

ACTS and RESOLVES

Passed by the

GENERAL ASSEMBLY

of the

STATE OF VERMONT

at the

TWENTIETH BIENNIAL SESSION 1908

Session Commenced Oct. 7, 1908; Adjourned Jan. 29, 1909



PUBLISHED BY AUTHORITY

MONTPELIER:
CAPITAL CITY PRESS
PRINTERS
1908

sold under the direction of the legislature for the purpose of raising said amount, and the said real estate shall at no time be sold by the trustees without the consent of the legislature.

SEC. 3. This act shall take effect from its passage.

Approved January 25, 1909.

No. 321.—AN ACT TO EMPOWER THE TRUSTEES OF THE BRATTLEBORO RETREAT TO SELL CERTAIN REAL ESTATE.

It is hereby enacted by the General Assembly of the State of Vermont:

SECTION 1. That the trustees of the Brattleboro Retreat may, in their discretion, sell and convey a certain piece of land, particularly described in the deed from Joseph Draper and wife to the Vermont Asylum for the Insane, dated April 1, 1882, and recorded in Book 32, page 141 of the records of the deeds of Brattleboro, provided the proceeds of such sale or sales are used to apply to the erection of a building, near the main buildings of said institution, to be used for rooms for recreation and diversion of patients and for a nurses' home. Such sale or sales shall not be made without the written approval of the supervisors of the insane, filed and recorded with the deeds of such conveyance in the town clerk's office in Brattleboro.

SEC. 2. This act shall take effect from its passage.

Approved January 27, 1909.

No. 322.—AN ACT TO CONSOLIDATE THE CHESTNUT HILL RESERVOIR COMPANY AND THE SUNSET LAKE WATER COMPANY.

It is hereby enacted by the General Assembly of the State of Vermont:

SECTION 1. The Chestnut Hill Reservoir Company, chartered by No. 231 of the acts of 1888, which charter is amended by No. 228 of the acts of 1894 and by No. 214 of the acts of 1904, may merge and consolidate its capital stock, franchise and property with, and may acquire the capital stock, franchises and property of the Sunset Lake Water Company, a corporation chartered by No. 217 of the acts of 1904, upon such terms and

conditions as may be agreed upon by the boards of directors and ratified by a unanimous vote of the stock of said companies, voted at any meeting duly called for that purpose.

SEC. 2. For the purpose of effecting such consolidation, the said corporations may enter into a joint agreement with each other, under the corporate seal of each, for their consolidation and merger, prescribing the terms and conditions thereof; the mode of carrying the same into effect; the manner of converting the capital stock of the one corporation into that of the other corporation, with such other details as they shall deem necessary to perfect said merger and consolidation. The name of the corporation made by such consolidation and merger shall be either "the Chestnut Hill Reservoir Company" or "the Sunset Lake Water Company," or such other name as the board of directors of said corporations may jointly select, not however any name in use by any other corporation in Vermont. Such agreement or a copy thereof, certified by the clerks of said respective corporations, under the seals thereof, and a certificate of such clerks that the agreement has been duly ratified by the stockholders of each corporation, under the provisions of this act, shall be filed in the office of the secretary of state of Vermont, and shall from thence be deemed and taken to be the agreement and act of consolidation of such corporations and thereafter such corporations parties thereto shall be one corporation under such name as may be selected as hereinbefore provided, which name shall be stated in the agreement filed with the secretary of state. The secretary of state is hereby authorized and required to make certified copies of the agreement of consolidation together with proofs of certificate thereof filed in this office under the provisions of this act. Said copies, so certified, may be used in evidence in any court or proceeding and shall be *prima facie* evidence of facts stated therein and of the regularity and validity thereof.

SEC. 3. Upon the consummation of such consolidation, all the rights, powers, privileges, immunities, capacities, benefits, advantages and franchises, and all the property, real, personal and mixed of said consolidated corporations, and all the debts due on whatever account to either of them, as well as other things in action belonging to either of them, shall be taken and deemed to be transferred and vested in the said consolidated corporation, without further act or deed; and all claims, demands, property, rights of way and every other interest shall be as effectually the property of the said consolidated corporation as they were of the other corporations, parties to said agreement; and the title to all real estate, taken by deed, or otherwise, under the laws of this state, vested in either of said corporations, parties to said agreement, shall be vested in said consolidated corporation by virtue of said act of consolidation.

The said consolidated corporation shall have and enjoy in

the ownership and operation thereof, all rights, powers, privileges, immunities, capacities, benefits, advantages and franchises which were owned and enjoyed by either of said corporations, and no further deed or record shall be required for the purpose of effecting said merger, consolidation, transfer and conveyance.

SEC. 4. The said consolidated corporation may issue capital stock and bonds to a total amount not exceeding the amount of stock and bonds which both said corporations, parties to said agreement, might issue under their respective charters and amendments thereto.

SEC. 5. It is further enacted that the rights of all creditors to, and all liens upon, the property of each of said corporations, so consolidated, shall be preserved unimpaired, and the respective corporations shall be deemed to continue in existence to preserve the same; and all debts and liabilities incurred by each of said corporations shall forthwith attach to the consolidated corporation, and may be enforced against it and its property to the same extent as if contracted and incurred by it. No contract, action or proceeding to which either of said corporation so consolidated is a party shall be abrogated, affected, abated or discontinued by such agreement or act of consolidation, but any such contract shall continue in force, and any such action or proceeding may be prosecuted to final judgment in the name of or against either of said corporations so consolidated, or the said consolidated corporation may, on petition of any party in interest, be substituted or brought in as a party.

SEC. 6. The corporation formed by such consolidation shall be bound by all the charter obligations and duties to the public and to any person or municipality, to which each of said corporations so consolidating, parties to said agreement, were by their respective acts of incorporation and amendments thereto, subject and liable. Said consolidated corporation shall likewise be subject to any option or right to purchase outstanding from or against the properties of either of the said consolidating corporations, parties to said agreement. Said consolidated corporation shall further be subject to whatever rights the village of Brattleboro may have, if any, to purchase or take over either or both the said consolidating corporations, parties to said agreement.

SEC. 7. This act shall take effect from its passage.

Approved December 12, 1908.