

No. 389, A.]

[Published July 1, 1905.

CHAPTER 506.

AN ACT to amend section 1770b of the statutes of 1898, as amended by section 27, chapter 351, laws of 1899; section 1, chapter 399, laws of 1901; and section 1, chapter 434, laws of 1901, and creating four new sections to the statutes of 1898 to be known as 1770f, 1770g, 1770h and 1770i, relating to foreign corporations.

The people of the state of Wisconsin, represented in senate and assembly, do enact as follows:

Filing articles; attorney; process; forfeitures; contracts.

SECTION 1. Section 1770b of the statutes of 1898 as amended by section 27, chapter 351 of the laws of 1899, section 1, chapter 399 of the laws of 1901 and section 1, chapter 434 of the laws of 1901, is hereby amended so as to read as follows: Section 1770b.*

1. *For the purposes of this section, the term "corporation" shall include all corporations, associations, companies, joint stock companies, or express companies organized otherwise than under the laws of this state.*

2. *No corporation, incorporated or organized otherwise than under the laws of this state, except railroad corporations, corporations, or associations created solely for religious or charitable purposes, insurance companies and fraternal or beneficiary corporations, societies, orders and associations furnishing life or casualty insurance or indemnity upon the mutual or assessment plan, shall transact business or acquire, hold or dispose of property in this state until such corporation shall have caused to be filed in the office of the secretary of state a copy of its charter, articles of association or incorporation and all amendments thereto duly certified by the secretary of state of the state wherein the corporation was organized. In case the laws of the state wherein the corporation was organized do not require that the charter, articles of association or incorporation be filed in the office of the secretary of state, then said charter, articles of association or incorporation shall be certified to by the register of deeds or other officer with*

*Entire section is rewritten.

whom said articles of association or incorporation were filed, with a certificate of the secretary of state attached, certifying that said officer is the proper officer to certify to said articles of association or incorporation.

3. Such corporation, by its president, secretary, treasurer or general manager, shall make and forward to the secretary of state, with the articles of association or incorporation above provided for, a statement duly sworn to, stating:

a. The name of such corporation and the location of its principal office or place of business without this state, and, in case said corporation is to have any place of business or principal office within this state, the location thereof.

b. The names and addresses of the officers of said corporation, and the name and address of the agent or manager of said corporation who may represent said corporation in this state.

c. The amount of the capital stock paid in money, property or services.

d. The nature of the business to be transacted in this state.

e. The proportion of the capital stock of said corporation which is represented in this state by its property located or to be acquired therein and by its business to be transacted therein. In determining said proportion of the capital stock, the property of said corporation located in this state or to be acquired therein and the business transacted within and without the state for one year immediately preceding the filing of its charter or articles of association or incorporation shall be considered and control.

f. Shall constitute and appoint the secretary of state its true and lawful attorney upon whom the summons, notices, pleadings or process in any action or proceeding against it may be served in respect to any liability arising out of any business, contract or transaction in this state, and stipulate that service thereof upon the secretary of state, or his assistant, shall be accepted irrevocably as a valid service upon it, and that such appointment and stipulation shall continue in force irrevocably so long as any liability of such corporation remains outstanding in this state.

g. When such corporation was authorized to do business in the state wherein incorporated and whether now so authorized.

h. That such corporation as a condition of its being permitted to begin or continue doing business within this state, shall comply with all the laws of the state with regard to foreign corporations.

4. Such corporation shall pay into the office of the secretary of state, upon filing its articles of association or incorporation, a fee of twenty-five dollars, and one dollar for every one thousand dollars of its capital stock exceeding twenty-five thousand dollars employed or to be employed in this state, as shown by its sworn statement.

