

No. 144, S.]

[Published May 12, 1931.

CHAPTER 97.

AN ACT to amend chapter 226 of the statutes, relating to foreign corporations.

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

SECTION 1. The title to Chapter 226 shall read:

CHAPTER 226. FOREIGN CORPORATIONS.

SECTION 2. Section 226.01 of the statutes is repealed.

SECTION 3. Subsection (1) of section 226.02 of the statutes is renumbered section 226.01 and is revised to read:

226.01 DEFINITION. For the purpose of this chapter the term "foreign corporation" includes all corporations, associations and joint stock companies 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, building and loan associations and corporations not organized or conducted for profit.

SECTION 4. Section 226.02 of the statutes, except subsections (1) and (7), is amended to read:

226.02 FOREIGN CORPORATIONS, ADMISSION. (1)
ARTICLES FILED. * * * No *foreign* corporation * * * shall transact business or acquire, hold, or dispose of property in this state until * * * it shall have * * * filed in the office of the secretary of state a copy of its charter, articles of association or incorporation and all amendments thereto * * * certified by the * * * *proper officer* of the state wherein the corporation was organized, and shall have been licensed in this state. In case the laws of * * * *such* state * * * do not require * * * the charter, articles of association or incorporation be filed in the office of the secretary of state, then *there shall be attached to said copy the further* * * * certificate of the secretary of *that* state * * * that said officer is the proper officer to certify to said articles of association or incorporation.

(2) EXCEPTION TO LICENSE REQUIREMENT. Any foreign corporation * * * may * * * without being licensed to do business in this state * * * loan money * * * here, * * * and take, acquire, hold and enforce notes, bonds, mortgages or trust deeds given to represent or secure money so loaned * * * or for other lawful consideration, and all such notes, bonds, mortgages or trust deeds which * * * shall * * * be taken, acquired or held by any such foreign corporation shall be as * * * enforceable as though it were an individual, * * * *including* the right to acquire the mortgaged property upon foreclosure, or in virtue of the provisions of the mortgage or trust deed, and to dispose of the same; provided, * * * that any such corporation which shall * * * transact * * * the business above provided for shall first file with the secretary of state a statement * * * *signed* by its president, secretary, treasurer or general manager that it constitutes the secretary of state its attorney for the service of process as provided in paragraph (f) of subsection (3) of this section; * * * provided, * * * that * * * nothing herein contained shall be construed as authorizing any foreign corporation to transact * * * the business of a bank or trust company. * * *

(3) STATEMENT FILED; SECRETARY OF STATE AS ATTORNEY. * * * *A foreign corporation * * * desiring a license shall also file with the secretary of state a sworn statement* by its president, secretary, treasurer or general manager * * * stating:

(a) * * * *Its name * * * 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 * * * *its officers, * * * and * * * of the agent or manager of said corporation who may represent * * * it in this state.*

(c) The amount of * * * *paid in capital * * * and the number and value of shares * * * of capital stock issued without * * * par value. The * * * value of * * * capital stock without * * * par value, for the purpose of such statement and for the purpose of computing filing fees * * * shall be taken as the amount by which the entire property of said corporation shall exceed its liabilities other than such capital stock without * * * par value, but each share of capital stock*

without * * * par value shall be deemed to be of the value of not less than ten dollars.

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

(e) The proportion of * * * *its* capital * * * which is represented in this state by its property *to be* located or to be acquired * * * herein and by its business to be transacted * * * herein. In determining said proportion of the capital, * * * the *estimated amount of* property * * * *to be* located in this state or to be acquired * * * herein and *of* the business *to be* transacted * * * *during the year* immediately * * * *succeeding* the filing of its charter or articles of association or incorporation *compared to its total property and business for said period* shall * * * control.

(f) * * * *That it hereby* appoints the secretary of state its * * * 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 that such appointment * * * shall continue in force * * * 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 * * * as a condition of its being permitted to begin or continue doing business * * * in this state, *it will* * * * comply with all the laws of the state * * * *applicable* to foreign corporations.

(i) *That it has not violated any of the provisions of section 226.07 of the Wisconsin Statutes.*

(4) FILING FEES. Such corporation shall pay * * * 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 * * * exceeding twenty-five thousand dollars employed or to be employed in this state, as shown by its sworn statement.

(5) AMENDMENTS TO ARTICLES, INCREASE OF CAPITAL. All amendments to the articles of association or incorporation made subsequent to the first filing with the secretary of state shall be certified * * * and filed in the same manner as *were* the articles of association or incorporation * * * within * * *

sixty days after they * * * have been filed with the * * * proper officer of the *home* state. * * * For filing such amendment the corporation shall pay to the secretary of state a fee of ten dollars * * * and in case of amendment increasing capital stock, * * * the fee for filing shall be, in addition to ten dollars, one dollar for each additional one thousand dollars of the increased capital * * * to be used in this state, * * * which shall be shown by a * * * statement to be filed with the amendment, * * * which * * * statement shall be * * * sworn to by * * * its president, secretary, treasurer or general manager; * * * provided, that the filing of said sworn statement may be waived when the information required to be shown thereby shall have theretofore been determined by annual report or other sworn statement on file in the office of the secretary of state. In case * * * the amendment * * * is filed after the expiration of said sixty days the corporation shall pay to the secretary of state * * * a penalty of twenty-five dollars.

