

the direction contained in such order; and a certified copy of the order shall be recorded with the deed in the office of the register of deeds in the county where the lands lie, and shall be evidence of the correctness of the proceedings, and of the authority of the guardian to make the conveyance.

Section 4008—6. Every conveyance made in pursuance of an order of the county court, as provided in this act, shall be effectual to pass the estate contracted for as fully as if the contracting party himself were still competent and executed the conveyance.

(Am. 1911, c. 664, s. 56.)

Section 4008—7. If the person to whom the conveyance was to be made dies before the commencement of proceedings, according to the provisions of this act, or before the conveyance is completed, any person, who would have been entitled to the estate under him, as heir, devisee or otherwise, in case the conveyance had been made according to the terms of the contract or the executor or administrator of such deceased person, for the benefit of the persons so entitled, may commence such proceedings or prosecute the same, if already commenced, and a conveyance shall thereupon be so made as to vest the estate in the same persons who would have been so entitled to it, or in the executor or administrator, for their benefit.

(Am. 1911, c. 664, s. 56.)

SECTION 2. This act shall take effect and be in force from and after its passage and publication.

Approved June 15, 1911.

No. 391, A.]

[Published June 17, 1911.

CHAPTER 368.

AN ACT to create sections 1786e—1 to 1786e—17, inclusive, of the statutes, relating to the incorporation of co-operative associations, and the fees to be paid therefor.

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

SECTION 1. There are added to the statutes seventeen new sections to read: Section 1786e—1. Any number of persons, not less than five, may associate themselves as a co-operative association, society, company, or exchange, for the purpose of conducting any agricultural, dairy, mercantile, mining, manufacturing or mechanical business on the co-operative plan. For the purposes of this act, the words "association," "company," "corporation," "exchange," "society" or "union," shall be construed to mean the same.

(Am. 1911, c. 664, s. 57.)

SECTION 1786e—2. They shall sign and acknowledge written articles which shall contain the name of said association and the names and residences of the persons forming the same. Such articles shall also contain a statement of the purposes of the association and shall designate the city, town or village where its principal place of business shall be located. Said articles shall also state the amount of capital stock, the number of shares and the par value of each.

Section 1786e—3. The original articles of incorporation organized under this act 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 of such articles and certificates of the secretary of state, showing the date when such articles were filed with and accepted by the secretary of state, within thirty days of such filing and acceptance, shall be filed with and recorded by the register of deeds of the county in which the principal place of business of the corporation is to be 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. Upon receipt of such certificate the secretary of state shall issue a certificate of incorporation.

(Am. 1911, c. 664, s. 57.)

Section 1786e—4. For filing of articles of incorporation of corporations organized under this act, there shall be paid the secretary of state ten dollars and for the filing of an amendment to such articles, five dollars. For recording copy of such articles the register of deeds shall receive a fee of twenty-five cents to be paid by the person presenting such papers for record.

(Am. 1911, c. 664, s. 57.)

Section 1786e—5. Every such association shall be managed by a board of not less than five directors. The directors shall be elected by and from the stockholders of the association at such time and for such term of office as the by-laws may prescribe, and shall hold office for time for which elected and until their successors are elected and shall enter upon the discharge of their duties; but a majority of the stockholders shall have the power at any regular or special stockholders' meeting, legally called, to remove any director or officer for cause, and fill the vacancy, and thereupon the director, or officer so removed shall cease to be a director or officer of said association. The officers of every such association shall be a president, one or

more vice-presidents, a secretary and a treasurer, who shall be elected annually by the directors, and each of said officers must be a director of the association. The office of secretary and treasurer may be combined, and when so combined the person filling the office shall be secretary-treasurer.

Section 1786e—6. The association may amend its articles of incorporation by a majority vote of its stockholders at any regular stockholders' meeting, or at any special stockholders' meeting called for that purpose, on ten days' notice to the stockholders. Said power to amend shall include the power to increase or diminish the amount of capital stock and the number of shares. Provided, the amount of the capital stock shall not be diminished below the amount of paid-up capital at time amendment is adopted. Within thirty days after the adoption of an amendment to its articles of incorporation, an association shall cause a copy of such amendment adopted to be recorded in the office of the secretary of state and of the register of deeds of the county where the principal place of business is located.

Section 1786e—7. An association created under this act shall have power to conduct any agricultural, dairy, mercantile, mining, manufacturing or mechanical business, on the co-operative plan and may buy, sell and deal in the products of any other co-operative company heretofore organized or hereafter organized under the provisions of this act.

(Am. 1911, c. 664, s. 57.)

Section 1786e—8. No stockholder in any such association shall own shares of a greater aggregate par value than one thousand dollars, except as hereinafter provided, or be entitled to more than one vote.

Section 1786e—9. At any regular meeting, or any regularly called special meeting at which at least a majority of all its stockholders shall be present, or represented, an association organized under this act may, by a majority vote of the stockholders present or represented subscribe for shares and invest its reserve fund, or not to exceed twenty-five per cent of its capital, in the capital stock of any other co-operative association.

Section 1786e—10. Whenever an association, created under this act, shall purchase the business of another association, person or persons, it may pay for the same in whole or in part by issuing to the selling association or person shares of its capital stock to an amount, which at par value would equal the fair market value of the business so purchased, and in such case the

transfer to the association of such business at such valuation shall be equivalent to payment in cash for the shares of stock so issued.

