

THE *J. Rogers*
GENERAL STATUTES

OF THE

STATE OF MINNESOTA:

REVISED BY COMMISSIONERS APPOINTED UNDER AN ACT APPROVED FEBRUARY 17, 1868, AND
ACTS SUBSEQUENT THERETO, AMENDED BY THE LEGISLATURE,
AND PASSED AT THE SESSION OF 1866.

TO WHICH

THE CONSTITUTION OF THE UNITED STATES, THE ORGANIC ACT, THE
ACT AUTHORIZING A STATE GOVERNMENT, AND THE
CONSTITUTION OF THE STATE OF MINNESOTA,

ARE PREFIXED;

AND A LIST OF ACTS PREVIOUSLY REPEALED,

A GLOSSARY, AND INDEX, ARE ADDED.

Edited and Published under the authority of Chapters 15 and 16 of
the Laws of 1866.

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1872.

this chapter, not hereinbefore specially provided for, shall upon conviction thereof, pay a fine not less than fifty dollars or more than five hundred dollars for each and every offense, to be recovered before any court having competent jurisdiction, and all fines and penalties so recovered shall be paid into the state treasury.

lating provisions of this chapter.

Sec. 44. Every bank or banking association organized under the provisions of this chapter, which refuses or neglects to comply with any requirement lawfully made upon it by the auditor of state pursuant to this chapter, for the period of ninety days after demand made, shall be deemed to have forfeited its franchises, and any failure on the part of such bank or banking corporation to comply with, or any violation of any of the provisions of this chapter, shall work a forfeiture of its franchises, and in either case the attorney general upon demand of the auditor of state, shall commence an action for the purpose of annulling the existence of said corporation. Whenever any banking corporation is dissolved by the proceedings directed in this section, the state auditor shall proceed to sell the securities and redeem the currency of said bank in the same manner as provided by section fifteen of this chapter.

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TITLE I.

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OF CORPORATIONS EMPOWERED TO TAKE PRIVATE PROPERTY FOR PUBLIC USES.

SECTION 1. Any number of persons, not less than five, may associate themselves and become incorporated for the purpose of building, improving and operating railways, telegraphs, canals, or slackwater navigation, upon any river or lake, and all works of internal improvement which require the taking of private property or any easement therein.

Any number of persons not less than five may become incorporated.

SEC. 2. They shall organize by adopting and signing articles of incorporation, which shall be recorded in the office of the register of deeds of the county where the principal place of business is to be, and also in the office of the secretary of state, in books kept for such purposes.

Shall organize by adopting and signing articles.

SEC. 3. Said articles shall contain:—

Articles shall contain, what.

First. The name of the corporation, the general nature of its business and the principal place, if any, of transacting the same.

Second. The time of commencement and the period of continuance of said corporation.

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Third. The amount of capital stock of said corporation and how to be paid in.

Fourth. The highest amount of indebtedness or liability to which said corporation shall at any time be subject.

Fifth. The names and places of residence of the persons forming such association for incorporation.

Sixth. The names of the first board of directors and in what officers or persons the government of the corporation and the management of its affairs shall be vested, and when the same are elected.

Seventh. The number and amount of the shares in the capital stock of said corporation.

And shall be published for four successive weeks in some newspaper printed and published at the capital of the state.

Effect of filing, recording and publishing articles.

SEC. 4. When articles are filed, recorded and published as aforesaid, the persons named as corporators therein, become a body corporate and are authorized to proceed to carry into effect the objects set forth in said articles in accordance with the provisions of this title, and shall have perpetual succession, sue and be sued by its corporate name, have a common seal, which it may alter at pleasure, may render the interests of its stockholders transferable, establish by-laws and make all rules and regulations deemed expedient for the management of its affairs in accordance with law, and not incompatible with an honest purpose.

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Corporation may continue—how long.

SEC. 5. No such corporation shall be formed to continue more than fifty years in the first instance, but it may be renewed from time to time for periods not longer than fifty years: *provided*, that three-fourths of the votes cast at any regular election for the purpose, are in favor of such renewal, and those desiring a renewal purchase the stock of those opposed thereto at its current value.

By-laws to be posted.

SEC. 6. A copy of the by-laws of the corporation with the names of all its officers appended thereto shall be posted in the principal place of business and be subject to public inspection.

Statement to be posted up.

SEC. 7. A statement of the amount of the capital stock subscribed, the amount of capital actually paid in, and the amount of indebtedness of the company in a general way, shall also be kept posted up in like manner, which statement shall be corrected as often as any material change takes place in relation to any part of the subject matter of such statement.

Transfer of shares—how made.

SEC. 8. The transfer of shares is not valid, except as between the parties thereto, until it is regularly entered on the books of the company, so far as to show the name of the persons by and to whom transferred, the numbers or other designation of the shares, and the date of the transfer; but such transfer shall not in any way exempt the person making such transfer, from any liabilities of said corporation which were created prior to such transfer. The books of the company shall be so kept as to show intelligibly, the original stockholders, their respective interests, the amount which has been paid in on their shares, and all transfers thereof; and such books, or a correct copy thereof, so far as the items mentioned in this section are concerned, shall be subject to the inspection of any persons desiring the same.

Private property—how liable for corporate debts.

SEC. 9. The private property of each stockholder in any corporation formed as herein provided, is liable for corporate debts in the following cases:—

First. For all unpaid installments on stock owned by him or transferred for the purpose of defrauding creditors.

Second. For a failure by the corporation to comply substantially with the provisions aforesaid as to organization and publicity.

Third. When he personally violates any of the provisions of this title in the transaction of any business of the corporation, as officer, director or member thereof, or is guilty of any fraud, unfaithfulness or dishonesty in the discharge of any official duty.

Fourth. To the amount of the stock held or owned by him in all cases.

SEC. 10. The private property of no stockholder shall be levied on under the preceding section, unless such stockholder, as well as the corporation, is duly served with process in the action, and the issue involving his individual liability as aforesaid raised and determined; and in no case whatever shall such property be levied on while sufficient corporate property can be found to satisfy the execution or any part thereof.

Private property
of stockholders—
how levied on.
7 Min. 56.

SEC. 11. The officer holding an execution, which may be levied on private property, as aforesaid, shall make demand of payment thereon to the president, secretary, or some officer of the corporation, acting, or who was one of the last acting officers thereof, and if he does not forthwith pay said execution or point out corporate property that may be levied on, the officer shall indorse the fact of such demand, refusal or neglect upon said execution, and thereupon may levy the same upon the private property of the stockholder served and impleaded as aforesaid. Such levy may be made to satisfy any balance due upon the execution after levy upon corporate property, or part payment out of corporate funds.

Officer having
execution shall
proceed—how.
7 Min. 56.

SEC. 12. Any corporation of the class specified in section one of this title, heretofore organized or attempted to be organized under former general laws, may conform their articles to the provisions of this title, and re-file the same with the secretary of state, as herein provided, and thereafter without any other act or ceremony shall become entitled to all the rights, benefits and privileges conferred herein; and all grants, transfers and conveyances, by the state or any citizen or corporation to any such corporation heretofore made, are hereby confirmed unto such corporation, and shall, upon the filing of their articles under this title, be deemed to accrue and enure to the benefit of such corporation as thus organized without any other act or ceremony whatever.

Old corporations
may organize
under this title.

SEC. 13. Any corporation organized or re-organized under the provisions of this title, may obtain the right of way, over and across any lands needed for the construction of any railroad or telegraph, and all necessary sites and grounds for depots, shops and other buildings requisite for the proper carrying on of the business to be transacted, or may obtain the right to overflow by reason of any dam, lock, sluices or other erection necessary for the convenient prosecution of their enterprise, all and any lands damaged thereby, and may obtain the right to the use of any land for a tow path, the erection of necessary buildings for the purpose of said business, and the right of way in and over the bed of any river, lake or water course, and the banks thereof, together with the right to overflow, injure or destroy any existing dams, mills or other property, and to canal in and along the valley of any such river, stream, lake or water course, and to purchase and erect all necessary buildings for the operation and prosecution of any manufacturing business upon the water power incidentally created by such improvement, by proceeding as in this title provided.

Right of way ob-
tained—how.

SEC. 14. They shall present to the judge of the district court in any county in which said improvements or any part thereof is or is to be located, or through which said railroad or telegraph line runs, or through which any river to be improved or canal to be constructed runs, or is to run, a petition signed by the president and secretary of said company or corporation, setting forth a description of the enterprise to be prosecuted by them, the termini thereof, the counties through which the

Petition shall be
presented to dis-
trict judge.

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same is to run, a general description of the land, property, and real estate which it will be necessary to appropriate, take, use or overflow for the purpose of said enterprise, together with the names of the owners of any such property, if known.

Judge shall appoint three commissioners.

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SEC. 15. Upon the presentation of such petition the judge shall appoint three disinterested residents of any of the counties named in said petition, commissioners to meet at some point on the line of said improvement on a day specified by said judge, and to inquire touching the matters contained in said petition, and the judge shall fix the fees of said commissioners.

Commissioners may adjourn.

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SEC. 16. Said commissioners shall have power to adjourn from day to day, and to such places on the line of such improvement as they deem proper.

Shall each be sworn.

SEC. 17. Before entering upon their duties they shall severally take and subscribe an oath, before some person qualified to administer oaths, faithfully and impartially to discharge the duties of their appointment.

Notice of first meeting—how given.

Referees
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SEC. 18. At least five days' notice of the first meeting of said commissioners shall be given, in all cases, and in case of infants such notice shall be served on their guardians or the persons with whom they reside; in case of idiots, lunatics, or distracted persons, on their guardians, if they have any, if not, then on the person in whose care or charge they are found; and in cases of femes covert, on the husband as well as the feme covert, but notices to non-residents of the counties through which said improvements are to be constructed, shall be published in some newspaper printed in one of said counties for three weeks in succession, previous to the meeting of said commissioners.

Shall make examination and assess damages.

