



**THE ATTORNEY GENERAL
OF TEXAS**

AUSTIN 11, TEXAS

GERALD C. MANN
~~WILLIAM WILSON~~
ATTORNEY GENERAL

Honorable Tom L. Beauchamp
Secretary of State
Austin, Texas

Attention: Mr. Claude A. Williams

Dear Sir:

Opinion No. O-1140

Re: Statutes applicable to a foreign corporation issuing no par value stock and applying for a permit to do business in Texas.

We acknowledge receipt of your letter of July 19, in which you request the opinion of this department on the following three questions:

"1. In the matter of a foreign corporation with non par value shares of stock, must such corporation show that at least \$25,000 of the non par value shares have been subscribed and paid for which in no event shall be less than ten per cent of the capital stock?

"2. In case of a foreign corporation with both par and non par shares, would such corporation have to show that 50% of its par value shares has been subscribed and 10% paid in, providing that such non par value shares shall be not less than \$25,000 paid in?

"3. Would Article 1530 of the Revised Civil Statutes control in all instances in the matter of foreign corporations, that is, must each foreign corporation, regardless of its division of capital stock into par and non par shares, be controlled by this article of the Statutes, regardless of the limitations conferred by virtue of the non par value Act?"

As you indicate in your letter,, in an Opinion dated August 2, 1926, addressed to Hon. D. A. Gregg, Acting Secretary of State, Assistant Attorney General George E. Christian answered the identical questions set out above; the first two in the negative and the third in the affirmative.

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The provisions of Chapter 19a, Title 32, Revised Civil Statutes of 1925, apply only to the organization of domestic corporations and the amendment of charters of domestic corporations. The articles contained in Chapter 19, Title 32, Revised Civil Statutes of 1925, set forth the conditions under which a foreign corporation will be permitted to do business in Texas. We enclose a copy of the Opinion of Assistant Attorney General Christian, with which we fully concur.

Yours very truly

ATTORNEY GENERAL OF TEXAS

s/ Ross Carlton

By

Ross Carlton
Assistant

RC:in-ldw
ENC.

APPROVED JULY 28, 1939
s/ W. F. MOORE
FIRST ASSISTANT
ATTORNEY GENERAL

APPROVED OPINION COMMITTEE
BY R. W. F.
CHAIRMAN