

that was allowed to him under and by virtue of chapter 167 of the laws of 1871, or under the general laws of the state.

SECTION 2. There is hereby appropriated to said Appropriated. Ralph Marsh, out of any funds in the state treasury not otherwise appropriated, a sum sufficient to pay the amount of the warrant to be drawn by the secretary of state under the provisions of this act.

SECTION 3. This act shall be in force after its passage and publication.

Approved March 25, 1872.

CHAPTER 144.

[Published April 4, 1872.]

AN ACT for the organization of corporations for manufacturing and other purposes.

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

SECTION 1. Any number of persons, not less than three, who shall desire to associate together for the purpose of engaging in and carrying on the business of mining, smelting or manufacturing any kind of metal, or quarrying and marketing any ore, stone, slate or other mineral substance, or constructing, leasing or operating docks, warehouses, elevators or hotels, or any kind of manufacturing, lumbering, agricultural, mechanical, chemical, mercantile, transportation or other lawful business, except that of banking, insurance and operating railroads, may with their associates, successors and assigns, become a body corporate and politic, by complying with the provisions of this act, under any name assumed by them which, however, shall not be the same as that in use by any other corporation or company. May become a body corporate.

SECTION 2. The persons so desiring to associate together and to form a corporation shall enter into written articles of association to be signed by them and acknowledged before an officer authorized to take the acknowledgment of deeds, stating distinctly the purposes for which such corporation is organized, the Articles of association.

amount of capital stock of the same, which shall in no case be less than ten thousand dollars, the number of shares into which the same shall be divided, the number of directors, and the officers by which the affairs of the corporation shall be managed and conducted, the corporate name by which the same is to be known, the place where the business of such corporation shall be carried on, and such other matters and provisions, not in conflict with the constitution and laws of this state or of the United States, as they may deem proper and shall agree upon; and shall file the same in the office of the secretary of state, where the same shall be recorded.

Shall issue patent.

SECTION 3. Upon the filing of such articles of association, if it shall appear that the same contain all the provisions required to be stated therein, by the preceding section, it shall be the duty of the governor and secretary of state to issue to the persons so associating, a patent, under the great seal of the state, to be signed by the governor and countersigned by the secretary of state, substantially in the following form:

Form of patent. *To all to whom these presents shall come, greeting:*

WHEREAS, (naming the persons subscribing the articles of association), have filed in the office of the secretary of state, certain articles of association, with a view to forming a corporation, to be known as (here insert name), and with a capital of (here insert amount), for the purpose of (here insert the purposes for which the corporation is organized as stated in the articles of association), and have complied with the provisions of the statutes in such case made and provided, the state of Wisconsin does hereby grant unto the above named persons, and their successors and assigns, full authority by and under their said name of ———, to exercise the powers and privileges of a corporation, for the purposes above stated, and in accordance with their said articles of association and the laws of this state.

In witness whereof, these presents have been attested with the great seal and signed and countersigned by the governor and secretary of state of the state of Wisconsin, at Madison, the ——— day of ——— in the year one thousand eight hundred and seventy ———.

[L. S.] _____, Governor.
 _____, Secretary of State.

SECTION 4. From and after the filing of such articles of such association and the issuing of such patent, the parties named therein shall, with their successors and assigns, constitute a body politic and corporate, under the name so assumed by them, and for the purposes specified in such articles of association, with the powers and subject to the limitations provided in this act; but it shall not be lawful for such corporation to direct its operations or appropriate its funds to any other purposes than those specified in such articles of association.

Shall constitute a body corporate.

SECTION 5. All corporations organized and established under the provisions of this law, shall be capable of suing and being sued, pleading and being impleaded, answering and being answered unto, appearing and prosecuting to final judgment, in any court in this state. They may have a common seal, and alter the same at pleasure, elect in such manner as they may determine, all necessary officers, fix their compensation and define their duties; ordain and establish by-laws for the government and regulation of their affairs, and alter and repeal the same; and employ all such agents, mechanics and other laborers as they shall think proper. They may also change their places of business in this state, and establish branch offices at such place or places in this state or elsewhere as may be necessary or expedient.

Powers of the corporation.