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SEC. 19. The commissioners shall meet at the time and place mentioned in the notice, and proceed to examine the entire line of said canal, telegraph line, railroad and improvement, or so much thereof as is described in said petition, and all the lands, property, or real estate which will be damaged, overflowed, taken, appropriated or used by or for the purpose of said enterprise, and which is described in said petition, and shall hear the allegations and testimony of all parties interested, and proceed to make in each case a separate assessment of damages which will result to any person, corporation or company, by reason of the construction of said canal, telegraph line, railroad or improvement, and shall determine and appraise to the owners of said land, property, easement or any other right, proposed to be taken, the amount of damages arising to them respectively, from the taking thereof, after making due allowance for any benefit that such owners may respectively derive from the canal, telegraph line, railroad or improvement aforesaid.

Shall file petition, appointment, oath, report and map.

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SEC. 20. Within three months after completing their said examination, and the making of said appraisal and assessment of damages, the said commissioners shall file the said petition, a copy of their appointment and oath, together with a full report of their doings in the premises, accompanied by a map showing the route and location of the proposed canal, telegraph line, railroad or improvement, in the office of the clerk of the court in the county where said application for the appointment of said commissioners was made, and shall give the same notice of the filing of their report as of their meeting.

Payment of damages, how made.

SEC. 21. Upon the filing of said report, the petitioners, or any officers of, or other persons duly appointed by, said corporation, may make payment of the damages assessed to parties entitled to the same, in manner following:

First. To parties laboring under no disability.

Second. To guardians of infants, husbands or trustees of femes covert.

Third. To guardians of insane persons, idiots, lunatics, and persons under other disability, and receipts for such payments filed in the office of the clerk aforesaid shall estop the parties giving them and their principals, when they act in a representative capacity, from all further claims or proceedings in the premises. Payments to parties residing in the state, but not in the county or counties through which said canal, line, road or improvement runs, as well as to infants, insane persons, and other persons under disability, who have no guardians, and payments to parties residing out of the state, and to persons whose names are unknown, and to persons who refuse to receive the payments when tendered, shall be made by depositing the same with the clerk of said court to be paid out under the direction of the judge thereof, and such deposit shall have the same effect as the first mentioned receipts, unless an appeal is taken by the party entitled thereto.

SEC. 22. Appeals from the assessments made by the commissioners may be taken and prosecuted in the court where the report of said commissioners is filed, by any party interested, and a written notice of such appeal shall be served upon the appellee, in the same manner as a summons in a civil action is served: *provided*, that such notice shall be served at least twenty days before the hearing of said appeal: *and provided further*, that no appeal under this title shall be taken after the expiration of thirty days from the time of the notification of the filing of the report aforesaid.

Appeals from assessment—how taken.

SEC. 23. The construction of such road, line, canal, or the prosecution of such improvement, shall not be hindered, delayed or prevented by the prosecution of any appeal: *provided*, the corporation execute and file with the clerk of the court in which the appeal is pending, a bond to be approved by said clerk, with sufficient sureties, conditioned that the persons executing the same shall pay whatever amount may be required by the judgment of the court therein, and abide any rule or order of the court in relation to the matter in controversy.

Construction of improvement may go on—when

SEC. 24. The appellant shall file with the clerk aforesaid, a bond with sureties (to be approved by said clerk,) in double the amount of the assessment appealed from, payable to the state for the use of all persons interested in the condition thereof, in which bond the proceeding appealed from shall be recited with condition for the due and speedy prosecution of said appeal, and to abide the judgment that may be rendered therein, and pay the costs of the appeal, if adjudged so to do by the court in reference to the matter in controversy.

Appellant to file bond.

Repealed.
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SEC. 25. Appeals shall bring before the appellate court the propriety of the amount of damages in respect to the parties to the appeal, and unless the parties otherwise agree, the matter shall be submitted to a jury and tried as other appeal cases are tried, and the court or jury, as the case may be, shall re-assess the damages aforesaid, making the verdict conform to the justice and facts of the case, but the rule for ascertaining and fixing such damages, shall be based upon the same principles that the commissioners are required to adopt in originally appraising and determining such damages.

Appeals, how tried and determined.

SEC. 26. Upon verdict or assessment, judgment shall be entered declaring that upon payment of the verdict or assessment, and costs, if any, the right to construct said canal line, railroad, or improvement, to overflow the lands, property, and real estate, and do the act in controversy in said appeal, and to take, use and appropriate any property in controversy on said appeal for the purposes aforesaid, shall, as against the parties interested in such verdict or assessment, be and remain in said corporation, their successors and assigns forever, and payments of such judgments

Judgment—how entered—effect of—may be paid, how.

may be made as payments of assessments by the commissioners are made, as hereinbefore provided.

Record evidence of title to land taken—how perfected.

SEC. 27. Any corporation organized under this title, may perfect record-evidence of title to the property and estate taken for the purposes of any canal, line, railroad, or improvement authorized hereby, by causing the clerk of the court when the report of said commissioners is filed and confirmed, and the award of damages is paid, to make certified copies of such report or any part thereof, so far as it affects or relates to any real estate or interest therein, situate in any county through which said improvement runs, and such certified copy, accompanied by a map showing the location of the land taken, when recorded in the office of the register of deeds of the county in which such real estate is situated, shall be effectual to fully pass title to such real estate or the interest therein taken by said commissioners to said corporation, and such record shall be notice to all parties of the title of said corporation therein, and such record may be read as evidence of such title in all the courts of this state, except in cases where valid appeals are taken from the report of said commissioners, and in such cases the judgment of the court upon such appeal, after the damages are paid may be recorded in the office of register of deeds of the county where the said real estate or interest therein, and affected by said judgment, is situated, and such record shall be notice and evidence of title in like manner and effect as the record of certified copies found in said report.

Telegraph corporations may obtain right to use public roads—how.

SEC. 28. Any telegraph corporation organized under this title, has power and right to use the public roads and highways in this state, on the line of their route, for the purpose of erecting posts or poles on or along the same, to sustain the wires or fixtures: *provided*, that the same shall be so located as in no way to interfere with the safety or convenience of ordinary travel on or over the said roads or highways.

Railroad corporation may obtain right of public roads—how.

SEC. 29. If it becomes necessary, in the location of any part of a railroad, to occupy any road, street, alley, or public way, or any part thereof, it shall be competent for the municipal or other corporation or public officer, or public authorities, owning or having charge thereof, and the railroad company, to agree upon the manner and upon the terms and conditions upon which the same may be used or occupied; or such company may appropriate so much of the same as may be necessary for the purposes of said road, in the same manner and upon the same terms as is herein provided for the appropriation of the property of individuals.

Corporation may enter on land to make preliminary surveys.

SEC. 30. For the purpose of making preliminary surveys and examinations over and upon any contemplated route, such corporation, its agents, servants or employees, may enter upon land, doing no unnecessary damage.

May obtain right of way &c., how.

SEC. 31. Any corporation organized under this title is authorized to obtain by purchase, gift or contract, all the rights of way, tow-paths, flogage and property hereinbefore provided for, and hold all property, real and personal, necessary and convenient for the successful prosecution of the enterprise.

May bridge navigable streams.

SEC. 32. Whenever any railroad corporation, whether incorporated under this title or by a special charter, deems it necessary to extend its line of road across any navigable waters of this state, it has power to construct such bridges as may be required for the purposes of said road across such navigable waters, and to repair and maintain the same in such manner as may best subserve the interests of such corporations: *provided*, that such bridge shall not be constructed in a manner to obstruct or impede, in any wise, the free navigation of said waters.

Shall erect sign boards—where.

SEC. 33. Every corporation organized under this title shall erect, at

all points where their road crosses any public road, at a sufficient elevation from such public road to admit of a free passage of vehicles of every kind, a sign with large and distinct letters placed thereon, to give notice of the proximity of the railroad, and warn persons of the necessity of looking out for the cars; and any company neglecting or refusing to erect such sign, shall be liable in damages for all injuries occurring to persons or property from such neglect or refusal; and each railroad company shall fence its roads with a good substantial fence, under such rules as the county commissioners of the several counties through which the same may run, prescribe.

Liability for neglect.

SEC. 34. Every railroad corporation organized under this title, shall cause all its trains of cars for passengers to stop upon each arrival at a station advertised by such corporation as a station for receiving passengers upon such trains, at least one minute; and also cause all its trains of cars to entirely stop not more than sixty rods and not less than ten rods before each arrival at the crossing of any other railroad; and every corporation, and every person in the employment of such corporation that violates, or causes, or permits to be violated, the provisions of this section, is liable to a forfeiture of not more than one hundred dollars, nor less than twenty dollars, to be recovered in a civil action before any justice of the peace of the county in which such violation occurs, upon the complaint of any person, one half to go to the complainant and the remainder to the use of common schools in the county; and such company is further liable in the full amount of damages done to property or person in consequence of any neglect on the part of its agents or employees to comply with the requirements of this section; and in all cases in which a forfeiture occurs under the provisions of this section, the company, whose agents cause or permit such violation, shall be liable for the amount of such forfeiture, and in all cases the conductor upon such train shall be held prima facie to have caused the violation which may occur upon the train in his charge.

Shall cause trains to stop at passenger stations, penalty for neglect.

Liabile for damages.

SEC. 35. Such corporation may demand and receive for the transportation of passengers on said road, not exceeding three cents per mile, and for the transportation of property, not exceeding five cents per ton per mile, when the same is transported a distance of thirty miles or more, and in case the same is transported for a less distance than thirty miles, such reasonable rate as may be from time to time fixed by said corporation or prescribed by law.

Rates of fare.

SEC. 36. Whenever the lines of railroad of any railroad corporation whether organized under this title or by virtue of a special charter, or any portion of such lines, have been or may be constructed so as to admit the passage of freight or passenger cars over any two or more of such roads continuously without break or interruption, such corporations may consolidate themselves into a single corporation in the manner following:

Consolidation of corporations.

