

No. 846, A.]

[Published July 13, 1907.]

CHAPTER 562.

AN ACT to amend sections 1770b, 1772, 1774a, 1786e and 1791j, of the statutes, as amended, relating to foreign and domestic corporations.

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

SECTION 1. Subdivision 1770b, of the statutes, as amended by section 27, chapter 351 of the laws of 1899, section 1, chapter 399 of the laws of 1901, section 1, chapter 434 of the laws of 1901 and section 1, chapter 506 of the laws of 1905, is amended to read:

* * * * *

SECTION 2. Subdivision 8 of section 1770b, of the statutes, as amended by section 27, chapter 351 of the laws of 1899, section 1, chapter 399 of the laws of 1901, section 1, chapter 434 of the laws of 1901, and section 1, chapter 506 of the laws of 1905, is amended to read:

* * * * *

SECTION 3. Subdivision 7 of section 1772, of the statutes, as amended by chapter 238 of the laws of 1901 and chapter 507 of the laws of 1905, is amended to read:

* * * * *

SECTION 4. Section 1774a, of the statutes, is amended to read:

* * * * *

SECTION 5. (Repeals Sec. 1786e of the statutes.)

SECTION 6. (Amends Sec. 1791j of the statutes.)

Approved July 10, 1907.

(In effect from and after date of publication.)

at a specified rate before dividends are paid upon the common stock; for the accumulation of such dividends; for a preference of such preferred stock, not, however, exceeding the par value thereof, over the common stock in the distribution of the corporate assets other than profits; for the redemption of such preferred stock, and for denying or restricting the voting power of such preferred stock. Neither preferred nor common stock shall bear interest. Certificates of preferred stock and common stock shall state, on the face thereof, all privileges accorded to and all restrictions imposed on preferred stock. No change or amendment in relation to such preferred stock shall be made, except by way of amendment to the articles of organization adopted by the unanimous vote of the holders of all the outstanding stock, both preferred and common.

(Ch. 576, 1907.)

Mutual life insurance proxies void. SECTION 1760m. No proxy heretofore made or given by any policyholder, officer, director or trustee of any mutual life insurance corporation organized and existing under the laws of this state shall be exercised or used for voting upon any question whatsoever, and any votes given or attempted to be given by any such proxy shall be absolutely void; anything in the charter, certificate, articles of incorporation, constitution or by-laws of any such corporation to the contrary notwithstanding.

(Ch. 389, 1907.)

Foreign corporations: annual reports; date, computation of Wisconsin stock, fees. (SECTION 1770b.) 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, * * * *between the first day of January and the first day of March*, 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.

* * * * *

* * * c. The proportion of the capital stock represented in the state of Wisconsin by its property located and business transacted therein during the preceding year. * * * *In determining the proportion of capital stock employed in the state, the same shall be computed by taking the gross business in dollars of the corporation in the state and add the same to the full value in dollars of the property of the corporation located in the state. The sum so obtained shall be the numerator of a fraction of which the denominator shall consist of the total gross business in dollars of the corporation, both within and without the state, added to the full value in dollars of the entire property of the corporation, both within and without the state. The fraction so obtained shall represent the proportion of the capital stock represented within the state. The secretary of state demand, as a condition precedent to the filing of such report, such further figures, information and statements as he may deem proper in order to determine the accuracy of the reports submitted; the additional information so obtained shall not become a matter of record in the department of state. The corporation shall pay a fee of two dollars for filing such report. In case said report shows that said corporation employs in this state a proportion of its capital stock in excess of twenty-five thousand dollars, said corporation shall pay to the secretary of state, at the time of the filing of said report, an additional fee of one dollar for each one thousand dollars of such excess, except that the said corporation shall receive a credit for the proportion of its capital stock already paid for in excess of twenty-five thousand dollars.*

* * * f. 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 * * * *May first.* In case said report is not filed by * * * *May 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.

(Ch. 562, 1907.)

Service of papers upon foreign corporations. (SECTION 1770b) 8. Actions may be brought against any corporation in the name by which it is commonly known. All summons, notice, pleading or process, *relating to foreign corporations which have been licensed under the provisions of this chapter*, shall be served on the secretary of state in duplicate, one copy to be filed by him in his office, 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 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.

(Ch. 562, 1907.)

Service on foreign corporations. [SECTION 1770b.] 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 every corporation included within subdivision two of this section by serving the same* * * * on the secretary of state in duplicate.

(Ch. 275, 1907.)