SECTION 6. Whenever a corporation shall have been formed according to the provisions of this act, any two of the corporators may call the first meeting of the corporation, at such time and place as they may appoint, by giving notice thereof, at least fifteen days before the time designated for such meeting, in some newspaper published at or nearest to the place where such corporation is to carry on its business, or by giving personal notice thereof to all the corporators, at least ten days before the time designated for such meeting: *provided*, that such notice may be dispensed with if all the corporators are present at such first meeting, either in person or by duly authorized attorney. Until a board of directors shall be elected, the persons subscribing the articles of association, shall have the direction of the affairs of the corporation, and they may adopt such temporary rules and regulations as may be necessary to perfect the organization of the corporation.

Call for first meeting.

Board of directors—term of office.

SECTION 7. The stock, property, affairs and business of every such corporation shall be under the care of, and shall be managed by not less than three directors, who shall be chosen annually by the stockholders, at such time and place as shall be provided by the by-laws of said corporation, and who shall be stockholders, and shall hold their offices for one year, and until others shall be chosen in their stead. But the articles of association may, or the stockholders may, at any regular meeting, provide that the directors then next to be elected shall be classified, so that one-third shall hold their offices for one year, one-third for two years, and one-third for three years, and that all directors thereafter elected, except to fill vacancies, shall hold their offices for three years, in which case the directors shall be elected and hold their offices according to such provisions.

May classify directors.

Officers of the board.

SECTION 8. The directors of every such corporation shall choose one of their number president, and such other officers as their articles of association and by-laws may require, who shall hold their offices one year, or until a majority of the stockholders choose others in their stead. The directors for the time being shall have power to fill any vacancy which may happen in their board by death, resignation or otherwise, for the current year.

Failure to elect not to dissolve corporation.

SECTION 9. If it shall so happen that an election of directors shall not take place at the annual meeting, such corporation shall not be dissolved, but the election may be held at any time thereafter, by giving fifteen days' notice of the time and place of such election, in the same manner as provided in the sixth section of this act.

Quorum.

SECTION 10. A majority of the directors of every such corporation, convened according to the by-laws, shall constitute a quorum for the transaction of business, and those holding a majority of the stock shall constitute a quorum at any meeting of the stockholders, and shall be capable of transacting any business thereat, except as herein otherwise provided, and at all meetings of such stockholders, each share shall be entitled to one vote. Stockholders may appear and vote in person or by proxy duly filed with the secretary of the company.

SECTION 11. The directors may call in the subscription to the capital stock of such corporation by instalments, in such proportion and at such times as they shall think proper, by giving such notice thereof as the by-laws shall prescribe, and may enforce payment thereof by suit in the name of the corporation; or in case any stockholder shall neglect or refuse payment of any such instalment for the space of sixty days after the same shall have become due and payable, and after he shall have been notified thereof, the stock of such negligent stockholder may be sold by the directors at public auction, giving at least thirty days' notice in some newspaper published at or nearest to the place where the business of such corporation is transacted, and the proceeds of such sale shall be first applied in payment of the instalment called for and the expense attending the sale, and the residue shall be refunded to the owner thereof; but if the proceeds of such sale shall not be sufficient to pay such instalment and the expenses of the sale, such delinquent stockholder shall remain liable to the corporation for such deficiency; such sale shall entitle the purchaser to all the rights of a stockholder to the extent of the shares so bought.

Call for instalments.

Forfeiture of stock.

Delinquent liable for deficiency.

SECTION 12. Every such corporation shall, by their said name, have power to acquire and hold all such lands, tenements and hereditaments, and all such property of every kind as shall be necessary for the purposes of said corporation, and such other lands, tenements and hereditaments as shall be taken in payment of or security for debts due to such corporation, or on contracts made with the same, and to manage, sell mortgage and dispose of the same at pleasure.

May, hold property, real and personal.

SECTION 13. The stock of every such corporation shall be deemed personal property, and be transferred only on the books of such corporation, in such form and under such limitations as the by-laws shall prescribe; and such corporation shall at all times have a lien upon all the stock as property of its members invested therein, for all debts due from them to such corporation.

Stock deemed personal property.

SECTION 14. If any stock shall be transferred which is not fully paid, the corporation may, by agreement to be noted on its stock-book, discharge the stockholder making such transfer from liability for the unpaid part of his stock subscription, and accept that of the

If stock is transferred, owner may be discharged from liability.

person to whom the stock is transferred in its place; but such discharge shall not be valid as against the claims of creditors then existing or which may be contracted within six months thereafter, except that the party to whom the stock is transferred shall as to them be primarily liable therefor. No certificate of stock shall be issued by any such corporation, except for stock fully paid.