First. Any two or more railroad corporations may, by their directors, enter into an agreement, under the corporate seal of each, for the consolidation of the said corporations, prescribing the terms and conditions thereof; the mode of carrying the same into effect; the name of the new corporation; the names and places of residence and number of the directors thereof; the time and place of holding the first election of directors; the number of shares of capital stock in the new corporation; the amount of each share, which shall not be less than one hundred dollars; the manner of converting the shares of capital stock in each of said two or more corporations into shares in such new corporation; the manner of compensating stockholders in each of the old corporations, who refuse to convert their stock into the stock of the new corporation; with such other details as they deem necessary to perfect the consolidation of

said corporations; and such new corporation shall possess all the powers, rights and franchises conferred upon said corporations, and be subject to all the restrictions and perform all the duties imposed by the provisions of this title: *provided*, that all stockholders in either of such corporations who refuse to convert their stock into the stock of such new corporation, shall be paid at least par value for each of the shares so held by them, if they so require, previous to the consummation of said consolidation.

Second. Such agreement of the directors shall not be deemed to be the agreement of the said old corporations, until after it has been submitted to the stockholders of each of said corporations separately, at a meeting thereof, to be called upon a notice of at least thirty days; specifying the time and place of such meeting, and the object thereof, to be addressed to each of such stockholders, when their place of residence is known, and deposited in the post office, and published for at least three successive weeks in one newspaper in at least one of the cities or towns in which each of said corporations has its principal office of business; and is sanctioned by such stockholders by the vote of at least two-thirds in amount of the stockholders present at such meeting, voting by ballot, either in person or by proxy, each share of capital stock being entitled to one vote; and when such agreement of the directors is so sanctioned by each of the meetings of the stockholders separately, it shall be deemed to be the agreement of the said old corporations.

Effect of consolidation.

SEC. 37. Upon making the agreement mentioned in the preceding section, in the manner required therein, and filing a duplicate or counterpart thereof in the office of the secretary of state, the said old corporations shall be merged in the new corporation provided for in such agreement, to be known by the corporate name therein mentioned; and the details of such agreement shall be carried into effect, as provided therein.

New corporation to succeed to rights of old—when.

SEC. 38. Upon the election of the first board of directors of the corporation created by said agreement, the rights and franchises of each of said old corporations, their rights and interests in and to every species of property, real, personal and mixed, and things in action, shall be deemed to be transferred to and vested in such new corporation, without any other deed or transfer; and such new corporation shall hold and enjoy the same, together with the right of way, and all other rights of property, in the same manner, and to the same extent, as if the said old corporations had continued to retain the title, and transact the business of such corporation; and the titles and real estate acquired by either of said old corporations, shall not be deemed to revert or be impaired by means of any thing in this title contained: *provided*, that all rights of creditors, and all liens upon the property of either of said old corporations, shall be preserved unimpaired; and all the debts, liabilities and duties of either company, shall thenceforth attach to such new corporation, and be enforced against the same, to the same extent, and in the same manner, as if such debts, liabilities and duties, had been originally incurred by it.

One railroad corporation may aid another to construct its road.

SEC. 39. Any railroad corporation heretofore or hereafter incorporated, whether under the provisions of this title or by special charter, may at any time, and by means of subscription to the capital of any other corporation, or otherwise, aid such corporation in the construction of its railroad, for the purpose of forming a connection of said last mentioned road with the road owned by the corporation furnishing said aid; or any railroad corporation, may lease or purchase any part or all of any railroad constructed by any other corporation whose lines of road are continuous or connected with its own, upon such terms and conditions as may be agreed on; or any two or more railroad corporations whose lines are so connected may enter into any arrangement for their common benefit, con-

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sistent with and calculated to promote the objects for which they were created: *provided*, that no such aid shall be furnished, nor any purchase, lease or arrangement perfected, until a meeting of the stockholders of each of said corporations has been called by the directors thereof, at such time and place, and in such manner as they shall designate, and the stockholders of at least two-thirds of the stock of such corporation represented at such meeting, in person or by proxy, and voting thereat, assent thereto.

SEC. 40. Such corporation has the power to borrow money on credit of the corporation, and may execute bonds or promissory notes therefor, and to secure the payment thereof, may pledge the property and income of said company: *provided*, that the amount of the indebtedness or liability of such company shall not at any one time exceed two-thirds of the amount of its capital stock nor the amount to be specified in the certificate hereinbefore provided for.

May borrow money, execute bonds, notes, &c.

SEC. 41. The corporators named in the articles hereinbefore provided for, are authorized, at their first annual meeting, or at such other time as they deem best before such annual meeting to be designated by them, to open books for subscription to the capital stock of said corporation under such regulations as they shall prescribe, and when after the opening of books for the subscription of stock, sufficient stock is subscribed to justify the incorporators or directors to commence such canal, line, railroad or improvement, and the first installments upon such stock are paid in, said corporation may commence work thereon, and they shall thereby become invested with all the rights, privileges and franchises conferred by this title.

Corporators—their powers and duties.

SEC. 42. Whenever any corporation created and incorporated under the provisions of this title, or adopting its provisions as hereinbefore provided, shall, in the opinion of the directors thereof, require an increased amount of capital stock, or other modification of their articles of association, not inconsistent with the provisions of this title, they shall, if authorized by the holders of a majority of the stock, file in the office of the secretary of state, new articles, setting forth the modifications of their said articles of association proposed, and the amount of such desired increase of stock, if any, which said new articles shall be duly recorded and a reference made to the same on the margin of the record of the original certificate or articles, and thereafter such corporation shall be entitled to have such increased capital as is fixed by said new articles, or such other modification of the original articles of association as shall be therein specified.

Capital stock—how increased.

SEC. 43. Every railroad company incorporated under this title, shall annually, in the month of January, make a full report of the condition of its affairs, to the auditor of state, showing the amount of the capital stock in such company, the gross amount of tolls or receipts during the previous year, the costs of repairs and incidental expenses, the net amount of profits and the dividends made, with such other facts as may be necessary to a full statement of the affairs and condition of such road; and the auditor of state shall annually present an abstract copy of such report to the legislature.

Railroad company shall make report.

Auditor shall present abstract to legislature.

SEC. 44. The diversion of the corporate property to other objects than those specified in the articles and notices published as aforesaid, (if any person is injured thereby,) the declaring of dividends when the profits are insufficient to pay the same, the payment of dividends when the funds remaining will not meet the liabilities of the corporation, any willful failure to comply with the articles of incorporation, or any intentional deception of the public or individuals in relation to their means or liabilities, are criminal offenses, and persons guilty of any of them may be indicted,

Diversion of corporate property—penalty.

and on conviction, shall be punished by a fine of not more than five thousand dollars, or by imprisonment in the state prison not more than three years, or both such fine and imprisonment, in the discretion of the court.

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TITLE II.

OF CORPORATIONS FOR PECUNIARY PROFIT OTHER THAN THOSE NAMED IN TITLE I.

Who may become incorporated under this title.

SEC. 45. Any number of persons not less than three, who shall, by articles of agreement in writing, associate according to the provisions of this title, under any name assumed by them, for the purpose of engaging in and carrying on mining, smelting, or manufacturing iron, copper or other minerals, or any kind of manufacturing, lumbering, agricultural, mechanical or chemical business, and who shall comply with the provisions of this title, shall, with their successors and assigns, constitute a body politic and corporate, under the name assumed by them in their articles of association: *provided*, no company shall take a name previously assumed by any other company.

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Certain provisions of title one, to apply.

SEC. 46. The provisions of sections two, three, four, seven, eight, nine, ten, eleven and forty-four of title one, shall apply to and be observed by corporations organizing under this title.

Amount of capital stock—how increased.

SEC. 47. The amount of capital stock in every such corporation shall in no case be less than ten thousand dollars, nor more than five hundred thousand dollars, and shall be divided into shares of fifty dollars each; but the capital stock and number of shares may be increased at any regular meeting of the stockholders: *provided*, the amount of capital when so increased, shall not exceed the sum of five hundred thousand dollars.

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Corporation may hold real estate.

SEC. 48. Every such corporation has power to acquire, hold and transfer all such real and personal estate as is necessary or convenient for the purpose of conducting, carrying on, or disposing of the business of such corporation.

Stock, how transferred.

SEC. 49. The stock of any such corporation shall be deemed personal property, and be transferable only on the books of such corporation in such form as the directors prescribe, and such corporation shall at all times have a lien upon the stock or property of its members invested therein for all the debts due from them to such corporation, which may be enforced by advertisement and sale in the manner provided for selling delinquent stock.

Record of stock and business to be kept.

SEC. 50. The directors shall cause a record to be kept of all stock subscribed and transferred, and of all business transactions, and their books and records shall at all times be open to the inspection of any and all stockholders: they shall also, when required, present to the stockholders reports in writing of the situation and amount of business of the corporation, and declare and make such dividends of the profits, from the business of the corporation, not reducing the capital stock while they have outstanding liabilities.

Directors, powers of.

SEC. 51. The directors of any corporation organized under this title have power to establish one or more offices without this state, and transact business thereat: *provided*, that an office shall always be maintained in this state where legal process may be served on the person in charge thereof.

Duration of corporation.

SEC. 52. No corporation shall be formed under this title to continue more than thirty years.

SEC. 53. Mutual insurance companies, organized under the provisions of this chapter, may render their premium notes a lien upon the whole or any part of the real estate upon which the property insured is situate, whether such real estate is or is not exempt from other liabilities as a homestead; but such lien shall not attach until the premium note stating the property on which it is, a lien is filed for record and treated in the same manner as though it were a mortgage from the maker thereof to the company, except that it need not be acknowledged: *provided*, that no fire insurance company organized within this state, nor any agent thereof, shall transact any business of fire insurance within this state, unless such company is possessed of at least twenty-five thousand dollars in cash, or in value other than risks, of actual capital above all debts and liabilities, invested in stocks, or bonds, or mortgages on real estate worth double the amount for which the same is mortgaged. The provisions of sections 117, 118 and 120, of title 6 of this chapter shall extend and apply to all insurance companies organized under the laws of this state: *provided further*, that it shall be the duty of the county attorney in each county where such company is situated, upon complaint of two or more members of such association or company, or persons insured therein, to examine at any time into the financial condition of such company, and if in his opinion such company does not possess the amount of capital on hand, according to the requirements of the law, or in other material things are not complying with the law, he shall so certify to the state treasurer, who, upon the report of such certificate from the county attorney, shall cancel the certificate issued to said company under sections 114 and 117, of title 6, in this chapter, and the treasurer of state shall so notify said company immediately that their certificate is canceled: *provided further*, that the liability referred to in this section shall not be construed to refer to the risks taken by said company; *provided further*, that mutual insurance companies organized under the laws of the state of Minnesota, may do business in the county where organized, and there only, without having the capital required in this act [title.]

