

otherwise appropriated. And should there not be money in the treasury of any county, sufficient for that purpose, the board of said county are hereby, authorized to levy, and cause to be collected, a tax or series of taxes, for that purpose, with the interest thereon: *provided* that the interest shall be annually paid.

What county  
liable for pay-  
ment.

*It is further provided*, That there shall be no liability, for the payment of the principal sum so borrowed, except upon the proper county for whose use it was borrowed, and upon such other county as may be attached to the same, at the time the debt becomes due.

SECTION 3. This act to be in full force, and take effect from and after the first day of May next.

Approved January 15, 1838.

## No. 47.

### AN ACT relative to limited partnerships.

Limited partnerships permitted, and for what purposes.

SECTION 1. *Be it enacted by the council and house of representatives of the territory of Wisconsin*, That limited partnerships, for the transaction of any agricultural, mercantile, mechanical, mining, smelting or manufacturing business within this territory—and for no other purpose whatever—may be formed by two or more persons, upon the terms, with the rights and powers, and subject to the conditions and liabilities herein prescribed.

General partners and their liabilities.

SECTION 2. Such partnerships shall consist of one or more persons, who shall be called general partners, and who shall be, jointly and severally, responsible as general partners now are by law, and of one or more persons, who shall contribute, in actual cash payment, a specific sum as capital, to the common stock, who shall be called special partners, and who shall not be liable for the debts of the partnership, beyond the fund so contributed by him or them to the capital.

Special partners.

General partners to act.

SECTION 3. The general partners only, shall be authorized to transact business, and sign for the partnership, and to bind the same.

SECTION 4. The persons desirous of forming such

partnership shall make, and severally sign, a certificate, which shall contain: *First.* The name or firm under which such partnership is to be conducted. *Second.* The general nature of the business intended to be transacted. *Third.* The names of all the general and special partners interested therein, distinguishing which are general, and which are special partners, and their respective places of residence. *Fourth.* The amount of capital which each special partner shall have contributed to the common stock. *Fifth.* The period at which the partnership is to commence, and the period that it will terminate.

Requisites in the formation of the partnership.

SECTION 5. The certificate shall be acknowledged by the several persons signing the same, in the manner, and before the same persons that deeds are now acknowledged; and the said acknowledgment shall be certified, in the same manner as the acknowledgment of deeds is now certified.

Certificate how acknowledged

SECTION 6. The certificate so acknowledged and certified shall be recorded and filed in the office of the register of deeds of the proper county, in which the principal place of business of the partnership shall be situated; and shall also be recorded by him at large, in a book to be kept for that purpose, open to public inspection. If the partnership shall have places of business situated in different counties, a transcript of the certificate, and of the acknowledgment thereof, duly certified by the register, in whose office it shall be filed, and under his official seal, shall be filed and recorded in like manner, in the office of the register of every such county.

and recorded.

SECTION 7. At the time of filing the original certificate, with the evidence of the acknowledgment thereof, as before directed, an affidavit of one or more of the general partners shall also be filed in the same office, stating the sums specified in the certificate to have been contributed, by each of the special partners, to the common stock, and to have been actually and in good faith paid in cash.

Affidavit to be filed also.

SECTION 8. No such partnership shall be deemed to have been formed, until a certificate shall have been made, acknowledged, filed and recorded, nor until an affidavit shall have been filed as above directed. And if any false statement be made in such certificate, or affidavit, all the persons interested in such partner-

Consequences of false statement.

ship shall be liable for all the engagements thereof as general partners.

Publication  
how made

SECTION 9. The partners shall publish the terms of the partnership, when registered, for at least six weeks immediately after such registry, in a newspaper published in the county where the principal business of the partnership shall be carried on, if there be one published in that county; if not then in a newspaper in the territory, nearest to the said principal place of business, to be designated by the register of deeds of the county in which said registry, shall be made; and if such publication be not made the partnership shall be deemed general.

and proved.

SECTION 10. Affidavits of the publication of such notice, by the printers of the newspaper in which the same shall be published, may be filed with the register of deeds in the county where the principal business of the partnership may be carried on, and shall be evidence of the facts therein contained.

Partnership  
how renewed or  
continued.

SECTION 11. Every renewal, or continuance of such partnership, beyond the time originally fixed for its duration, shall be certified, acknowledged and recorded, and an affidavit of a general partner be made and filed, and notice be given in the manner herein required for its original formation; and every such partnership which shall be otherwise renewed or continued shall be deemed a general partnership.

