

## CHAPTER 308.

[Published April 14, 1880.]

AN ACT to facilitate and authenticate the formation of a corporation, by the purchase of the Milwaukee and Mississippi Railroad Company.

*The People of the State of Wisconsin, represented in Senate and Assembly, do enact as follows:*

- Purchasers of Mil & Miss. B. B. under mortgage sale may form new corporation.** SECTION 1. In case the railroad of the Milwaukee and Mississippi railroad company, or any part thereof, shall be sold by virtue of any mortgage or mortgages, or deed or deeds of trust, either by foreclosure or other proceedings in law or equity, or by advertisement, in pursuance of a power or authority in any such mortgage or deed of trust contained, the purchaser or purchasers in any such case, his or their associates, successors, or assigns, if desiring to form a corporation, under or by virtue of the laws of this State, may file in the office of the Secretary of State of this State, a certificate, specifying the name of the said corporation, the number of directors and their names, for the first year, as designated in said certificate, or as elected by the said purchaser or purchasers, their successors, associates or assigns; which certificate shall be signed by the said purchaser or purchasers, or the survivor of them, or their or his successors or assigns; and upon the filing of any such certificate, the persons who shall be named therein, shall be a body politic and corporate, by the name stated in such certificate. And the said corporation shall possess all the privileges, powers, authorities and capacities acquired by the said purchaser or purchasers, or possessed by the Milwaukee and Mississippi railroad company, by virtue of the charter of said company and of any law of this State; and shall likewise have power, by a vote of a majority in interest of the stockholders of the said corporation, and by instruments in writing, to assume any liabilities secured by any previous mortgage or mortgages to that under which said sale and purchase is made, with the restrictions and limitations hereinafter mentioned.
- Certificate to be filed with sec. of state.**
- Franchises continued.**
- Assuming liabilities.**
- Capital stock.** SEC. 2. The stock basis of the said new company shall not exceed seven millions and five hundred thousand dollars.
- Preferred stock.** SEC. 3. The said corporation shall have power to issue as many classes of preferred stock as there are mortgage liens upon said road, and as may be agreed upon by those in interest, not exceeding in amount four millions

and five hundred thousand dollars ; but no dividends shall be declared in any one year beyond eight per centum, until the capital stock of said company shall have been reduced to six millions of dollars.

SEC. 4. The preferred stockholders of the first and second classes, shall elect the directors under the new organization until a dividend shall have been earned on all the preferred shares of the several classes, when all of the preferred stockholders shall elect the directors until a dividend shall have been earned on all the shares of the said company, both preferred and common stock, and thereafter all the shareholders of said company shall elect the directors.

SEC. 5. The directors of the said corporation shall have no power to borrow money, or mortgage the said railroad, its franchises or any of its property, unless duly authorized by a vote of two-thirds of the preferred stockholders in amount, but such power or authority shall not be granted except at some general or special meeting of said preferred stockholders, of which thirty days notice shall be given, and of the object of said meeting.

SEC. 6. All expenses of operating said railroad shall be paid monthly from its earnings, before any of its earnings shall be applied to the payment of dividends to any of its stockholders, and when not sufficient to pay expenses, repairs, and damages from any cause, the directors may call a special meeting of the stockholders, who shall provide the means to meet such expenses, repairs and damages; and in case they should provide said means by loans, no dividend shall thereafter be made to any of its stockholders until such loans are paid.

SEC. 7. All surplus earnings, after the payment of expenses and repairs, and after payment of dividends to the preferred stockholders, not exceeding eight per cent. in any one year, shall be invested in the purchase of the preferred shares of said company, until they shall command par in the city of New York, or until the preferred shares shall have been reduced in amount to three millions of dollars ; and thereafter the surplus earnings shall be invested in the purchase of the common stocks, until the whole capital stock of said company, both preferred and common, shall have been reduced to six millions of dollars, and shall have earned a dividend on that amount ; said stock to be cancelled as fast as purchased.

SEC. 8. When the capital stock shall have been reduced to six millions of dollars, and shall have earned a

dividend on that amount, in any one year, equal to seven per cent. on the dollar, dividends shall be declared on all the stock of said company, instead of purchasing and sinking the shares, as aforesaid, unless otherwise determined by a vote of two-thirds in amount, of all the stock holders.

Approved March 31, 1860.

### CHAPTER 309.

[Published April 25, 1860.]

AN ACT authorizing the laying out of a State road from Eau Claire, in Eau Claire county, to the mouth of the river Flambeau, in Chippewa county.

*The People of the State of Wisconsin, represented in Senate and Assembly, do enact as follows:*

Commissioners and route.

SECTION 1. Daniel Shaw, Lucius S. Fisher and Ira Mead are hereby appointed commissioners, with full power, to lay out and establish a State road from the village of Eau Claire, in Eau Claire county, to the mouth of Flambeau river, in the county of Chippewa.

Powers and compensation.

SEC. 2. Any two of said commissioners appointed under the provisions of this act, may proceed to view and lay out said road; and upon the performance of the labor, shall be entitled to receive a reasonable compensation for their services, which shall be audited by the board of supervisors, and paid by the county treasurer of the counties in which the road shall pass: *Provided*, that no part of the expense of laying out said road shall be paid out of the State treasury.

SEC. 3. This act shall take effect and be in force from and after its passage.

Approved March 31, 1860.