Books to be open to inspection.

SECTION 15. The books of every such corporation, containing the stock subscriptions and accounts, shall at all reasonable times be open for the inspection of any of the stockholders; and once in each year, or as much oftener as the by-laws shall provide, a full statement of the accounts and the liabilities and assets of such corporation shall be made by the directors and laid before the stockholders.

When authorized to do business.

SECTION 16. No corporation formed under the provisions of this act shall be authorized to do business until at least one half of its capital is duly subscribed, and twenty per cent. thereof, or a sum equal thereto, is actually paid in, and the stockholders then existing shall be personally liable for any obligations contracted in violation of this section.

Information to be furnished creditors.

SECTION 17. Any creditor of such corporation shall be entitled to be informed at any time of the amount of capital stock of such corporation subscribed, and the amount paid in, and who the stockholders are, and it is hereby made the duty of the officers of the corporation to furnish him correct information thereof when requested.

Credited only for paid stock.

SECTION 18. In actions by or for the benefit of creditors of any such corporation, against the stockholders thereof to recover what may be due or unpaid on the stock owned or subscribed for by them, such stockholders shall only be credited with such sums as have been actually paid in in money or its equivalent in value, on account of such stock, and not with any dividend which may have been declared and applied on such stock.

May diminish capital stock.

SECTION 19. Any such corporation may at any meeting of its stockholders, specially called for that purpose, and with the concurrence of the owners of two-thirds of all the stock then outstanding, diminish its capital stock. But if the capital stock of any such corporation shall be withdrawn and refunded to the stock-

holders before the payment of all debts of the corporation for which said stock would have been liable, the stockholders shall be liable to any such creditors of such corporation in an action founded on this act, to the amount of the sum refunded to them respectively as aforesaid: *provided, always*, that if any such stockholders shall be compelled by any such action to pay the debts of any creditor, or any part thereof, he shall have the right by action, to call upon all the stockholders to whom any part of said stock has been refunded, to contribute their proportion of the sum paid by him as aforesaid.

Stockholders
liable after
stock is re-
funded.

SECTION 20. If the directors of any such corporation shall declare and pay a dividend when the corporation is insolvent, or any dividend, the payment of which would render it insolvent, knowing such corporation to be insolvent, or that such dividend would render it so, the directors assenting thereto shall be jointly and severally liable in an action founded on this act for all debts due from such corporation at the time of such dividend.

Liability for
declaring divi-
dend when in-
solvent.

SECTION 21. Any such corporation may, at any meeting of its stockholders especially called for that purpose, and with the concurrence of the owners of two-thirds of all the stock then outstanding, by amendment of its articles of association, increase the amount of its capital stock, change its name, modify or enlarge the purposes for which it was formed, or in any other respect not inconsistent with the provisions of this act, alter the terms of its organization. It shall be the duty of the president and secretary of any such corporation to make a certificate, over their signatures, and over the seal of the corporation, stating the amendment and also the amount of the capital stock of the corporation then outstanding, and the vote by which the amendment was adopted, and cause such certificate to be filed and recorded in the office of the secretary of state, and it shall be the duty of the governor and secretary of state, if it appears from such certificate that the requirements of this section have been complied with, to issue to such corporation a new patent, substantially in the form hereinbefore prescribed, reciting the filing of an amendment to the articles of association, and referring to such articles of association as thereby amended. Upon the filing of such certifi-

May increase
capital stock,
change name,
etc.

Shall make cer-
tificate.

Shall issue
new patent.

cate, and the issuing of such new patent, such corporation shall be authorized to exercise all the rights and powers comprised within the articles of association thus amended.

Corporations under special charter may amend.

SECTION 22. Any corporation heretofore organized under any special charter or general law of this state for any of the purposes for which corporations may be formed under this act, may amend its charter or articles of association according to the provisions of the last section, in like manner and with like effect as corporations formed pursuant to this act.

May abandon organization and re-organize under this act.

SECTION 23. Any corporation organized under any special charter or general law of this state for any of the purposes for which corporations may be formed under this act, may at a meeting of the stockholders specially called for that purpose, and with the concurrence of the owners of at least two-thirds of the stock then outstanding, abandon its organization and organize under this act, by the adoption of suitable articles of association, and such company shall have the right, in preference to any other company, to assume the name by which it was known under its former charter. A certificate of such reorganization, of the articles of association and of their adoption, shall be made, filed and recorded in like manner as is hereinbefore prescribed in case of amendment of articles of association, and a patent shall issue to such corporation upon its articles of association, if they appear to have been properly adopted, and such corporation shall be thereupon authorized to exercise all the rights and powers comprised within such articles of association, under the provisions of this act.