What shall be a  
dissolution of  
the partnership.

SECTION 12. Every alteration which shall be made in the names of the partners, in the nature of the business, or in the capital or shares thereof, or in any other matter specified in the original certificate, shall be deemed a dissolution of the partnership; and every such partnership which shall in any manner be carried on after any such alteration shall have been made, shall be deemed a general partnership, unless renewed as a special partnership according to the provisions of the last section.

Consequences  
thereof.

In what name  
business to be  
conducted.

SECTION 13. The business of the partnership shall be conducted under a firm, in which the names of the general partners only shall be inserted, without the addition of the word "company" or any other general term; and if the name of any special partner shall be used in such firm, with his privacy, he shall be deemed a general partner.

SECTION 14. Suits in relation to the business of

partnership may be brought and conducted by and against the general partners, in the same manner as if there were no special partners.

By and against whom suits to be brought.

SECTION 15. No part of the sum which any special partner shall have contributed to the capital stock shall be liable for any debts previously contracted by the general partners, nor shall any part of such sum be withdrawn by him or paid or transferred to him, in the shape of dividends, profits, or otherwise, at any time during the continuance of the partnership. But any partner may annually receive lawful interest on the sum so contributed by him, if the payment of such interest shall not reduce the original amount of such capital; and if after the payment of such interest any profits shall remain to be divided, he may also receive his portion of such profits.

Special partners property not liable, nor to be withdrawn.

Except as a dividend.

SECTION 16. If it shall appear that by the payment of interest or profits, to any special partner, the original capital has been reduced, the partner receiving the same shall be bound so restore the amount necessary to make good his share of capital with interest.

Consequences of reducing capital stock by dividends.

SECTION 17. A special partner may from time to time examine into the state and progress of the partnership concerns, and may advise as to their management; but he shall not transact any business on account of the partnership, nor be employed for that purpose as agent, attorney or otherwise. If he shall interfere contrary to these provisions, he shall be deemed a general partner.

How far special partners may interfere.

SECTION 18. The general partners shall be liable to account to each other, and to the special partners for the management of their concerns, both in law and in equity, as other partners now are by law.

Liability of general partners.

SECTION 19. Every partner who shall be guilty of any fraud in the affairs of the partnership, shall be liable civilly, to the party injured, to the extent of his damage.

Penalty for fraud.

SECTION 20. Every sale, assignment, or transfer of any of the property or effects of such partnership, when insolvent, or in contemplation of the insolvency of any partner, with the intent of giving a preference to any creditor of such partnership, or insolvent partner over other creditors of such partnership, and every judgment confessed, lien enacted, or security given by any such partner under the like circumstances, and

Assignment when void.

with the like intent, shall be void as against the creditors of the partnership.

SECTION 21. Every such sale, assignment or transfer of any of the property or effects of the general or special partner, made by such general or special partner when insolvent, or in contemplation of insolvency, or after, or in contemplation of the insolvency of the partnership, with the intent of giving to any creditor of his own, or of the partnership, a preference over the creditors of the partnership; and every judgment confessed, lien enacted, or security given by any such partner, under the like circumstances, shall be void as against the creditors of the partnership.

Liability there-  
by incurred.

SECTION 22. Every special partner who shall violate any provision of the two last preceding sections, or who shall concur in or assent to any such violation by the partnership, or by any individual partner, shall be liable as a general partner.

In case of in-  
solvency, credi-  
tors to be first  
paid.

SECTION 23. In case of the insolvency, or bankruptcy of the partnership, no special partner shall under any circumstances, be allowed to claim as a creditor until the claims of all the other creditors of the partnership shall be satisfied.

How dissolution  
effected.

SECTION 24. No dissolution of such partnership, by the acts of the parties, shall take place previous to the time specified in the certificate of its formation, or in the certificate of its renewal, until a notice of such dissolution shall have been filed and recorded in the register's office, in which the original certificate was recorded, and published once in each week for four weeks in a newspaper published as is provided for in the ninth section of this act.

Approved January 15, 1838.

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### No. 48.

AN ACT to divorce Abraham Jones and Lucinda Jones from the bonds of matrimony and for other purposes.

SECTION 1. *Be it enacted by the council and house of representatives of the territory of Wisconsin,* That the bonds of matrimony, heretofore and now existing between Lucinda Jones and her husband, Abraham