

Public Law 85-254

AN ACT

To amend the District of Columbia Business Corporation Act.

September 2, 1957
[S. 2438]

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That section 7 (a) of the District of Columbia Business Corporation Act, as amended, is amended by striking the word "authorized" in the second sentence.

SEC. 2. Section 9 of said Act is amended as follows: In subsection (a) (3) after the words "proposing to reincorporate," insert the words "or incorporate".

SEC. 3. Section 11 (b) of said Act is amended as follows:

(1) Insert "in duplicate" after "executed".

(2) At the end of subsection (b), strike "file such statement.", insert in lieu thereof a colon, and add—

"(1) endorse on each of such duplicate originals the word 'Filed', and the month, day, and year of the filing thereof;

"(2) file one of such duplicate originals in their office;

"(3) return the other duplicate original to the corporation or its representative."

SEC. 4. Section 14 of said Act is amended as follows:

(1) At the end of subsection (e) (2), strike the period, insert in lieu thereof a semicolon, and add: "(3) return the other duplicate original to the corporation or its representative".

(2) Strike subsection (f).

(3) Reletter subsection (g) as subsection (f).

SEC. 5. Section 20 of said Act is amended as follows: Add a new subsection numbered "(f)" to read as follows:

"(f) As to corporations availing themselves of the provisions of section 141 of this Act, the provisions of this section 20 shall be applicable only to the shares of such corporations issued subsequent to such reincorporation or incorporation."

SEC. 6. The first sentence of section 26 of said Act is amended to read as follows: "Except as provided in section 134 hereof, written or printed notice stating the place, day, and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or person calling the meeting, to each shareholder of record entitled to vote at such meeting."

SEC. 7. The first sentence of section 39 of said Act is amended to read as follows: "Except as provided in section 134 hereof, meetings of the board of directors shall be held upon such notice as is prescribed in the bylaws."

SEC. 8. Section 48 (b) of said Act is amended by striking "recorded by the Commissioners in the office of the Recorder of Deeds" and inserting in lieu thereof "delivered to the incorporators or their representative".

SEC. 9. Section 52 (m) of said Act is amended by striking "share" and inserting in lieu thereof "shares".

SEC. 10. Section 53 of said Act is amended as follows:

In subsection (a), strike "Amendments to the articles of incorporation" and insert in lieu thereof "Amended articles of incorporation" and strike "by the Commissioners" and insert in lieu thereof "with the Commissioners".

Subsection (b) (3) is amended by striking "the other duplicate original shall be recorded in the office of the Recorder of Deeds" and

D. C. Business Corporation Act, amendments.

68 Stat. 182.
D. C. Code 29-905.

D. C. Code 29-906a.

D. C. Code 29-907a.

D. C. Code 29-908a.

D. C. Code 29-908g.

D. C. Code 29-952.

D. C. Code 29-910A.

D. C. Code 29-945.

D. C. Code 29-916g.

D. C. Code 29-945.

D. C. Code 29-921b.

D. C. Code 29-921f.

D. C. Code 29-921g.

inserting in lieu thereof "issue an amended certificate of incorporation, to which they shall affix the other duplicate original".

Strike subsection (c) and in lieu thereof insert a new subsection (c) as follows:

"(c) The amended certificate of incorporation with the duplicate original of the amended articles of incorporation affixed thereto shall be delivered to the corporation or its representative."

Add a new subsection (d) as follows:

"(d) Upon the issuance of the amended certificate of incorporation, the amended articles of incorporation shall become effective and shall take the place of the original articles of incorporation."

D. C. Code 29-923a.

SEC. 11. Section 57 (b) of said Act is amended by striking "recorded in the office of the Recorder of Deeds" and inserting in lieu thereof "delivered to the corporation or its representative".

D. C. Code 29-924.

SEC. 12. Section 59 of said Act is amended as follows:

(1) At the end of subsection (d) strike the period, insert in lieu thereof a semicolon, and add the following: "(3) return the other duplicate original to the corporation or its representative".

(2) Strike subsection (e).

(3) Reletter subsections (f) and (g) as subsections (e) and (f) respectively.