(6) CHANGE OF OFFICERS. Whenever any change is made in the * * * directors or other officers of such corporation, the names and addresses of the *new* officers * * * shall be filed with the secretary of state within twenty days after such change. * * *

(7) SERVICE ON CORPORATION. * * * Service of summons, notice, pleading or process * * * upon foreign corporations which have been licensed under * * * this chapter * * * may be * * * by delivering to * * * the secretary of state * * * two copies, one copy to be filed by him, * * * and the second 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 by paying * * * a fee of two dollars * * * to the secretary of state. * * *

(8) ABSENCE OF ARTICLES. * * * In case any corporation shall not have * * * articles of incorporation, organization or association, it shall file in the office of the secretary of state the sworn statement * * * required of other *foreign* corporations, and shall include * * * a statement to the effect that such corporation has no articles of incorporation, organization or association. Such corporation shall file an annual report, as

* * * required of other corporations, and shall pay the same fees and be subject to the same penalties. * * *

(9) LIABILITIES, CONTRACTS WHEN VOID. * * * Foreign corporations and the officers and agents thereof doing business in this state shall be subjected to all the liabilities and restrictions that are * * * imposed upon *domestic* corporations of like character, * * * and shall have no other or greater powers. Every contract made by or on behalf of any such foreign corporations, affecting * * * *its* liability * * * or relating to property within this state, before it shall have complied with the provisions of this section, shall be * * * void on its behalf and on behalf of its assigns, but shall be enforceable against it or them.

(10) FORFEITURE. * * * The failure to comply with any of the provisions of this section *and section 226.04* shall * * * subject the corporation or any agent, officer or person acting for it in this state to a * * * *forfeiture* of five hundred dollars. * * * Such penalty shall not attach where a specific penalty is * * * provided.

* * *

SECTION 5. Section 226.03 of the statutes is amended to read:

226.03 LICENSE. The secretary of state shall, upon being satisfied that * * * a foreign corporation * * * has fully complied with the requirements * * * and * * * provisions of law governing such corporations, * * * deliver to such corporation * * * a license to transact business in this state, which * * * license shall continue in force until revoked. And such license shall contain the conditions upon which such foreign corporation * * * is permitted to do business in this state. * * * *The secretary of state shall not issue such license to any foreign corporation unless its name is such as to distinguish it from any other corporation * * * authorized to do business * * * in this state. The license may be revoked for failure of the licensee to comply with the laws applicable to foreign corporations.*

SECTION 6. Section 226.04 of the statutes is repealed.

SECTION 7. Subsection (7) of section 226.02 of the statutes is renumbered section 226.04 and is amended to read:

226.04 ANNUAL REPORT. (1) CONTENTS, FILING FEES.

* * * Every foreign corporation * * * transacting business in this state shall annually, between the first day of January and the first day of April, file with the secretary of state a report sworn to by * * * *its* president, secretary, treasurer or general manager * * * as of the first day of January, which shall state:

(a) * * * *Its* name * * * 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. * * *

(b) The names and addresses of * * * *its* officers * * * and * * * of the agent or manager who * * * represents * * * *it* in this state.

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

(d) The amount of capital * * * paid in money, property or services, * * * *and* the number and value of shares * * * of capital stock * * * without * * * par value. The * * * value of * * * capital stock without * * * par value for purposes of such statement and for the purpose of computing filing fees * * * shall be * * * the amount by which the entire property of said corporation shall exceed its liabilities other than such capital stock without * * * par value, *but each share of capital stock without par value shall be deemed to be of the value of not less than ten dollars.*

(e) The proportion of the capital * * * represented in * * * Wisconsin by its property located and business transacted therein during the preceding year. * * * The proportion of capital * * * employed in the state * * * shall be computed by taking the gross business * * * of the corporation in the state and add the same to the * * * value * * * of * * * *its* property * * * located in the state. The sum so obtained shall be the numerator of a fraction of which the denominator shall consist of * * * *its* total gross business * * * *of said year* added to the * * * value * * * of * * * *its* entire property. * * * The fraction so obtained shall represent the proportion of the capital * * * within the state. The secretary of state may demand, as a condition precedent to the filing of such report, such further * * * information and statements as he may deem

proper in order to determine the accuracy of the report * * * submitted; the additional information so obtained shall not be * * * a * * * *public* record. * * *