Shall file and record certificate.

Shall be evidence conclusive and *prima facie*.

SECTION 24. Any patent issued to any corporation, pursuant to the provisions of this act, or a duplicate thereof, shall be conclusive evidence of the existence of such corporation in all actions and proceedings where the question of the existence of such corporation is only collaterally involved, and *prima facie* evidence thereof in all other actions and proceedings. Such patent or duplicate thereof may also be recorded in the office of any register of deeds of this state, and the record thereof, or a duly certified transcript therefrom, may be received in evidence, with the same effect as the original patent: *provided*, that it may always be shown that the same is not a true copy thereof.

SECTION 25. The original articles of association may be returned to the corporation after the same have been duly recorded in the office of the secretary of state. Such original articles as recorded, or a copy from the record thereof, certified by the secretary of state, shall be evidence of the contents thereof in all actions and proceedings. After record articles may be returned.

SECTION 26. The legislature may at any time, limit or restrict the powers of any corporation organized under this act, or for just cause, rescind the same and prescribe such mode as may be necessary for the settlement of its affairs. May limit powers.

SECTION 27. Chapter seventy-three of the revised statutes, entitled "of joint stock companies," and chapter one hundred and sixty-six of the general laws of the year one thousand eight hundred and sixty-four, entitled "an act to encourage the formation of corporations for mining, smelting or manufacturing iron, copper, lead, zinc, silver or other ores or minerals, and for other manufacturing purposes," and chapter three hundred and ninety-four of the general laws of the year one thousand eight hundred and sixty-four, entitled "an act to amend chapter one hundred and sixty-six of the general laws of 1864," entitled "an act to encourage the formation of corporations for mining, smelting or manufacturing iron, copper, quicksilver, or other ores or minerals, and for other purposes," are hereby repealed, but any companies or corporations organized under the provisions of said acts, or any of them, shall not be affected by such repeal. Repealed.

OF GAS LIGHT AND COKE COMPANIES.

SECTION 28. Any corporation which may be formed under the provisions of this act for the manufacture of inflammable gas, for the purpose of lighting any city or village in this state or the streets thereof, or any manufactories, public places or houses therein, may, with the consent of the proper authorities of such city or village, and in such manner as may be agreed between them, use any street, alley, lane, park or public grounds for the purpose of laying gas-pipe, or any other purpose: *provided*, that no permanent injury shall be done to any street, highway, lane or alley in such city. May use street for laying gas pipe.

May enter into contract for exclusive right.

Limitation of time.

Repealed.

Not to effect vested rights.

When company shall cease to exist.

SECTION 29. Any corporation formed under this act for the purposes mentioned in the last preceding section, in any city or village not lighted with gas, or in which no gas company exists, may enter into a contract with the proper authorities of such city or village, for the exclusive right of manufacturing and selling inflammable gas for lighting purposes within such city or village, or a designated part thereof, for such period of time not exceeding fifteen (15) years, on such terms and under such limitations as may be mutually agreed upon; and when such agreement is duly executed on behalf of the respective parties, such corporation shall have the exclusive right for such city or village or designated part thereof, and the sole right to lay gas pipes in the streets thereof, for the period (not exceeding fifteen years) upon the terms and subject to the limitations agreed upon.

SECTION 30. Chapter ninety-three of the general laws of the year one thousand eight hundred and fifty-eight, entitled "an act to authorize the incorporation of gas light and coke companies," is hereby repealed; but any company or corporation organized thereunder, shall not be affected by such repeal, except that it shall not, under any circumstances, have any exclusive right to manufacture or sell gas in any city or village as against any party or corporation which shall have manufactured and sold gas and lighted the streets and houses within such city or village therewith, previous to the organization of such company.

SECTION 31. Any gas company heretofore incorporated by special act in this state, and which has not commenced work, shall cease to exist, and all its powers and privileges be rescinded, unless the same shall, prior to the first day of January next, have completed its organization and commenced the construction of gas works, and shall furnish gas for illuminating purposes in the city or village in which it is organized, within one year thereafter.

SECTION 32. This act shall take effect from and after its passage and publication.

Approved March 25, 1872.