D. C. Code 29-924b.

SEC. 13. Section 60 (b) (3) of said Act is amended by striking "the other duplicate original shall be recorded in the office of the Recorder of Deeds" and inserting in lieu thereof "return the other duplicate original to the corporation or its representative".

D. C. Code 29-925.

SEC. 14. Section 61 (c) (3) of said Act is amended by striking "the other duplicate original shall be recorded in the office of the Recorder of Deeds" and inserting in lieu thereof "return the other duplicate original to the corporation or its representative".

D. C. Code 29-927d.

SEC. 15. Section 68 (c) of said Act is amended by striking "recorded in the office of the Recorder of Deeds" and inserting in lieu thereof "delivered to the surviving or new corporation, as the case may be, or its representative".

D. C. Code 29-927h.

SEC. 16. Section 72 of said Act is amended as follows:

(1) In subsection (a) (3) strike "ownership" and insert in lieu thereof "merger".

(2) In subsection (b) strike "The certificate of merger or certificate of consolidation, together with the duplicate original affixed thereto, shall be recorded in the office of the Recorder of Deeds" and insert in lieu thereof "The certificate of merger, together with the duplicate original affixed thereto, shall be delivered to the surviving corporation or its representative".

(3) In subsection (c) strike "ownership" where it first appears and insert in lieu thereof "merger".

D. C. Code 29-928.

SEC. 17. Section 74 of said Act is amended by striking "less than" in both instances where those words appear.

D. C. Code 29-929.

SEC. 18. Section 75 of said Act is amended by inserting after the comma following "corporation" where it first appears "if not made in the usual and regular course of its business".

D. C. Code 29-930.

SEC. 19. Section 76 (c) of said Act is amended by striking "recorded in the office of the Recorder of Deeds" and inserting in lieu thereof "delivered to the incorporators or their representatives".

D. C. Code 29-930c.

SEC. 20. Section 79 (c) of said Act is amended by striking "The other duplicate original shall be recorded in the office of the Recorder of Deeds" and inserting in lieu thereof "Return the other duplicate original to the corporation or its representative".

D. C. Code 29-930h.

SEC. 21. Section 84 (c) of said Act is amended by striking "The other duplicate original shall be recorded in the office of the Recorder of Deeds" and inserting in lieu thereof "Return the other duplicate original to the corporation or its representative".

SEC. 22. Section 87 (b) of said Act is amended by striking "recorded in the office of the Recorder of Deeds" and inserting in lieu thereof "returned to the representative of the dissolved corporation".

D. C. Code 29-930k.

SEC. 23. Section 104 (c) of said Act is amended by striking "recorded in the office of the Recorder of Deeds" and inserting in lieu thereof "delivered to the corporation or its representative".

D. C. Code 29-933e.

SEC. 24. Section 107 (c) (3) of said Act is amended by striking "the other duplicate original shall be recorded in the office of the Recorder of Deeds" and inserting in lieu thereof "return the other duplicate original to the corporation or its representative".

D. C. Code 29-933h.

SEC. 25. Section 108 (a) of said Act is amended by striking "services" in the sixth sentence and inserting in lieu thereof "service".

D. C. Code 29-933l.

SEC. 26. Section 113 (b) (5) of said Act is amended by striking "him" and inserting in lieu thereof "them".

D. C. Code 29-934.

SEC. 27. Section 114 (b) of said Act is amended by striking "recorded in the office of the Recorder of Deeds" and inserting in lieu thereof "delivered to the corporation or its representative".

D. C. Code 29-934a.

SEC. 28. Section 115 of said Act is amended as follows:

D. C. Code 29-934b.

(1) Insert "(a)" after "SEC. 115." and before "The".

(2) Change "(a)", "(b)", "(c)", "(d)", "(e)", "(f)", "(g)", "(h)", and "(i)" as they now appear to "(1)", "(2)", "(3)", "(4)", "(5)", "(6)", "(7)", "(8)", and "(9)", respectively.

(3) In subsection (i) (redesignated "(9)") strike the comma after "Act", insert in lieu thereof a period, and strike "in which event the Commissioners shall give not less than thirty days' notice forwarded by registered mail, addressed to such corporation at its principal office as the same appears in the records of the Commissioners or at its registered office in the District, of their intent to revoke the certificate of authority".