(f) The corporation shall pay a fee of two dollars for filing such report, *and*, in case said report shows that * * * it employs in this state * * * capital * * * in excess of twenty-five thousand dollars, * * * it shall pay * * * an additional fee *which with previous payments will amount to* * * * one dollar for each one thousand dollars of such excess. * * *

(g) *That it has not violated any of the provisions of section 226.07.*

(2) EFFECT OF FAILURE TO FILE. * * * 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 * * * *June* first. In case said report is not filed by * * * *June* first * * * the license issued to said corporation shall be void and the secretary of state shall enter such forfeit in * * * *his* records. * * *

(3) RESTORATION OF LICENSE. * * * The secretary of state may rescind * * * *such* forfeiture of license * * * and annul all disabilities consequent therefrom, on presentation of an affidavit * * * of the president and secretary of * * * *the* corporation, * * * to the effect that such corporation has not suspended its ordinary and lawful business, * * * or that the corporation at the time the forfeiture was declared held * * * interests in real estate. The secretary of state may demand such other and further proof as he may deem necessary. For rescinding such forfeiture said corporation shall pay to the secretary of state a fee of twenty-five dollars.

SECTION 8. Section 226.045 of the statutes is renumbered 226.05 and is re-enacted.

SECTION 9. Section 226.05 of the statutes is repealed.

SECTION 10. Section 226.06 of the statutes is amended to read:
226.06 STOCK SUBSCRIPTIONS TO UNLICENSED CORPORATIONS NOT ENFORCIBLE. No *foreign* corporation * * * and no receiver, assignee, trustee or officer thereof, however appointed, shall maintain any action in any of the courts of this state upon any subscription for stock or stock liability or as-

assessment, however imposed, against any citizen or resident of * * * Wisconsin, if such subscription was made or the stock sold or delivered within this state, and such corporation had not, at the time of taking such subscription or selling said stock, * * * a license to transact business in this state. This section shall not apply where the person subscribing for or purchasing the stock shall have received dividends thereon or shall have acted as an officer of the corporation. * * *

SECTION 11. Section 226.07 of the statutes is re-enacted.

SECTION 12. Section 226.08 of the statutes is repealed.

SECTION 13. Section 226.09 of the statutes is amended to read:

226.09 OUSTER. Upon complaint * * * and evidence * * * which shall satisfy * * * *the attorney-general* that any * * * foreign corporation has violated * * * section 226.07, he shall forthwith bring an action in the name of the state in any circuit court * * * to have the license of such corporation to do business in this state * * * annulled and * * * *to oust it from this state*. The provisions of section 133.24 shall extend to all proceedings under this * * * section. * * *

SECTION 14. Section 226.10 of the statutes is re-enacted.

SECTION 15. Section 226.11 of the statutes is re-enacted.

SECTION 16. Section 226.12 of the statutes is amended to read:

226.12 LIABILITY OF INACTIVE FOREIGN CORPORATION. An action for the recovery of money may be commenced and prosecuted * * * against a *foreign* corporation * * * although such corporation may have ceased * * * to act * * * as a corporation in the same manner as though it had not so ceased to act; and * * * the judgment may be enforced * * * *against* property in this state which such corporation * * * has any interest in or would * * * have an interest in had the same not ceased to act as aforesaid, whether held or controlled by * * * *it* or by a trustee, assignee, agent or other person for the use and benefit in whole or in part of such corporation or the creditors thereof or both. * * *

SECTION 17. Section 226.13 of the statutes is re-enacted.

SECTION 18. Section 226.14 of the statutes is re-enacted.

SECTION 19. This act shall take effect upon passage and publication.

Approved May 11, 1931.

No. 223, S.]

[Published May 12, 1931.

CHAPTER 98.

AN ACT to repeal subsections (1), (2) and (3) and to create a new subsection (1) of section 85.18 of the statutes, relating to right of way at intersections.

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

SECTION 1. Subsections (1), (2) and (3) of section 85.18 of the statutes are repealed.

SECTION 2. A new subsection is added to section 85.18 of the statutes to be numbered and to read: (85.18) (1) When two vehicles approach or enter an intersection at approximately the same time, the driver of the vehicle on the left shall yield the right of way to the vehicle on the right, except as otherwise provided in this section. The driver of any vehicle driving at an unlawful speed shall forfeit any right of way which he might otherwise have hereunder. The driver of a vehicle approaching but not having entered an intersection shall yield the right of way to a vehicle within such intersection and turning therein to the left across the line of travel of such first mentioned vehicle; provided, the driver of the vehicle turning left has given a plainly visible signal of intention to turn as aforesaid.

SECTION 3. This act shall take effect upon passage and publication.

Approved May 11, 1931.

No. 231, S.]

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CHAPTER 99.

AN ACT to create paragraphs (a) and (b) of subsection (1) of section 167.21 of the statutes, relating to cleaning and dyeing regulations.

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