Mutual insurance companies may do what.

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Capital stock.

Provisions of title 6 to apply

County attorney to examine into financial condition of company.

Duty of state treasurer.

Domestic companies exempt.

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TITLE III.

OF CORPORATIONS OTHER THAN THOSE FOR PECUNIARY PROFIT.

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SEC. 54. Any number of persons not less than three may associate themselves and become incorporated for the purpose of establishing and conducting colleges, seminaries, lyceums, or any scientific, medical, legal, agricultural, benevolent or missionary society, fire department association, or any society for the purpose of instruction or mutual improvement in any art or science as provided herein.

Who may become incorporated. 1870-49

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SEC. 55. They shall adopt and sign articles containing:

They shall adopt and sign articles.

First. The name of the corporation, its general purpose and plan of operation, and its place of location.

Second. The terms of admission to membership and the amount of monthly, quarterly or yearly contributions required of its members.

Third. If there is capital stock, the number of shares and the amount constituting a share.

Fourth. The officers of the corporation or society, with time and place of electing or appointing the same, and the number of trustees or directors, if any, who are to conduct the transactions of the society during the first year of its existence.

Said articles shall be recorded in the registry of deeds of the county where the corporation or society is located, and in the office of the secretary of state.

Effect of filing articles.

SEC. 56. Upon filing said articles the persons named therein, and signing the same, become a body corporate with power to sue and be sued by its corporate name, to have a common seal which may be altered at pleasure, to establish by-laws and make all rules and regulations deemed expedient for the management of its affairs in accordance with law, and not incompatible with an honest purpose.

No dividend or distribution until dissolution.

SEC. 57. No dividend or distribution of property among the members or stockholders is lawful until the dissolution of the corporation.

Corporate powers.

SEC. 58. Any corporation formed under the provisions of this title for the purpose of establishing and conducting a college or other institution of learning, in addition to the other powers granted herein, is authorized to receive by purchase, gift, grant or devise, and to hold and use the same for educational purposes, any real estate or personal property whatever, and may sell, convey, mortgage, let or otherwise use said real estate or property as is considered most conducive to the educational interests and prosperity of the institution, but said corporation has no power to divert any gift, grant or bequest from the specific purpose designated by the donor.

SEC. 59. The trustees of any college or seminary incorporated under the provisions of this title, besides the general powers and privileges aforesaid, have power:

Powers of trustees of colleges and seminaries.

First. To appoint and fix the salaries of a president, professors, tutors, and such other officers and agents as they may deem necessary, and to remove them at pleasure.

Second. To direct and prescribe the course of study and discipline to be observed in the institution, and to grant such literary honors and degrees as are usually granted by any such institution in the United States, and in testimony thereof, to give suitable diplomas, under their seal and the signatures of such officers of the institution, as they may deem expedient: *provided*, that the course of study to be pursued in such institution is in all respects as thorough and comprehensive as is usually pursued in similar institutions in the United States.

Third. To make all ordinances and by-laws necessary and proper to carry into effect the foregoing powers.

May require other officers to give bond.

SEC. 60. Such trustees may require the treasurer and all other officers and agents, before entering upon the duties of their respective offices, to give bonds in such sums and with such sureties as they deem proper and sufficient.

Shall make annual report.

SEC. 61. Such trustees are required, on or before the first day of January, annually, to report to the superintendent of public instruction, a statement of the name of each trustee, officer, treasurer and student of such institution, with a statement of its property, the amount of stock subscribed, donated and bequeathed, and the amount actually paid in, and such other information as will tend to exhibit its condition and operations.

Legal process—how served.

SEC. 62. Service of any legal process on such corporation may be made on any one of the trustees thereof, if such trustee is in the county in which the institution is located; but if not, then by leaving a copy of such process with any officer in the employ thereof, at its principal place of business.

Colleges, &c., subject to visitation.

SEC. 63. Any college or institution incorporated under the provisions of this title, is always subject to the visitation and examination of the superintendent of public instruction.

Existing institutions may organ-

SEC. 64. Any institution of learning now in existence in this state, whether incorporated or not, may enjoy all the benefits of this title, by

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complying with the provisions thereof; and may, by a vote of the majority of such corporation, company or association, to be taken according to the act of incorporation, by-laws, or other legal regulations thereof, determine to avail itself of the provisions of this title, and to take and assume corporate name and powers thereunder, and may by like vote, transfer to such corporation when formed, all its property, real, personal, and mixed; and thereupon, said corporation, to which such property is so transferred, shall take the same in the (same) manner, to the same extent, and with the like effect, as the same was previously owned and held by the corporation, company or association so transferring the same, and may, in its corporate name, sue for and collect all debts, dues, demands, subscriptions, devises and bequests thereof. The said corporation so taking such property, shall take the same, subject to all the liens, trusts and limitations, both legal and equitable, to which the same was subject before such transfer: and shall also be liable for all the debts and obligations of such previous corporation, company or association, and shall pay the same to the full extent of the value of such property, at the time of so taking the same.

ize under this title.

SEC. 65. That any orphan asylum incorporated under the laws of this state, may take and have the charge, custody and control of any destitute children in the state under the age of twenty-one years, whose parents are dead or under legal incapacity, or have abandoned or neglected to provide for such children, with the consent of the county commissioners or any two of the county commissioners of the county where such children at the time reside, or are found, subject however to the duty on the part of such orphan asylum aforesaid, properly to care and provide for such children while they exercise such charge, custody and control over them.

Orphan asylums, powers and duties.

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SEC. 66. That any orphan asylum aforesaid may also assume and have the charge, custody and control of any destitute children within the state, under the age aforesaid, whose parents are from any cause incapacitated or unable to provide and care properly for such children, with the consent of the parents, or either of the parents, subject to the duty specified in the foregoing section.

May take charge of destitute children.

SEC. 67. That any orphan asylum aforesaid, shall possess the same authority and powers over the children in their charge and custody, as parents and guardians possess over children subject to them, and may in their discretion bind out any such child to some suitable employment, until such child, if a male, shall attain the age of twenty-one years, and if a female, the age of eighteen years, or for a shorter period. But proper provisions shall in every case, be made and inserted in the indentures by which the child shall be bound to service, for securing an education proper and fitting for the condition and circumstances in life of such child: *provided*, that nothing herein contained shall prevent the proper judicial tribunal from awarding the custody of any orphan child to any person, in its discretion.

Shall possess same powers as parents and guardians.

TITLE IV.

OF RELIGIOUS CORPORATIONS.

SEC. 68. It shall be lawful for all persons of full age belonging to any church, congregation or religious society not already incorporated, to assemble at the church or meeting house, or other place where they stat-

Religious corporations, how organized.

edly attend for divine worship, and by a plurality vote elect any number of discreet persons of their church, congregation or society, not less than three nor more than nine in number, as trustees to take charge of the estate and property belonging thereto, and transact all affairs relative to the temporalities thereof.

President shall be chosen—who may vote.

SEC. 69. Such church, congregation or religious society may choose a president of the said corporation, and of their meetings, by a vote as aforesaid, and at the election provided for in this chapter, every person of full age who has statedly worshiped with such church, congregation or society, and has been formerly considered as belonging thereto, is entitled to a vote.

Notice of election—how given.

SEC. 70. The minister of such congregation or society, and in case of his death or absence, one of the elders or deacons, church wardens or vestrymen thereof, and for want of such officers, any other person being a member or stated hearer in such church, congregation or society, shall publicly notify the congregation of the time when, and the place where the said election shall be held, at least fifteen days before the day of election; and such notification shall be given for two successive sabbaths, on which such church, congregation or society statedly meet for public worship, preceding the election.

Election—how conducted.

SEC. 71. Any two of the elders, deacons, church wardens, or vestrymen of such church, congregation or society, or if such officers are not present, then any two voters present, to be nominated by a majority of the voters, shall preside at such election, receive the votes, and determine the qualification of voters; and they shall, immediately after the election, certify under their hands and seals, the names of the persons elected to serve as trustees; in which certificate the name by which the said trustees, and their successors in office, shall forever thereafter be called and known, shall be particularly mentioned and specified.

Certificate to be given.

Certificate to be acknowledged and recorded.

SEC. 72. Such certificate shall be acknowledged by the persons making the same, or proved by a subscribing witness thereto, before some officer authorized to take the acknowledgment of deeds, and recorded, together with the certificate of such acknowledgment, or proof, by the register of deeds of the county within which the church or place of worship of such congregation is situated, in a book provided by him for that purpose, who shall be entitled to receive seventy-five cents for such record; and thereafter such trustees and their successors, shall be a body corporate by the name expressed in such certificate.

Trustees to have seal—may do what.

SEC. 73. Such trustees may have a common seal, and alter the same at pleasure; they may take into their possession and custody, all the temporalities of such church, congregation or society, whether the same consists of real or personal estate, and have been given, granted or devised directly or indirectly to such church, congregation or society, or to any other person for their use.

General powers of trustees.

SEC. 74. Such trustees may also in their corporate name, sue and be sued in all courts and places, and they may recover and hold all the debts, demands, rights and privileges, all churches, buildings, burial places, and all the estate and appurtenances belonging to such church, congregation or society, in whatsoever manner the same may have been acquired, or in whose hands soever the same may be held, as fully and amply as if the right and title thereto had been originally vested in the said trustees; and they may hold other real or personal estate, and demise, lease and improve the same; but the whole of such estate, real and personal shall not exceed the yearly income of three thousand dollars.