(4) Add a new subsection (b) as follows:

"(b) No certificate of authority of a foreign corporation shall be revoked by the Commissioners unless (1) they shall have given the corporation not less than thirty days' notice by mail, addressed to such corporation at its principal office as the same appears in the records of the Commissioners or at its registered office in the District, of their intent to revoke the certificate of authority, and (2) the corporation, prior to such revocation and as the case may be, shall fail to submit satisfactory evidence that said certificate was not procured by such fraud, or that the corporation has not exceeded or abused such authority, or shall fail to pay such fees, charges, or penalties, or to appoint a registered agent in the District, or to file the required statement of change of registered office or registered agent, or to file such annual report, or to file a statement showing that it has transacted business in the District within a period of two years, or to file a copy of any such amendment to its articles of incorporation, or shall fail to submit satisfactory evidence that a misrepresentation of a material matter was not made in any such application, report, affidavit, or other document."

SEC. 29. Section 116 (a) of said Act is amended as follows:

D. C. Code 29-934c.

(1) In subparagraph (2) strike "his" and insert in lieu thereof "their".

(2) In subparagraph (3) insert before the first period "together with the other such certificate" and strike "The certificate of revocation, together with the duplicate original affixed hereto, shall be recorded in the office of the Recorder of Deeds".

SEC. 30. Section 121 (c) (2) of said Act is amended by striking "(b)" and inserting in lieu thereof "(c)". Section 121 (c) (3) of said Act is amended by striking "an agreement" wherever it appears and inserting in lieu thereof "articles"; by striking "(b)" and inserting in lieu thereof "(c)"; by striking "shares such", and inserting in

D. C. Code 29-936.

lieu thereof "shares of such"; and by striking "constituent corporation" and inserting in lieu thereof "constituent corporations".

D. C. Code 29-938.

SEC. 31. Section 123 (b) of said Act is amended by striking: "A certified copy of the proclamation shall be transmitted to the Recorder of Deeds and he shall cause notation of the fact of revocation to be made upon the articles of incorporation of each domestic corporation listed in said proclamation".

D. C. Code 29-941.

SEC. 32. Section 130 (a) of said Act is amended by striking "him" and inserting in lieu thereof "them".

D. C. Code 29-952.

SEC. 33. Section 141 of said Act is amended by striking all after "SEC. 141." and inserting in lieu thereof the following:

"I. REINCORPORATION

"(a) Any corporation which is organized and existing under the laws of the District of Columbia on December 5, 1954, and which is organized for profit and for a purpose or purposes authorized by this Act may avail itself of the provisions of this Act and may become reincorporated hereunder in the following manner:

"(1) The board of directors shall adopt a resolution declaring it advisable in the judgment of the board that the corporation should be reincorporated under the provisions of this Act, setting forth the proposed articles of reincorporation, and directing that such proposed reincorporation be submitted to a vote at a meeting of shareholders, which may be either an annual or a special meeting.

"(2) Written or printed notice setting forth the proposed articles of reincorporation or a summary thereof shall be given to each shareholder of record within the time and in the manner provided in this Act for the giving of notice of meetings of shareholders.

"(3) At such meeting a vote of the shareholders shall be taken on the proposed reincorporation; and it shall be adopted upon receiving the affirmative vote of the holders of two-thirds of the outstanding shares unless two or more classes of shares are issued, in which event it shall be adopted upon receiving the affirmative vote of two-thirds of the outstanding shares of each class issued.