Articles of domestic corporations: contents, filing and fees. (Section 1772.) 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 of the purposes thereof, including, if desired, the duration of its existence. In case the corporation is formed without capital stock the articles shall fix the time and place for the first meeting for the election of officers, and the signers of such articles shall give notice thereof to the members in the manner provided in the next section. Such original articles or a true copy thereof, verified as such by the affidavits of two of the signers thereof, shall be filed with the secretary of state. A like verified copy and certificate of the secretary of state, showing the date when such articles were filed and ac-

cepted by the secretary of state, within thirty days of such filing and acceptance, shall be recorded by the register of deeds of the county in which such corporation is located, and no corporation shall, until such articles be left for record, have legal existence. The register of deeds shall forthwith transmit to the secretary of state a certificate stating the time when such copy was recorded and shall be entitled to a fee of twenty-five cents therefor to be paid by the person presenting such papers for record. Upon the receipt of such certificate the secretary of state shall issue a certificate of incorporation. For filing the articles of incorporation of corporations for the manufacture of beet sugar, or of butter, cheese or other dairy products, there shall be paid the secretary of state ten dollars and for the filing an amendment to such articles, five dollars; for filing in his office the articles of any other corporation, except as is otherwise provided in these statutes, the corporation shall pay twenty-five dollars if the capital stock of the corporation is fixed therein at twenty-five thousand dollars or less, and one dollar for each additional one thousand dollars of capital stock; and every other corporation organized and doing business under the laws of this state shall pay a fee of ten dollars for filing any amendment to its articles other than for the purpose of increasing its capital stock; and for filing an amendment increasing its capital stock shall pay, in addition to said fee of ten dollars, one dollar for each one thousand dollars of increase; provided that no fee shall be required from any corporation organized without capital stock or organized exclusively for educational, benevolent, charitable or reformatory purposes, the articles of which provide that no dividend or pecuniary profits shall be declared to the members thereof. * * *

(Ch. 562, 1907.)

Reservoir corporation's articles to guarantee purchase rights to owners below. [SECTION 1772.] "8. In the case of a corporation organized in whole or in part to establish, maintain or operate a system or systems of water reservoirs for the purpose of regulating the flow of water in any river in the state, such articles shall contain an efficient provision guaranteeing to every owner of water power located on the main river below such reservoir system, who does not already own his quota of stock, the right at any time to purchase from the corporation at par such a pro rata share of all

of the capital stock of the corporation as the cubic foot storage fall of the water power of such owner shall be of the sum of the cubic foot storage falls of all water powers benefited by such reservoir system. "The cubic foot storage fall" of any water power shall mean the product of the height expressed in feet of the head obtained or obtainable by the dam at said power, multiplied by the storage capacity expressed in cubic feet of the reservoirs tributary to such power. The provision aforesaid shall never be amended so as to withdraw said guaranty."

(Ch. 298, 1907.)

Domestic corporations: annual reports; date, forfeiture for failure to file. (*Section*) 1774a. Every corporation for profit, organized under the provisions of this chapter, shall annually, * * * *between the first day of January and the first day of March*, file with the secretary of state, a report sworn to by the president, secretary, treasurer or general manager, or if the corporation is in the hands of assignee or receiver, by such assignee or receiver, as of the first day of January preceding, which shall state:

1. The name of such corporation and location, giving street and number.

2. The name and address of the officers and directors of such corporation, giving street and number.

3. The amount of authorized capital stock.

4. The amount of capital stock actually paid in money, property and services.

5. Whether such corporation was engaged in active business during preceding year.

6. Nature of business transacted during preceding year.

7. In what states such corporation is licensed to transact business as a foreign corporation.

In case such corporation fails to file its report, as above set forth, it shall be allowed to file such report prior to June first on payment to the secretary of state of a forfeit of ten dollars. In case said report is not filed June first, the secretary of state shall cause to be published once a week for three successive weeks a notice of such failure, in a newspaper published at or near the location of said corporation, as shown by the records of his department; and the register of deeds of each county shall post in his office a list of the corporations located in such county failing to so report. Such corporation shall be allowed to file its said annual report prior to January first on payment of the forfeit, as above set forth, and on payment of

the costs of publication. In case said report is not filed by said January first, the corporate rights and privileges granted to such corporation shall be forfeited and the secretary of state shall enter such forfeiture on the records of his department.

The cost of publishing the notice above set forth shall be paid out of the state treasury, and shall be at the same rate as legal notices.

The secretary of state shall during the month of December of each year forward to every corporation required to make an annual report under the provisions of this chapter, blanks therefor.

Whenever any change is made in the officers 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. No forfeiture shall be declared under this section prior to the first day of March, 1907.

The failure to file such report in the time specified herein and proof of publication of the notice herein provided, shall be sufficient evidence on which the secretary of state is authorized to declare the forfeiture of corporate rights, and privileges herein provided. This act shall apply to forfeitures entered March 1st, 1907.

The secretary of state may rescind the forfeiture provided in this section on presentation of an affidavit signed by the president and secretary of a corporation to the effect that such corporation has not suspended its ordinary and lawful business since its organization or since the date of forfeiture; or that the corporation at the time the forfeiture was declared held title or transferable interests in real estate. The secretary of state may demand such other and further proof as he may deem necessary. For rescinding such forfeiture there shall be paid the secretary of state a fee of twenty-five dollars.

(Ch. 562, 1907.)