May erect and repair churches and parsonages.

SEC. 75. The said trustees have authority to repair and alter their churches and meeting houses, and under the direction of the society or congregation, erect churches and meeting houses, and dwelling houses for

their ministers, and other buildings for the use of their church, congregation or society.

SEC. 76. They have authority to make rules and orders for managing the temporal affairs of such church, congregation or society, and to dispose of all moneys belonging thereto; and to order and regulate the renting of pews or slips in their churches and meeting houses, and the requisites for the breaking of the ground in the cemetery or church yard, and in the said churches or meeting houses, for burying the dead.

May make by-laws, rent pews, &c.

SEC. 77. They may appoint a clerk and treasurer of their board, and a collector to collect and receive their rents and revenues, and may regulate the fees to be allowed to such clerk, treasurer and collector, and may remove them and appoint others in their stead at pleasure, and such clerk shall enter all rules and orders made by such trustees and payments ordered by them, in a book to be procured by them for that purpose.

May appoint clerk and treasurer.

Duties of clerk.

SEC. 78. Any two of the trustees may at any time call a meeting of the trustees, and a majority of them being lawfully convened, shall be competent to do and perform all matters and things which such trustees are authorized to do and perform.

Meetings, how called and conducted.

SEC. 79. The said trustees shall hold their offices for three years; and immediately after their first election as hereinbefore provided, the said trustees shall be divided by lot into three classes, numbered, one, two and three; and the seats of the first class shall be vacated at the end of the first year, of the second class at the end of the second year, and of the third class at the end of the third year; and as near as may be, one third part of the whole number of trustees may be annually chosen.

Trustees to hold office three years.

SEC. 80. The clerk of said trustees at least one month before the expiration of the office of any of the said trustees, shall notify the same in writing to the minister, or in case of his death or absence, to the elders or church wardens, and if there are no elders or church wardens, then to the deacons or vestrymen of any such church, congregation or society, specifying in such notice, the names of the trustees whose office will expire; and the minister or other officers receiving such notice, shall in the manner aforesaid, notify the members of such church, congregation or society, of such vacancies, and appoint the time and place for the election to supply the same.

Clerk to give notice of expiration of term of office of trustees.

Minister to give notice of election.

SEC. 81. Such election shall be held at least six days before vacancies happen as aforesaid, and all such subsequent elections shall be held and conducted in the same manner as hereinbefore provided, for the first election; and in case any vacancy happens by the death of a trustee, his refusal to act, or removal from the society before his term of office expires, or otherwise, notice thereof shall be given as aforesaid, and an election shall be held, and another trustee chosen in his stead for the remainder of such term.

Election of trustees—how conducted.

SEC. 82. No person belonging to any such church, congregation or society, incorporated under the provisions of this chapter, is entitled to vote at any election after the first, until he has been an attendant on public worship in such church, congregation or society, at least six months before such election, and contributed to the support of such church, congregation or society, according to the usages and customs thereof.

Qualifications of voters.

SEC. 83. The clerk of the trustees shall keep a register of the names of all such persons as desire to become stated hearers in the said church, congregation or society, and shall therein note the time when such request was made; and the said clerk shall attend all subsequent elections, in order to test the qualifications of such voters in case they shall be questioned.

Clerk to keep register of stated hearers.

Salary of minister.

SEC. 84. Nothing in this chapter contained, shall be construed to give to such trustees the power to fix or ascertain the salary, or compensation to be paid to any minister, but the same shall be ascertained and fixed by a majority of such society, entitled to vote at the election of trustees.

Trustees may sell or encumber real estate.

SEC. 85. It shall be lawful for any religious corporation organized under the provisions of this title, by and through their trustees, to sell and convey, encumber or otherwise dispose of, any real estate belonging to such corporation: *provided however*, that no such conveyance or encumbrance shall be made by the trustees, except when first authorized to make the same by a resolution of such society, passed at a meeting thereof called for that purpose, notice of the time, place and object of which meeting shall be given for at least four successive Sabbaths on which such society stately meet for public worship, immediately preceding the time specified for such meeting.

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Existing societies confirmed—corporations heretofore dissolved may organize anew within six years after dissolution.

SEC. 86. Every church, congregation or religious society heretofore incorporated in pursuance of law, and not since dissolved, is hereby established and confirmed; and in case of the dissolution of any such corporation, or of any corporation hereafter to be formed, in pursuance of the provisions of this title, for any cause whatever, the same may be incorporated under the provisions of this title at any time within six years after such dissolution; and thereupon all the estate, real and personal, formerly belonging to the same, and not lawfully disposed of, shall vest in such corporation as if there had been no such dissolution.

Descent of lands held by trustees.

SEC. 87. All lands, tenements and hereditaments lawfully conveyed by devise, grant, purchase or otherwise, to any persons as trustees in trust, for the use of any religious society organized, or which may hereafter be organized within this state, either for a meeting house, burying ground, or for the residence of a preacher, shall descend with the improvements in perpetual succession to, and shall be held by, such trustees in trust for such society.

Minister to give certificate of appointment of trustees—when.

SEC. 88. Whenever by the constitution, rules or usages of any particular church or religious denomination, trustees are required to be appointed by any ministers, presiding elders or other officer or officers of such church or denomination, such ministers, presiding elders or other officer or officers shall give to such trustees, a certificate of their appointment under the hand and seal of the person making the same, specifying the name by which such trustees and their successors shall forever thereafter be called and known, which certificate shall be acknowledged and proved, and recorded as hereinbefore directed; whereupon such trustees and their successors appointed in the same manner shall be a body corporate, by the name expressed in such certificate, with all the rights, powers and privileges of other religious corporations constituted according to the provisions of this title.

Effect of certificate.

When minister, elders and deacons are trustees they may execute certificate.

SEC. 89. Whenever by the constitution, rules and usages of any particular church or religious denomination, the minister or ministers, elders and deacons, or other officers elected by any church or congregation, according to such constitution, rules or usages, are thereby constituted the trustees of such church or congregation, such minister or ministers, elders and deacons, or other officers may assemble together and execute under their hands and seals, a certificate, stating therein the name by which they and their successors in office shall forever thereafter be called and known, which certificate shall be acknowledged or proved and recorded as hereinbefore directed; whereupon such persons and their successors in office, shall be a body corporate by the name expressed in such certificate, with all the rights, powers and privileges of other religious corporations, constituted according to the provisions of this title.

Effect of certificate.

SEC. 90. It shall be lawful for the male persons of full age, of any church or congregation in communion with the protestant episcopal church in this state, who have belonged to such church or congregation for the last three months preceding such election, and who have been baptized in the episcopal church, or received therein, either by the rite of confirmation, or by receiving the holy communion, or by purchasing or hiring a pew in said church; or by some joint act of the parties and of the rector, whereby they have attached themselves to the protestant episcopal church, and not already incorporated, at any time to meet for the purpose of incorporating themselves under this title, and by a majority of voices, to elect two church wardens, and not less than four nor more than eight vestrymen, and to determine on what day of the week, called Easter week, the said offices of church wardens and vestrymen, shall annually thereafter cease, and their successors in office be chosen; of which first election notice shall be given in the time of morning service, on two Sundays previous thereto, by the rector, or if there is none, by any other person belonging to such church or congregation, and that said rector, or if there is none, or he is necessarily absent, then one of the church wardens or vestrymen, or any other person called to the chair, shall preside at such election, and, together with two other persons, shall make certificate under their hands and seals, of the church wardens and vestrymen so elected, of the day of Easter week, so fixed on for the annual election of their successors, and of the name or title by which such church or congregation shall be known in law; which certificate being duly acknowledged, or proved by one or more of the subscribing witnesses, before some officer authorized to take acknowledgments of deeds, of the county where such church or place of worship of such congregation is situated, shall be recorded by the clerk of such county in a book to be by him provided for that purpose, and that the church wardens and vestrymen so elected, and their successors in office, and the rector if any, of themselves, shall form a vestry and be the trustees of such church or congregation; and such trustees and their successors shall thereupon, by virtue of this title, be a body corporate by the name and title expressed in such certificate, with all the rights, powers and privileges of other religious corporations constituted according to the provisions of this title, and the persons qualified as aforesaid, shall, in every year thereafter, on the day in Easter week so to be fixed for that purpose, elect such church wardens and vestrymen, and whenever any vacancy happens before the stated annual election, by death or otherwise, the said trustees shall appoint a time for holding an election to supply such vacancy, of which notice shall be given in the time of divine service, at least ten days previous thereto; and such election, and also the stated annual elections shall be holden immediately after morning service, and at all such elections, the rector, or if there is none, or he is absent, one of the church wardens or vestrymen shall preside and receive the votes of the electors, and be the returning officer, and shall enter the proceedings in the book of the minutes of the vestry, and sign his name thereto, and offer the same to as many electors present as he shall think fit, to be by them also signed and certified, and the church wardens and vestrymen to be chosen at any of the said elections, shall hold their offices until the expiration of the year for which they are chosen, and until others are chosen in their stead, and have the power to call and induct a rector to such church or congregation as often as there is a vacancy therein; *provided, however,* that no meeting or board of such trustees shall be held, unless at least three days' notice thereof is given in writing, under the hand of the rector or one of the church wardens; and that no such board shall be competent to transact any business unless the rector,

Members of the protestant episcopal church may elect church wardens.

Notice—
how given.

Certificate to be
executed and
recorded.

Vacancies—
how filled.

if there is one, and at least one of the church wardens, and a majority of the vestrymen are present; and such rector, if there is one, and if not, then the church warden present, or if both the church wardens are present, then the church warden who is called to the chair by a majority of voices, shall preside at every such meeting or board, and have the casting vote.

Existing societies organized but not incorporated, may become incorporated under the provisions of this title.