5. All amendments to the articles of association or incorporation made subsequent to the first filing with the secretary of state shall be certified to and filed in the same manner as the articles of association or incorporation, and shall be so filed within thirty days after the same have been filed with the secretary of state or other proper officer of the state wherein the corporation is organized. For filing such amendment the corporation shall pay to the secretary of state a fee of ten dollars except in case of amendment increasing capital stock, in which case the fee for filing shall be in addition to ten dollars, one dollar for each additional one thousand dollars of the increased capital stock to be used in this state, as shown by a sworn statement to be filed with the amendment increasing the capital stock, which said statement shall be signed by the president, secretary, treasurer or general manager of the corporation, and shall state the proportion of the increased capital stock to be employed in this state. In case of failure to file amendment, as above stated, the corporation shall pay to the secretary of state, on filing said amendment, a penalty of twenty-five dollars.

6. Whenever any change is made in the offices of such corporation, the names and addresses of the officers elected shall be filed with the secretary of state within twenty days after such change. The license of such corporation to do business in this state shall be revoked if it shall remove or make application to remove into any district or circuit court of the United States, any action or proceeding commenced against it by any citizen of Wisconsin upon any claim or cause of action arising within this state.

7. Every foreign corporation which has heretofore filed with the secretary of state a copy of its charter or articles of association or incorporation, or which shall hereafter file the same as required by this act, and every foreign corporation transacting business in this state shall, annually, during the month of January, file with the secretary of state a report sworn to by the president, secretary, treasurer or general manager of the corporation, as of the first day of January, which shall state:

a. The name of such corporation and the location of its principal office or place of business without this state, and its place of business or principal office within this state, if maintained.

b. The names and addresses of the officers of said corporation, and the name and address of the agent or manager who may represent said corporation in this state.

c. The nature of the business transacted in this state during the year preceding.

d. The amount of capital stock paid in money, property or services.

e. The total amount of business transacted by said corporation during the preceding year, and the true value of all property held by said corporation.

f. The total amount of business transacted during the preceding year in this state.

g. The proportion of the capital stock represented in the state of Wisconsin by its property located and business transacted therein during the preceding year. Said corporation shall pay a fee of two dollars for filing such report. In case said report shows that said corporation has increased the proportion of its capital stock employed in this state, said corporation shall pay to the secretary of state, at the time of the filing said report, an additional fee of one dollar for each one thousand dollars of its capital stock, in excess of twenty-five thousand dollars, or in excess of the proportion of the capital stock already paid for by said corporation.

h. That such corporation as a condition of its being permitted to begin or continue doing business within this state, shall comply with all the laws of the state with regard to foreign corporations. In case of failure to file said report in the time above stated, the corporation shall pay to the secretary of state a penalty of twenty-five dollars if the same is filed before April first. In case said report is not filed by April first, or if said corporation shall remove or make application to remove into any district or circuit court of the United States any action or proceeding commenced against it by any citizen of Wisconsin upon any claim or cause of action arising within this state, the license issued to said corporation shall be void, and the secretary of state shall enter such forfeit in the records in his department.

8. Actions may be brought against any corporation in the name by which it is commonly known. All summons, notice, pleading or process shall be served on the secretary of state in duplicate, one copy to be filed by him in his office, and the sec-

and copy to be forwarded by mail forthwith postage prepaid, and directed to such corporation at its principal place of business in the United States, as shown by the last sworn statement on file in his department, and at the time of serving said papers a fee of two dollars shall be paid to the secretary of state, which said fee shall be taxed as taxable costs in the action.

9. In case any corporation shall not have any articles of incorporation, organization or association, it shall file in the office of the secretary of state the sworn statement above required of other corporations, and shall include in such statement a statement to the effect that such corporation has no articles of incorporation, organization or association. Such corporation shall file an annual report, as above required of other corporations, and shall pay the same fees and be subject to the same penalties as such corporations.

10. All foreign corporations and the officers and agents thereof doing business in this state, shall be subjected to all the liabilities and restrictions that are, or may be imposed upon corporations of like character, organized under the laws of this state, and shall have no other or greater powers.

Every contract made by or on behalf of any such foreign corporation, affecting the personal liability thereof or relating to property within this state, before it shall have complied with the provisions of this section, shall be wholly void on its behalf and on behalf of its assigns, but shall be enforceable against it or them.

