

CORPORATIONS) Trust company may extend corporate existence although
) not engaged in trust business.

June 6, 1950



Honorable H. G. Shaffner
Commissioner, Division of Finance
Department of Business and Administration
Jefferson City, Missouri

Dear Sir:

We have received your request for an opinion of this department, which request is as follows:

"This Division has been approached to extend the charter of the Missouri Lincoln Trust Company, St. Louis, Missouri. This trust company was chartered by this Division on September 12, 1900, for a period of fifty years, making the charter expire on September 11, 1950.

"The Mercantile Trust Company, St. Louis, Missouri, on September 23, 1907, purchased the assets and assumed the liabilities of this trust company. It is admitted that all deposit and trust liability has been paid in full; the only interest now remaining is that of the shareholders.

"It seems that certain of the shareholders have held their annual meeting and elected directors and officers, though we fail to find in this office where we have received the oaths of directors in any of the years since 1907.

"May we be favored with an opinion regarding the responsibility of this Division in the request of an extension of the charter. It has been said that in case the charter is extended that the persons interested will agree that the charter will not be used for any other purpose than in the course of the final liquidation to shareholders."

Honorable H. G. Shaffner

Provision for extension of the period of corporate existence of trust companies is made by Sections 8052 and 8053, R. S. Missouri, 1939. After the preliminary action has been taken by the corporation, the Commissioner of Finance is required to issue his certificate when he is satisfied that there has been a compliance in good faith with all the requirements of the law relating to the extension of corporate existence.

We enclose herewith copy of an opinion of this department dated November 29, 1948, and addressed to Honorable Edgar C. Nelson, in which we concluded that the sale by a bank of all of its assets does not terminate the corporate existence of the bank, and that such bank still maintains and enjoys its corporate existence under the charter granted by the State of Missouri. That conclusion is, we feel, applicable in the present situation. The Missouri Lincoln Trust Company has never terminated its corporate existence and the sale of its assets did not have the effect of doing so.

Inasmuch as the Missouri Lincoln Trust Company has maintained its corporate existence following the sale of its assets, we feel that for the purpose of permitting it to liquidate the interests of its shareholders, it should be permitted to extend its existence upon compliance with the requirements of Sections 8052 and 8053. We perceive no public interest which might be adversely affected by permitting the extension of the corporate existence at this time. Although the corporation has not exercised its functions as a trust company, nevertheless, it has continued to hold assets and we see no necessity of requiring the immediate termination of the liquidation proceeding by refusing to permit the extension of the corporate existence at this time.

CONCLUSION

Therefore, it is the opinion of this department that upon the showing to the Commissioner of Finance that the Missouri Lincoln Trust Company has complied with the requirements of Sections 8052 and 8053, R. S. Missouri, 1939, relating to the extension of corporate existence, the Commissioner of Finance should issue a certificate of such extension without regard for the fact that the corporation has not for several years exercised any functions as a trust company, but is involved in holding and liquidating certain assets for the benefit of its shareholders.

Respectfully submitted,

APPROVED:

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RRW/feh