SEC. 91. Whenever any church or religious society now organized, or which may hereafter be organized as a church or congregation, but not incorporated in pursuance of law, shall comply with the provisions of this title, and thereby become a body corporate, all the estate, real and personal, which has been lawfully conveyed to the said church or religious society, or to the trustees or vestry thereof in trust for the use of such church or society, whether by devise, gift, grant, purchase, or otherwise, and not lawfully disposed of, shall thereupon vest in said corporation as fully and amply as if the said church had been legally incorporated from the date of its religious organization: *provided*, that the name or title publicly assumed or borne by such church or society from the date of its organization as such, and none other, shall be the title by which it shall forever be known in law and as a body politic and corporate.

1874-1877

TITLE V.

OF CEMETERY ASSOCIATIONS AND PRIVATE CEMETERIES.

Who may form cemetery association.

SEC. 92. Any number of persons residing in any county in this state, not less than seven, who desire to form an association for the purpose of procuring and holding lands to be used exclusively for a cemetery or place for the burial of the dead, may meet at such time and place as they, or a majority of them agree upon, and appoint a chairman and secretary by the vote of a majority of the persons present at the meeting; and may proceed to form an association by agreeing on a corporate name, by which the association shall be known, and by determining upon the number of trustees to manage the affairs of the association, which number shall not be less than three, or more than nine, and thereupon, they may proceed to elect by ballot the number of trustees so determined upon.

Trustees to be divided into three classes.

SEC. 93. The chairman and secretary of such meeting shall, immediately after such election, divide the trustees by lot into three classes; those in the first class to hold their office one year; those in the second class two years; and those in the third class three years; but the trustees of each class may be re-elected if they possess the qualifications hereinafter mentioned; such meeting shall also determine on what day in each year the future annual election of trustees shall be held.

Certificate to be made and recorded.

1873-1880

SEC. 94. The chairman and secretary of such meeting shall, within three days after the holding of the same, make a written certificate which shall state the names of the associates who attended such meeting; the corporate name of the association, determined upon by the majority of the persons who met; the number of trustees fixed upon to manage the concerns of the association; the names of the trustees chosen at the meeting, and their classification, and the day of the year fixed upon for the annual election of trustees; such certificate shall be signed by the said chairman and secretary, and acknowledged by them before some officer of the county authorized to take the acknowledgment of deeds, and they shall cause such certificate so acknowledged to be recorded in the register's office of the county in which the meeting was held.

Effect of making

SEC. 95. Whenever such certificate is duly acknowledged and recorded

as aforesaid, the association mentioned therein shall be deemed legally incorporated, and shall have the general powers and privileges, and be subject to the liabilities and restrictions as provided by the laws of this state in respect to incorporations.

and recording certificate.

SEC. 96. Such association shall have power to make such by-laws as are necessary to effect the object of its organization, not inconsistent with the laws of this state.

Association may make by-laws

1890

SEC. 97. The affairs and property of such association shall be managed by the trustees, a majority of whom shall form a board for the transaction of business; the trustees shall annually appoint from among their number, a president, and also appoint a secretary, treasurer, and actuary, who shall hold their places during the pleasure of the board; and the trustees may require the treasurer to give security for the faithful performance of the duties of his office.

Trustees to manage affairs of association—shall appoint officers.

SEC. 98. The actuary shall keep a record of interments, in which he shall enter as carefully and correctly as may be, the name, age, sex, nativity, and cause of death, with date of burial, of every person interred in such cemetery, which facts he shall procure from such friends or relatives of the deceased or undertaker as give order for the interment at the time thereof; or in case the deceased is a pauper, stranger, or criminal, from the coroner, county physician, overseer of the poor, or other public officer directing the burial of the same.

Actuary to keep record of interments.

SEC. 99. Such register or record of interments shall be open to the inspection of the public, and the actuary or secretary of every cemetery association shall furnish to the commissioner of the statistical bureau, or to the health officers of any corporate town or city, or to the editors of newspapers within the state, when so desired, an accurate summary of all the interments during any particular year.

Shall furnish summary of interments.

SEC. 100. Any actuary who neglects or refuses to carefully keep such register of burials, and record all interments therein as hereinbefore provided, shall be subject to a fine for such offense, not exceeding ten dollars, nor less than two dollars, recoverable before any justice of the peace, for the benefit of the school fund of the district.

Penalty for failure to keep register.

SEC. 101. Any association incorporated agreeably to the provisions of this title, may take by purchase or gift, and hold within the county in which the certificate of their incorporation is recorded, not exceeding eighty acres of land to be held and occupied exclusively for a cemetery for the burial of the dead; such land or such portion thereof as may from time to time be required for that purpose, shall be surveyed, and divided into lots of such size as the trustees direct, with such avenues, alleys and walks as the said trustees deem proper; and a map of such surveys shall be filed and recorded in the registry of deeds of the county in which the lands lie. Such association may also purchase or take by gift, and hold personal property to an amount not exceeding one thousand dollars, and may sell the same, and apply the proceeds thereof to the purposes mentioned in section one hundred and four [seven?] of this title, and no other.

Association may acquire property by purchase or gift.

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Shall file map.

May sell property

SEC. 102. After such map is filed in the register's office, as aforesaid, the trustees may sell and convey the lots, as designated on such map, upon such terms, and subject to such conditions and restrictions, to be inserted in, or annexed to, the conveyances, as the said trustees shall prescribe; every conveyance of any such lots shall be expressly for burial purposes, and no other; and shall be in the corporate name of the association, signed by the president and treasurer thereof.

When map is filed, trustees may sell lots.

SEC. 103. The annual election for trustees to supply the place of those whose term of office expires, shall be holden on the day mentioned

Annual election of trustees shall take place, when

—term of office—
voters.

in the certificate of incorporation, and at such hour and place as the trustees direct. The trustees chosen at any election after the first, shall hold their office for three years, and until others are chosen to succeed them. Such election shall be by ballot; and every person who is the proprietor of a lot in the cemetery of the association, or if there is more than one proprietor of any such lot, then such one of the proprietors as the majority of the joint proprietors shall designate to represent such lot, may vote at such election; and the persons receiving the highest number of votes given at such election, shall be declared elected trustees.

Trustees to be
chosen from lot
owners.

SEC. 104. In all elections after the first, the trustees shall be chosen from among the proprietors of lots in such cemetery; and the said trustees shall have power to fill any vacancy in their number, occurring during the term of office for which any trustee was elected. Public notice of every annual election shall be given in such manner as the by-laws of the association prescribe.

Trustees may ap-
point day of elec-
tion, when.

SEC. 105. If the annual election is not held on the day fixed in the certificate of incorporation, the trustees have power to appoint another day, not more than sixty days thereafter, and shall give public notice of the time and place; at which time the election may be held with like effect, as if holden on the day fixed in said certificate; and the terms of office of the trustees chosen at such election, shall expire at the same time they would have done, had they been chosen on the day fixed in the said certificate of incorporation.

Shall make re-
port.

SEC. 106. The trustees, at each annual meeting, shall make a report, in writing, containing a statement of their doings, and of the affairs of the association, and an account of the receipts, and expenditures during the year preceding.

Proceeds of sale
of lots—how ap-
plied.

SEC. 107. The proceeds arising from the sale of lots in such cemetery, shall be applied to the payment of any debts incurred by said association, in the purchase of cemetery grounds and property, in fencing, improving, and embellishing such grounds and avenues leading thereto, and in defraying the necessary expenses in the management and care of the same, and for no other purpose.

Penalty for in-
jury to monu-
ments, &c.

SEC. 108. Any person who willfully destroys, mutilates, injures or removes any tombstone, monument, gravestone, building, or other structure, placed in any cemetery, or any fence, railing, or other work, for a protection or ornament thereof, or willfully destroys or injures any tree, shrub, or plant, within the limits of such cemetery, incorporated under this title, shall be deemed guilty of a misdemeanor; and shall also be liable in an action to be brought in the name of the association, for the payment of all damages by him occasioned; or any proprietor of a lot in such cemetery, may sue for any injury done upon any lot owned by him.

Property of asso-
ciation exempt
from taxation
and sale on exe-
cution.

SEC. 109. The cemetery lands, and property of any association, formed pursuant to this title, are exempt from all public taxes and assessments, and not liable to be sold on execution, or applied in payment of debts of any individual proprietors; but the proprietors of lots in such cemetery, their heirs or legal representatives, may hold the same exempt therefrom, so long as the same remain appropriated to the use of a cemetery; and during that time no street, or road, shall be laid through such cemetery, or any part of the lands held by such association, for the purpose aforesaid, without the consent of the trustees of such association.

Lots inalienable
after first inter-
ment.

SEC. 110. Whenever the lands of any such association are laid out in lots, and such lots, or any of them are transferred [to individual proprietors, and after there has been an interment in any lot so transferred,] such lot from the time of such interment, shall forever thereafter be inalienable, and shall, upon the death of the proprietor, descend to the heirs of such

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proprietor, forever; but any one or more of such heirs may release to any other of said heirs, his interest in the same; a copy of such release shall be filed with the clerk of the town, or village, or with the register of the city, or register of deeds of the county within which the said cemetery is situated. The body of any deceased person shall not be interred in such lot, unless it is the body of a person having, at the time of such decease, an interest in such lot, or the relative of some person having such interest, or the wife of such person, or her relative, except by consent of all persons having an interest in such lot.

Interest of one of several heirs in lot may be released.

Restriction on interments.

PRIVATE CEMETERIES.

SEC. 111. Any person desiring to establish a cemetery upon any lands owned by himself, shall cause the same to be surveyed, and a plat thereof made, which shall particularly describe and set forth all the streets, alleys, commons or public grounds, and all the blocks, lots or fractional lots within said cemetery, giving the names, width, extent and courses of all such streets and alleys, and the length and width of all said lots, and the number thereof, and the letters or numbers of all said blocks therein.

Private cemeteries—how established.

SEC. 112. The proprietor of such cemetery shall, at the time of the surveying thereof, plant and fix at some corner thereof, a good and sufficient stone for a mark, from which said survey shall be made and the point where the same may be found shall be designated on said plat.

Stone to be fixed at corner of cemetery.