11. The failure to comply with any of the provisions of this section shall, for such violation, subject the corporation or any agent, officer or person acting for it in this state, to a penalty of five hundred dollars, to be sued for and recovered in the name of the state with the costs of prosecution, by the attorney general or by the district attorney of any county in which it or any of its agents or officers shall be located, or reside, or transact or attempt to transact any business; and such penalty, when recovered, shall be paid into the treasury of the county for the benefit of the school fund. Such penalty shall not attach where a specific penalty is herein provided.

12. The provisions of subsections 3 and 4 relating to statement first to be filed and the fees first to be paid by a corporation of another state, shall not apply to any such corporation now actually doing business in this state under a license heretofore issued.

License, when revoked; illegal combinations; affidavit; actions to annul license. SECTION 2. There is hereby created and added to the statutes of 1898 three new sections to be known and to read as follows: Section 1770f. Whenever any foreign corporation doing business in this state shall remove or make application to remove into any district or circuit court of the United States any action or proceeding commenced against it by any citizen of this state, upon any claim or cause of action arising within this state, it shall be the duty of the secretary of state, upon such fact being made to appear to him, to revoke the license of such corporation to do business within this state.

Section 1770g. Any foreign corporation which shall enter into any combination, conspiracy, trust, pool, agreement or contract intended to restrain or prevent competition in the supply or price of any article or commodity in general use in this state, or constituting a subject of trade or commerce therein, or which shall in any manner control the price of any such article or commodity, fix the price thereof, limit or fix the amount or quantity thereof to be manufactured, mined, produced or sold in this state, or fix any standard or figure by which its price to the public shall be in any manner controlled or established, shall, upon proof thereof, in any court of competent jurisdiction, have its license or authority to do business in this state cancelled and annulled.

Section 1770h. No foreign corporation shall be authorized to file its charter or articles of incorporation or association with the secretary of state or be authorized to do business in this state unless it shall at the time of making application therefor, file with the secretary of state an affidavit executed by its president, secretary or general managing officer stating that such corporation has not violated any of the provisions of section 1770g; and every such corporation shall upon filing its annual statement with the secretary of state, make and attach thereto the affidavit of its president, secretary or general managing officer, fully stating the facts in regard to the matters specified in section 1770g.

Section 1770i. Upon complaint being made to the attorney general and evidence produced to him which shall satisfy him that any such foreign corporation has violated any of the conditions specified in sections 1770f and 1770g, he shall forthwith bring an action in the name of the state in any circuit court of this state to have the license of such corporation to do business in this state, cancelled and annulled and upon due proof being

made thereof to the satisfaction of the court, judgment shall be entered therefor. The provisions of section 1791m shall extend to all proceedings under this and the two foregoing sections.

SECTION 3. This act shall take effect and be in force from and after October first, 1905.

Approved June 20, 1905.

No. 388, A.]

[Published June 28, 1905.

CHAPTER 507.

AN ACT to amend sections 1772, 1773, 1774 and 1789 of the statutes of 1898, as amended by chapter 238 of the laws of 1901, and creating sections 1774a, 1791j and 1791l, relating to the organization of domestic corporations and the filing of an annual report.

The people of the state of Wisconsin, represented in senate and assembly, do enact as follows:

Corporation name. SECTION 1. Subdivision 2 of section 1772 of the statutes of 1898 is hereby amended so as to read as follows: 2. The name * * * of such corporation: But such name shall not contain the names of individuals in the manner in which they are ordinarily used in partnership or business names, and shall be such as to distinguish it from any other corporation organized under the laws of this state. In case of the reorganization of a corporation the name of the old corporation may be used. No corporate name shall be held illegal because of the omission of the word "limited." *The location of such corporation in some city, village or town in the state.*

Articles, how filed; certificate; fees. SECTION 2. Subdivision seven of section 1772 of the statutes of 1898, as amended by chapter 238 of the laws of 1901, is hereby amended so as to read as follows: "7. Such other provisions or articles, if any not inconsistent with law, as they may deem proper to be therein inserted for the interests of such corporation or the accomplishment