(Am. 1911, c. 604, s. 57.)

Section 1786c—11. In case the cash value of such purchased business exceeds one thousand dollars, the directors of the association are authorized to hold the shares in excess of one thousand dollars in trust for the vendor and dispose of the same to such persons, and within such times as may be mutually satisfactory to the parties in interest, and to pay the proceeds thereof as currently received to the former owner of said business. Certificates of stock shall not be issued to any subscriber until fully paid, but the by-laws of the association may allow subscribers to vote as stockholders; provided, part of the stock subscribed for has been paid in cash.

Section 1786c—12. At any regularly called general or special meeting of the stockholders a written vote received by mail from any absent stockholder and signed by him may be read in such meeting and shall be equivalent to a vote of each of the stockholders so signing; provided, he has been previously notified in writing of the exact motion or resolution upon which such vote is taken and a copy of same is forwarded with and attached to the vote so-mailed by him.

Section 1786c—13. The directors, subject to revisions by the association at any general or special meeting, shall apportion the earnings by first paying dividends on the paid-up capital stock not exceeding six per cent per annum, then setting aside not less than ten per cent of the net profits for a reserve fund until an amount has accumulated in said reserve fund equal to thirty per cent of the paid-up capital stock, and five per cent thereof for an educational fund to be used in teaching co-operation, and the remainder of said net profits by uniform dividend upon the amount of purchases of shareholders and upon the wages and salaries of employes, and one-half of such uniform dividend to nonshareholders on the amount of their purchases, which may be credited to the account of such nonshareholders on account of capital stock of the association; but in productive associations such as creameries, canneries, elevators, factories, and the like, dividends shall be on raw material delivered instead of on goods purchased. In case the association is both a selling and a productive concern, the dividends may be on both raw material delivered and on goods purchased by patrons.

Section 1786e—14. The profits or net earnings of such association shall be distributed to those entitled thereto, at such times as the by-laws shall prescribe, which shall be as often as once in twelve months. If such association, for five consecutive years shall fail to declare a dividend upon the shares of its paid-up capital, five or more stockholders, by petition, setting forth such fact, may apply to the circuit court of the county, wherein is situated its principal place of business in this state, for its dissolution. If, upon hearing, the allegations of the petition are found to be true, the court may adjudge a dissolution of the association.

Section 1786e—15. Every association organized under the terms of this act shall annually, on or before the first day of March of each year, make a report to the secretary of state; such report shall contain the name of the company, its principal place of business in this state, and generally a statement as to its business, showing total amount of business transacted, amount of capital stock subscribed for and paid in, number of stockholders, total expenses of operation, amount of indebtedness or liabilities, and its profits and losses.

(Am. 1911, c. 664, s. 57.)

Section 1786e—16. All co-operative corporations, companies, or associations heretofore organized and doing business under prior statutes, or which have attempted to so organize and do business, shall have the benefit of all of the provisions of this act, and be bound thereby on filing with the secretary of state a written declaration signed and sworn to by the president and secretary to the effect that said co-operative company or association has by a majority vote of its stockholders decided to accept the benefits of and to be bound by the provisions of this act. No association organized under this act shall be required to do or perform anything not specifically required herein, in order to become a corporation or to continue its business as such.

(Am. 1911, c. 664, s. 57.)

Section 1786e—17. No corporation or association hereafter organized or doing business for profit in this state shall be entitled to use the term "co-operative" as part of its corporate or other business name or title, unless it has complied with the provisions of this act; and any corporation or association violating the provisions of this section may be enjoined from doing business under such name at the instance of any stockholder of any association legally organized hereunder.

(Am. 1911, c. 664, s. 57.)

SECTION 2. This act shall take effect and be in force from and after its passage and publication.

Approved June 15, 1911.

No. 497, S.]

[Published June 17, 1911.]

CHAPTER 369.

AN ACT to amend section 3919a of the statutes, relating to sales of real estate by executors, administrators, and guardians.

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

SECTION 1. Section 3919a of the statutes is amended to read: Section 3919a. In case of an action relating to any real estate sold by an executor, administrator, or guardian, or sold by one executor, administrator, or guardian in cases where two or more such executors, administrators, or guardians were appointed or acting, in which an heir or other person claiming under the deceased testator or intestate or ward, or in which any person claiming adversely to the title of the deceased testator or intestate or the ward, or claiming by any title that is not derived from or through the deceased person or ward, shall contest the validity of such sale, such sale shall not be avoided on account of any irregularity in any of the proceedings in matters of the estate of said deceased testator, intestate, or of said ward, nor on account of any irregularity in any of the proceedings preliminary to or at the time of, or subsequent to, said sale, or in the confirmation thereof, or in the conveyance conveying the same, provided it shall appear from the record that said sale was made and confirmed by the county court * * * *having jurisdiction of the estate in the administration of which the real estate was sold* thirty (30) years before the commencement of an action. And the records of said court shall be conclusive evidence of the fact of such sale and confirmation; and a certified copy of the said records, attested by the seal of said court, may be recorded in the office of the register of deeds in the county where the land lies, and shall be received in any action relating to said land as evidence equal to the original record.

Approved June 15, 1911.