SEC. 113. Said plat, after having been completed, shall be certified to by the surveyor, upon what lands the same is laid out, and the extent and boundaries thereof, and that the same is correct, which said certificate shall be indorsed upon said plat, and shall be recorded therewith and form a part thereof; and said plat shall thereupon be recorded in the register of deed's office, in the county wherein said lands are situate.

Plat shall contain, what.

SEC. 114. When the plat of such cemetery has been made out, certified and recorded as required by this title, every donation or grant to the public or to any individual or religious society, marked or noted on said plat, shall be deemed in law and equity a sufficient conveyance to vest the fee simple of all such lands as are therein expressed, and the lands intended to be used for and designated on said plat for streets, alleys, ways, commons or other public uses, in any such cemetery, shall be held by such owner in trust to and for the uses and purposes set forth and intended in and by said plat.

Effect of making and recording plat.

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SEC. 115. All land surveyed, and laid out and dedicated as aforesaid, under the provisions of this title, not exceeding, however, eighty acres, shall be exempt from public taxes and assessments, and shall not be liable to levy and sale upon execution, or to be applied in payment of the debts of any such owner thereof, so long as the same remains appropriated to the use of a cemetery, and no street or road shall be laid through such cemetery without the consent of the owner thereof.

Private cemeteries exempt from taxation and sale on execution.

No street to be laid through such cemetery without consent of owner.

SEC. 116. The district courts are authorized and empowered, upon the application of the owners or proprietors of any cemetery within the proper county, to alter and vacate the same, and the alleys, streets, lots and blocks, any or either thereof, and the plat thereof, upon the like notice and in the like manner, and shall require the like proof, and shall make the like order thereon, as is required by law in relation to town plats.

District court may vacate cemeteries and streets and alleys therein.

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TITLE VI.

OF FOREIGN INSURANCE COMPANIES.

Foreign insurance company may do business in this state, when.

SEC. 117. It shall not be lawful for any agent or agents of any fire insurance company incorporated by any other state than the state of Minnesota, directly or indirectly to take any risks or transact any business of fire insurance in this state, without such company has first obtained a certificate of authority from the state treasurer, and before obtaining such certificate, such fire insurance company shall furnish said treasurer with a statement under the oath of the president or secretary of the company, showing:

Shall make statement and obtain certificate—statement to show what.

- First.* The name and locality of the company.
- Second.* The amount of its capital stock, and the amount paid up.
- Third.* The amount of its accumulation.
- Fourth.* The assets of the company, including,
 - 1st. The amount of cash on hand and in the hands of agents or other persons.
 - 2d. The real estate unencumbered.
 - 3d. The bonds owned by the company, and how they are secured, with rate of interest thereon.
 - 4th. Debts to the company secured by mortgage.
 - 5th. Debts otherwise secured.
 - 6th. Debts for premiums.
 - 7th. All other securities.
- Fifth.* The amount of liabilities due or not due banks or other creditors by the company.
- Sixth.* Losses adjusted and due.
- Seventh.* Losses adjusted and not due.
- Eighth.* Losses unadjusted.
- Ninth.* Losses in suspense, waiting for further proof.
- Tenth.* All other claims against the company.
- Eleventh.* The greatest amount insured in any one risk.
- Twelfth.* The greatest amount allowed by the rules to be insured in one city, town or village.
- Thirteenth.* The greatest amount allowed to be insured in any one block.

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Fourteenth. The act of incorporation of such company.

Statement and agreement to be filed with state treasurer.

Such statement shall be filed in the office of said treasurer, together with a written agreement under the seal of the company, signed by the president and secretary thereof, and agreeing on the part of the company that service or process in any civil action against such company may be made upon any agent of the company in this state, and authorizing such agent for and in behalf of such company, to admit such service of process on him, and agreeing that the service of process upon any such agent shall be valid and binding upon the company as if made upon the president or secretary thereof.

Amount of capital, and how invested.

SEC. 118. No fire insurance company or agent or agents of any such fire insurance company, incorporated by any other state, shall transact any business of fire insurance in this state, unless such company is possessed of at least one hundred and fifty thousand dollars in value, of actual capital invested in stocks or in bonds, or mortgages of real estate worth double the amount for which the same is mortgaged. Upon complying with the provisions of the preceding section, the said treasurer shall issue a certificate thereof with authority to such company to transact the business of fire insurance in this state by its agents.

Treasurer to issue certificate, when.

SEC. 119. It shall be unlawful for any unincorporated company or association, partnership, firm or individual, or any member or agent or agents thereof, or for any agent or agents of any company incorporated by any foreign government other than a state of this union, to transact any business of insurance in this state, without having first filed under oath in the office of the state treasurer, a statement setting forth the charter or act of incorporation of any and every such incorporated company, and the by-laws, co-partnership agreements, articles of association of any and every such incorporated company, association, partnership or firm, and the name and residence of such individual, and the names and residences of the members of every such partnership or firm, and the matters required to be specified by the one hundred and fourteenth [seventeenth] section of this title, and the written authority therein mentioned, and furnish evidence to the satisfaction of the state treasurer, that such company has invested in the stock of some one or more of the states of this union, or of the United States, the amount of one hundred thousand dollars, and that such stocks are held by citizens of the United States, or in bonds or mortgages of real estate situate in the United States, fully securing the amount for which the same is mortgaged, or bonds of cities of the United States, the aggregate market value of the investment of the company in which shall not be less than one hundred thousand dollars; and such incorporated company, or unincorporated company, association, partnership, firm or individual, or any agent or agents thereof, filing said statement and furnishing evidence of investment as aforesaid, shall be entitled to a certificate of authority for such body or individual, in like manner as is provided for in the one hundred and fourteenth [seventeenth] section of this title.

Company or agent to file statement.

Entitled to certificate, when.

SEC. 120. It shall be the duty of every such insurance company, or some agent thereof, before taking any risks, or transacting any business of insurance in this state, to file in the office of the clerk of the district court of the county in which it is desired to establish an agency for any such insurance company or individual, or to transact any business of insurance therein, a copy of the statement required to be filed with the treasurer aforesaid, together with a certified copy of the certificate of said treasurer, which shall be carefully preserved, for public inspection, by said clerk, and also cause said statement and certificate to be published in some weekly newspaper printed and published in said county, for three successive weeks, or in some daily newspaper printed and published in the city of St. Paul, for at least one week, which publication shall be verified by the oath of the printer or publisher of said paper.

Copy of statement filed with treasurer to be filed with clerk of district court.

SEC. 121. The statement and evidence of investment required by this title shall be renewed annually in the month of January in each year. The first statement may be made at any time. The state treasurer, on being satisfied that the capital securities and investments remain secure as at first, shall furnish a renewal of certificate as aforesaid, the certified copy of the statement upon which the same was obtained, shall be filed, kept and published in the same manner, and be governed in all respects by the provisions of section one hundred and fourteen [seventeen] of this title.

Statement to be renewed every year.

Treasurer to renew certificate—when.

SEC. 122. Any person or firm in this state, who receives or receipts for any money on account of or for any contract of insurance made by him or them, or for any such insurance company or individual aforesaid, or who receives or receipts for money from other persons, to be transmitted to any such company or individual aforesaid, for a policy of insurance, or any renewal thereof, although such policy of insurance is not signed by him or them as agent or agents of such company, or who in anywise directly or indirectly makes or causes to be made any contract or contracts of insurance for or on account of such insurance company

Agent of insurance company, who shall be considered.

aforesaid, shall be deemed to all intents and purposes an agent or agents of such company, and shall be subject and liable to all the provisions, regulations and penalties of this title.

Judgment against foreign insurance company remaining unpaid, state treasurer shall revoke license and publish notice thereof.

SEC. 123. Whenever a judgment for the recovery of money has heretofore been, or hereafter may be recovered in any of the courts of this state against any foreign insurance company or against any association, partnership, firm or individual engaged in the business of insurance, and holding a certificate of authority therefor from the state treasurer, under the laws of the state, and an execution thereon is issued and duly returned unsatisfied in whole or in part, and proof is made by any person by filing with the state treasurer a certified transcript of the docket of such judgment, together with a certificate of the clerk of the court in the county where the judgment roll in said action is filed, and the judgment therein is docketed, that an execution has been issued on such judgment to the proper officer of such county and returned unsatisfied in whole or in part, with the date of issuing and return, the state treasurer shall forthwith revoke all authority or license for the transaction of any kind of insurance business within this state, conferred upon such insurance company, association, partnership, firm or individual by any certificate theretofore granted by said treasurer to such company, association, partnership, firm or individual under the provisions of this title, and shall withhold therefrom any new certificates of authority, such as is contemplated herein, until such judgment so docketed against such company, association, partnership, firm or individual is wholly paid and satisfied, and proof thereof filed with such state treasurer by the official certificate of the clerk of the court in the county where the judgment roll is filed and judgment docketed, showing that the same is satisfied of record, and until the expenses and fees incurred in the case under the provisions of this title are also paid by such company, association, partnership, firm or individual, and the state treasurer shall also forthwith cause notice of such revocation of authority to be published in some daily newspaper printed and published in the city of Saint Paul, for at least one week; and during the time such authority or license remains so revoked it shall be unlawful for the company, association, partnership, firm or individual holding such revoked certificate of authority or any of its agents or officers, to issue or renew any policies of insurance, take any risks, or transact any other business relating to insurance, except such as is absolutely necessary in closing up its affairs in this state.

This title not to apply to life insurance companies.

SEC. 124. This title shall not be so construed as in any manner to apply to life insurance companies, but shall include within its provisions only the "fire" and "fire and marine" departments of any company that may have separate departments for "life insurance" and "fire and marine insurance."

Penalty for violation of provisions of this title.

SEC. 125. Any person violating the provisions of this title within this state, shall upon conviction in any court of competent jurisdiction, be fined in any sum not exceeding one thousand dollars, or imprisoned in the county jail not more than six months, or both, in the discretion of the court.

TITLE VII.

PLANK ROADS AND TURNPIKES.