"(b) Upon receiving such approval, the articles of reincorporation shall be executed in duplicate by the corporation by its president or a vice president, and verified by him, and the corporate seal shall be thereto affixed, attested by its secretary or an assistant secretary, and shall set forth—

"(1) the name (which may be different from its existing name) under which the corporation elects to be reincorporated and which shall be subject to the other provisions of this Act;

"(2) the address, including street and number if any, of its registered agent in the District of Columbia, and the name of its registered office at such address;

"(3) the period of duration, which may be perpetual and which may be different from its existing period of duration;

"(4) the purpose or purposes (which may be different from its existing purposes) which it will hereafter carry on, and which shall not include any purpose prohibited to a corporation organized under this Act;

"(5) the aggregate number of shares which the corporation was authorized to issue and, if said shares were of one class only, the par value of each of such shares, or a statement that all were without par value, as the case may be; or if said shares were divided into classes, the number of shares of each class and a statement of the par value of each share of each such class or that such shares were without par value;

"(6) if the shares were divided into classes, the designation of each class and a statement of the preferences, qualifications, limitations, restrictions, and the special or relative rights in respect of the shares of each class and whether the shares of any class have full, limited, or no voting power;

"(7) any other provision, not inconsistent with law or this Act (whether or not included in its existing certificate of incorporation), for the regulation of the internal affairs of the corporation, including any provision which under this Act is required or permitted to be set forth in the bylaws;

"(8) the number of directors of the corporation, and a statement that the board of directors adopted a resolution declaring it advisable in the judgment of the board that the corporation should be reincorporated under the provisions of this Act in the manner set forth in the articles of reincorporation;

"(9) a statement that the corporation elects to surrender its existing charter and to be reincorporated under and subject to the provisions of this Act;

"(10) the aggregate number of shares outstanding of each class; and

"(11) the number of shares of each class voted for and against such reincorporation.

"(c) It shall not be necessary to set forth in the articles of reincorporation any of the corporate powers enumerated in this Act. Whenever a provision of the articles of reincorporation is inconsistent with a bylaw, the provision of the articles of reincorporation shall be controlling.

"(d) Duplicate originals of the articles of reincorporation shall be delivered to the Commissioners. If the Commissioners find that the articles of reincorporation conform to law, they shall, when all fees and charges have been paid as in this Act prescribed—

"(1) endorse on each of such duplicate originals the word 'Filed' and the month, day, and year of the filing thereof;

"(2) file one of such duplicate originals in their office;

"(3) issue a certificate of reincorporation to which they shall affix the other duplicate original;

"(4) deliver such certificate of reincorporation and other duplicate original to the corporation or its representative.

"II. INCORPORATION

"(a) Any corporation which is created under the provisions of a special Act of Congress to transact business in the District of Columbia for profit and for purposes authorized by this Act may avail itself of the provisions of this Act and may become incorporated hereunder in the following manner:

"(1) The board of directors shall adopt a resolution declaring it advisable in the judgment of the board that the corporation should elect to avail itself of the provisions of this Act and become incorporated hereunder, and directing that such proposed incorporation be submitted to a vote at a meeting of shareholders, which may be either an annual or a special meeting.

"(2) Written or printed notice of such proposed incorporation shall be given to each shareholder of record within the time and in the manner provided in this Act for the giving of notice of meetings of shareholders.

"(3) At such meeting a vote of the shareholders shall be taken on the proposed incorporation; and it shall be adopted upon receiving the affirmative vote of the holders of a majority of the outstanding

shares, unless two or more classes of shares are issued in which event it shall be adopted upon receiving the affirmative vote of a majority of the outstanding shares of each class issued.

"(b) Upon such approval being given by the shareholders, a statement of incorporation shall be executed in duplicate by the corporation by its president or a vice president, and verified by him, and the corporate seal shall be thereto affixed, attested by its secretary or an assistant secretary, and shall set forth—

"(1) the name of the corporation, which shall contain the word 'corporation', 'company', 'incorporated', or 'limited', or shall end with an abbreviation of one of said words;

"(2) the address, including street and number, if any, of its registered office in the District of Columbia, and the name of its registered agent at such address;

"(3) the purpose or purposes for which the corporation was organized and which it will hereafter carry on;

"(4) the aggregate number of shares which the corporation was authorized to issue and, if said shares were of one class only, the par value of each of such shares, or a statement that all were without par value, as the case may be; or if said shares were divided into classes, the number of shares of each class and a statement of the par value of each share of each such class or that such shares were without par value;

"(5) if the shares were divided into classes, the designation of each class and a statement of the preferences, qualifications, limitations, restrictions, and the special or relative rights in respect of the shares of each class and whether the shares of any class have full, limited, or no voting power;

"(6) a statement that the corporation elects to avail itself of the provisions of this Act and become incorporated thereunder;

"(7) the number of directors of the corporation, and a statement that the board of directors adopted a resolution declaring it advisable in the judgment of the board that the corporation should elect to avail itself of the provisions of this Act and become incorporated hereunder;

"(8) the aggregate number of shares outstanding of each class; and

"(9) the number of shares of each class voted for and against such incorporation.

