accordance with its constitution, canon law, or other general provisions for the governance of its affairs, of a resolution authorizing said merger and consolidation, and shall also be accompanied by a certificate of the secretary or other recording officer of each of the property corporations who are parties thereto of the adoption by the members and the Board of Trustees or other governing body of each said property corporation of resolutions authorizing and directing the execution of said agreement of merger and consolidation.

(h) Said agreement of merger and consolidation, when executed as aforesaid and when certified as aforesaid, shall be filed for record in the office of the Secretary of State of Minnesota and in the office of the Register of Deeds of the county in which the principal place of business of said surviving corporation is to locate, and shall also be filed for record in the office of the Register of Deeds of each other county of this state in which the principal place of business of any of the property corporations who are parties to said merger and consolidation shall theretofore, by the provisions of its certificate of incorporation, have been located.

(i) Said merger and consolidation shall be and become effective for all purposes upon filing for record the said agreement of merger and consolidation and the certificates as aforesaid in the office of the Secretary of State of Minnesota.

Sec. 3. Continuation of corporate identities. Upon any said merger and consolidation becoming effective, the corporate identity of each of the property corporations which are parties thereto shall continue in the surviving corporation, and the legal title to all assets held or owned by any property corporation which is a party to said merger and consolidation shall thereupon be and become vested in the surviving corporation, and the surviving corporation, by continuance in it of the corporate identity of each of the corporations which are parties to said merger and consolidation,

shall be the corporation entitled to receive all gifts, devises, bequests, legacies, or other transfers or assignments of money or property, real, personal, or mixed, thereafter made directly or in trust to or intended for any of the said constituent property corporations which are parties to said merger and consolidation; provided always, however, that, except as provided in Minnesota Statutes 1941, Section 501.12, no properties or assets and no income of any properties or assets held or received by any said property corporation which is a party to said merger and consolidation or which shall be received by the surviving corporation after the date thereof shall be diverted from the uses and purposes for which the same were or are received and held by the said property corporations who are parties to said merger and consolidation or from the uses and purposes for which the same were expressed and intended.

Sec. 4. Effectiveness of original certificates of incorporation. Except as otherwise provided in said agreement of merger and consolidation, all of the provisions of the certificate of incorporation of the surviving corporation shall continue in full force and effect as to the surviving corporation and all other corporations which shall be so merged and consolidated therewith.

Approved March 23, 1945.

CHAPTER 135—H. F. No. 1110

An act to appropriate money for the salary of the Lieutenant Governor and the salary and mileage of the members of the legislature and for the payment of the per diem of the officers and the employees of and all the other expenses of the legislature, including payment for necessary supplies therefor.

Be it enacted by the Legislature of the State of Minnesota:

Section 1. Appropriation for legislative expenses. That the sum of \$325,000, or so much thereof as may be found necessary, be and the same hereby is appropriated from the revenue fund for the payment of the salary of Lieutenant Governor, for the salary and mileage of the members of the Legislature and for the payment of the per diem of the