Electric corporations, public and private, may flow lands. SECTION 1777a. 1. Any corporation created and existing under any laws of this state in whole or in part for any or either of the purposes above specified and any corporation owning or controlling dams, booms or improvements designed in whole or in part to accomplish any of the purposes above specified or any municipality or any other corporation organized under the laws of the state of Wisconsin for the purpose of furnishing and supplying electric light and current to the inhabitants of any city

qualify in double such amount. No such association shall ever become indebted or enter into obligations for any property or thing whatsoever for more than two-thirds of the capital stock fully paid up.

6. The capital stock held by members shall be exempt from execution and attachment except for debts of the association; and no member shall be liable for such debts beyond a sum equal to the par value of his capital stock paid up and then only in the proportion that his stock bears to the entire paidup stock. Taxes shall be levied and collected on the property and goods actually owned and possessed by any such association at the time of making the assessment and not on its capital stock or shares.

(Ch. 411, 1907.)

Repeal. SECTION 1786e, of the statutes, is hereby repealed; provided, that the repeal of this section shall not impair or affect any corporate rights or powers heretofore granted by said section.

(Ch. 562, 1907.)

Park corporations: mayor and a councilman to be directors. SECTION 1797cm. *The mayor of the city, ex-officio, and one member of the common council to be chosen each year by a two-thirds vote of all members elect of the council, at its meeting held to elect city officials, shall be members of the board of directors of any corporation organized under this act.*

(Ch. 138, 1907. Section number supplied by Section 6, Ch. 676, 1907.)

Common council may appoint park superintendent. SECTION 1787g. It shall be lawful for any such city to appropriate, by a vote of its common council, to any such corporation, moneys for the uses and purposes of such corporation, but such city shall not be bound by any contract or obligation made or incurred by any such corporation unless expressly authorized by a two-thirds vote of the common council and approved by the mayor. *The common council of any such city may, upon the recommendation of the board of directors of any such corporation, appoint a park superintendent, and fix his salary or compensation, which may be paid by such city. Such superintendent shall have such powers and perform such duties as may be prescribed by the common council of such city.*

(Ch. 138, 1907. Section number supplied by Section 6, Ch. 676, 1907.)

information in relation thereto as it may deem expedient; all of which maps, plans and information shall be included in a report which said park commission shall make to the county board as soon as may be, but not later than two years from the date of the appointment and qualification of such commission. The county board may approve such report in whole or in part, may call upon the park commission for further information or different plans, and shall then adopt such of the recommendations as it deems expedient. Subject to the approval of the county board the park commission shall proceed in accordance with its plans to acquire, maintain, and make available to the people, as well as to care for, lay out and improve, reservations, parks, parkways, roads, and all kinds of open spaces for public resort and recreation.

(Ch. 250, 1907.)

Land acquisitions. SECTION 1787o—3. To acquire land for the purposes of carrying out the provisions of this act, every such park commission shall have the power to acquire land in the name of the county and subject to the approval of the county board in fee or otherwise, by gift, purchase, or lease with the privilege of purchase.

(Ch. 250, 1907.)

Preliminary expense. SECTION 1787o—4. Such park commission may incur expenses with the consent of the county board, not to exceed \$5,000 for all purposes during the preliminary period of making the study of the county and getting out the report or reports to be made to the county board, as provided in section 1787o—2; although the county board may upon request from such park commission, authorize the expenditure of additional money. All authorized expenses of such park commission, after bills therefor have been regularly audited by the county authorities shall be paid out of the general fund of the county.

(Ch. 250, 1907.)

Appropriations by county. SECTION 1787o—5. Counties are authorized to appropriate money to carry out the provisions of this act.

(Ch. 250, 1907.)

Domestic corporations: cancellation of charters for restraining trade—affidavit. (*Section 1791j.*) Any corpora-

tion organized under the laws of this state 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 charter or authority to do business in this state cancelled and annulled. Every * * * corporation shall upon filing its annual * * * report 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 this section.

(Ch. 562, 1907.)

Railroad commission's employes; experts exempt from civil service laws. SECTION 1797—1. h. Said commission may appoint a secretary at a salary of not more than twenty-five hundred dollars per annum, and may appoint * * * and employ a sufficient number of clerks and stenographers to perform the clerical work of the office and may employ such experts and temporary employes as may be necessary to perform any service it may require of them and shall fix the compensation of such clerks, stenographers, experts and temporary employes. The experts employed under this section shall be exempt from the operation of chapter 363, laws of Wisconsin for the year 1905, and amendatory acts.

(Ch. 582, 1907. Section number supplied by Sec. 18, Ch. 676, 1907.)

"Railroad" as used in Ch. 362, 1905, to include street and interurban railways. SECTION 1797—2. The term "railroad" as used herein shall mean and embrace all corporations, companies, individuals, associations of individuals, their lessees, trustees or receivers (appointed by any court whatsoever) that now, or may hereafter, own, operate, manage or control any railroad or part of a railroad as a common carrier in this state, or cars, or other equipment used thereon, or bridges, terminals or sidetracks, used in connection therewith, whether owned by such railroad or otherwise, and also all street and interurban railway companies.