"(c) It shall not be necessary to set forth in the statement of incorporation any of the corporate powers enumerated in this Act.

"(d) Duplicate originals of the statement of incorporation shall be delivered to the Commissioners, together with a copy of the corporation's charter or articles or certificate of incorporation then in effect, certified by the secretary of the corporation. If the Commissioners find that the statement of incorporation conforms to law, they shall, when all fees and charges have been paid as in this Act prescribed—

"(1) endorse on each of such duplicate originals the word 'Filed' and the month, day, and year of the filing thereof;

"(2) file one of such duplicate originals in their office, together with said copy of the corporation's charter or articles or certificate of incorporation as then in effect;

"(3) issue a certificate of incorporation to which they shall affix the other duplicate originals; and

"(4) deliver such certificate of incorporation and other duplicate original to the corporation or its representative."

SEC. 34. Section 142 of said Act is amended by striking the title and inserting in lieu thereof the following title: "Effect of Issuance of Certificate of Reincorporation or Incorporation." Said section is

further amended by striking: "Upon the issuance of articles of reincorporation or the certificate of incorporation by the Commissioners the existence of the corporation shall be continued under this Act" and inserting in lieu thereof "Upon the issuance under section 141 of this Act of a certificate of reincorporation or of incorporation, as the case may be, by the Commissioners the existence of the corporation shall be continued under this Act, and such certificate shall be conclusive evidence that all conditions precedent required to be performed under section 141 of this Act have been complied with and that the corporation has been reincorporated or incorporated under this Act, as the case may be, except as against the District of Columbia in a proceeding to cancel or revoke the certificate of reincorporation or of incorporation;"

SEC. 35. Section 143 of said Act is amended as follows:

(1) In subsection (a) (3) strike "the other duplicate original shall be recorded in the office of the Recorder of Deeds" and insert in lieu thereof "return the other duplicate original to the corporation or its representative".

(2) In subsection (b) strike "of" after "recordation" and insert in lieu thereof "or".

SEC. 36. This Act shall take effect on the thirtieth day after its approval.

Approved September 2, 1957.

Public Law 85-255

AN ACT

To authorize settlement for certain inequitable losses in pay sustained by officers of the commissioned services under the emergency economy legislation, and for other purposes.

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That upon application of any officer or former officer (including the widows and legal representatives of such officers who are deceased) of the services mentioned in the Joint Pay Act of June 10, 1922, who, upon advancement in rank, did not receive an increase in the rates of pay or allowances for any part of the period beginning July 1, 1932, and ending June 30, 1934, by reason of the application in the case of such officer of section 201 (except as to longevity increase provided for in the tenth paragraph of section 1 of said Joint Pay Act) of the Legislative Appropriation Act for the fiscal year ending June 30, 1933, the Comptroller General shall determine the aggregate amount of pay and allowances, in addition to that otherwise accruing, which would have accrued to such officer if such section had not been applied in his case (except as to longevity) and pay to such officer the amount so determined. Applications under this Act shall be made in such form and contain such information as the Comptroller General may prescribe, but an application under this Act not filed in the General Accounting Office prior to the expiration of two years from the date of enactment of this Act shall be of no effect. Any officer of the United States is authorized and directed upon request of the Comptroller General to supply any information from the records in the custody of such officer to aid the Comptroller General in passing upon applications under this Act.

SEC. 2. There is hereby authorized to be appropriated such a sum as may be necessary to carry out the provisions of this Act.

Approved September 2, 1957.

D. C. Code 29-952.

D. C. Code 29-953.

Effective date.

September 2, 1957
[H. R. 293]

Armed Forces.
Settlement for
losses in pay.
42 Stat. 625.

47 Stat. 404.
5 USC 715a.

Appropriation.