Sections of title one applying to

SEC. 126. The provisions of sections one, two, three and four, sections six to twenty-seven, inclusive, and sections thirty and thirty-two of title

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one, shall apply to and be observed by corporations and companies organizing under this title.

plank road and turnpike companies.

Roads where constructed—payment first to be made.

SEC. 127. No plank road or turnpike company shall lay out or construct their road through any orchard or garden, without the consent of the owner thereof, nor through any buildings or any fixtures or erections used or intended for the purpose of trade or manufactures, or any yards or inclosures necessary to the use and enjoyment thereof, without permission from the owners; and when the said route is determined by the said company, it shall be lawful for them, their officers, agents, engineers, contractors and servants, to enter upon, take possession of, and use such lands to the width of four rods, upon their first making payment, at the time and in the manner hereinafter specified, of such compensation as the company may have agreed to pay therefor, or as shall be ascertained in the manner hereinafter directed: *provided*, that the said corporation shall not in their corporate capacity, hold, purchase or deal in any lands other than the lands on which the said road shall run, or which may be actually necessary for the construction or maintenance thereof, and of the gates, toll houses, and other fixtures connected therewith.

SEC. 128. Any plank road or turnpike company legally organized under the provisions of this title may procure, by purchase, or gift, from the owners thereof, any lands necessary for the construction of this road, or for the erection of gates, toll houses, and other fixtures; and may also procure, by agreement, with the supervisors of the township and the county commissioners of the county through or in which such road is to be located, the right to take and use any part of any public highway in such county, for the construction of such proposed road, and agree with such commissioners and supervisors upon the amount of compensation and damages to be paid by such company for such highway; every such agreement shall be in writing, and shall be filed in the office of the register of deeds of the county; and such compensation and damages, when paid, shall be expended by the proper officers in improving the highways of the town through or in which such road is located.

Company may take necessary lands by purchase or gift.

May obtain use of public road.

SEC. 129. When any such company has procured all the lands necessary to be used for the construction of its road in any county, and the right to take and use such parts of the public highway in such county, as shall be necessary for that purpose, it shall cause an accurate survey of such road to be signed by its president and secretary, and acknowledged by them, as conveyances of real estate are required to be acknowledged, and recorded in the office of the register of deeds of such county; and whenever such company has so procured the land, and the right to take and use the parts of public highways necessary to construct its road in any such county, and has caused such survey thereof to be made and recorded, said company may construct so much of its road as shall be intended to be constructed in any such county; and so much of any such road as shall be situated in any county, may be embraced in one survey, and recorded as aforesaid.

Survey shall be made, acknowledged and recorded.

SEC. 130. Whenever it is necessary for such company to enter upon and occupy, for the purpose of making said road, any lands, the owners of which refuse to permit such entry or occupation, and such company cannot agree with such owners upon the compensation and damages to be paid for the use of such land, it shall be lawful for the parties to appoint three disinterested persons, residents of the county, to estimate and appraise such compensation and damages; every such appraisement shall be reduced to writing, and signed by the appraisers, or a majority of them, and a duplicate copy thereof shall be furnished to each of the parties; the expense of said appraisement shall be paid by said company.

Compensation and damages for land taken—how ascertained.

Plank road, width
and construction.

SEC. 131. Every plank road made by virtue of this title shall be laid out at least four rods wide, and shall be so constructed as to make, secure and maintain a smooth and permanent road, the track of which shall be made of timber, plank, or other hard material; so that the same shall form a hard and even surface, and be so constructed as to permit carriages and other vehicles conveniently and easily to pass each other, and also, so as to permit all carriages to pass on and off, where such road is intersected by other roads.

Turnpike, width
and construction.

SEC. 132. Every turnpike road constructed by virtue of this title shall be laid out at least four rods wide, and shall be bedded with stone, gravel, or such other material as may be found on the line thereof, and faced with broken stone or gravel, so as to form a hard and even surface, with good and sufficient ditches on each side whenever the same are practicable; the arch or bed of such road shall be at least eighteen feet wide, and shall be so constructed as to permit carriages and other vehicles conveniently to pass each other, and to pass on and off such turnpike where it may be intersected by other roads.

Toll gates—rate
of toll.

SEC. 133. Whenever any plank road company complete their road, or any five consecutive miles thereof, the said company may erect one or more toll gates upon their road, but not within three miles of each other, and may demand and receive toll not exceeding two cents per mile for any vehicle drawn by two animals; and for any vehicle drawn by more than two animals, one cent per mile for every additional animal; for every vehicle drawn by one animal, one cent per mile; for every score of sheep or swine, and for every score of neat cattle, one cent per mile, and in the same proportion for any greater or less number of cattle, sheep or swine; for every horse and rider, or led horse, three-fourths of a cent per mile.

Toll gates—rate
of toll.

SEC. 134. Whenever any turnpike road company completes their road, or any five consecutive miles thereof, the said company may erect one or more toll gates upon their road, but not within three miles of each other, and may demand and receive toll not exceeding the following rates: For every vehicle drawn by one animal, three-quarters of a cent per mile; for every vehicle drawn by two animals, one and a half cents per mile; for every vehicle drawn by more than two animals, one-quarter cent additional a mile, for every animal more than two; for every score of neat cattle, one cent a mile; for every score of sheep or swine, one-half cent a mile, and in the same proportion for any greater or less number of neat cattle, sheep or swine; for every horse and rider, or horse, one-half cent a mile.

Persons exempt
from paying toll.

SEC. 135. No tolls shall be collected at any gate of any company incorporated under this title from any person passing to or from public worship, or a funeral, or from any person going for a physician, or returning from such errand, or from any person going to or returning from any court, when legally summoned as a juror or witness, or from any person going to a town meeting or election, at which he is entitled to vote, for the purpose of giving such vote, and returning therefrom; or from farmers going to and from their work on their farms; and no more than half the rate of toll provided for in this title, shall be taken from persons living within one mile of the gate at which the toll is taken.

Location of toll
gate may be
changed.

SEC. 136. The commissioners of any county in which a toll gate may be located, on any such road, whenever they or a majority of them, are of opinion that the location of such gate is unjust to the public interests, by reason of the proximity of diverging roads, or for other reasons, may, by giving at least fifteen days written notice to the president or secretary of said company, apply to the district judge of the county in which such

gate is located, for an order to alter or change the location of such gate, the said judge on such application being made, and on hearing the respective parties, and on viewing the premises, if he deems such view necessary, shall make such order in the matter as to him may seem just and proper; and either party may, within fifteen days thereafter, appeal from such order to the district court of the county, on giving such security as the district judge shall require; such order, unless appealed from, shall be observed by the respective parties, and may be enforced by attachment or otherwise, as the said court shall direct; and if appealed from, the decision of the district court shall be final in the matter, and the said district court may direct the payment of costs in the premises, as shall be deemed just and equitable.

SEC. 137. The debts and liabilities of any company formed under this title, shall not exceed in amount at any one time, fifty per cent. of the amount of its capital actually paid in; and if such debts and liabilities shall at any time exceed such amount, the stockholders who were such at the time any excess of debts or liabilities was created or incurred, shall be jointly and severally, individually liable for such excess, in addition to their other individual liability, as provided in this title.

Limit of debts. Penalty for exceeding limit.

SEC. 138. The directors of every company formed under the provisions of this title, shall report annually to the secretary of state, under the oath of two such directors, the cost of constructing their road; the amount of all moneys expended; the amount of their capital; how much of the same is paid in; and how much is actually expended; the whole amount of tolls or earnings expended on such road, the amount received during the previous year for tolls, and from all other sources; stating each separately; the amount expended; the amount of dividends made; the amount set apart for repairs, and the amount of indebtedness of such company; specifying the object for which the indebtedness accrued.

Directors to make annual report.

SEC. 139. The town supervisors are inspectors of roads within their town; and whenever a complaint in writing to any two supervisors is made, that any part of a plank road or turnpike in their town is out of repair, they shall without delay view and examine the road complained of; and if they find such complaint to be true they shall give notice in writing of the defect to the toll gatherer or person attending the gate nearest the place out of repair, and may in their discretion order such gate to be thrown open; but such supervisors shall not order such gate to be thrown open unless a notice in writing has been served on the gate-keeper nearest the place out of repair, particularly describing such place, at least three days previous to making such order.

Town supervisors are road inspectors.

Their powers and duties.

SEC. 140. Notice of such order shall be served on such gate keeper, and immediately thereafter, the gate ordered to be thrown open shall be opened; nor shall it be again shut, nor shall any toll be collected thereat, until two supervisors of the town where such road out of repair is located, shall grant a certificate that such road is in sufficient repair, and that such gate ought to be closed.

Notice of order to open gate—how served.

SEC. 141. Whenever any part of such road is out of repair, and the gate nearest to the place out of repair is situated in an adjoining county, any two supervisors of the town in such adjoining county where such gate may be, upon complaint made to them in writing, shall view and examine the road complained of, and proceed thereon as provided in the one hundred and thirty-ninth section of this title, in like manner as if the portion of road complained of was within the precinct where such gate is situated.

Gate to remain open till two supervisors grant certificate.

SEC. 142. Whenever any toll gate is ordered to be thrown open, as herein provided, or whenever such supervisors refuse to grant a certificate

When part of road is in adjoining county—pro-

ceedings how taken.

Appeal from refusal to grant certificate.

that the road complained of is in sufficient repair, the company owning such gate, or the gate keeper attending the same in their behalf, may appeal from the order or decision of such supervisors to the district judge of the same district where such supervisors reside, by delivering a statement in writing of their order or decision, and of such appeal verified by affidavit to such judge; and thereupon such district judge shall forthwith proceed to view and examine the road complained of, and may reverse or confirm the order or decision of such supervisors respecting the same; and if he reverses their order or decision, then such gate may be closed; but if he confirms the same, then such gate shall not be closed until such district judge grants a certificate that such road is in sufficient repair.

Penalty for not obeying order to throw open gate.

SEC. 143. Every keeper of a gate ordered to be thrown open, who shall not immediately obey such order, or who shall not keep open such gate until a certificate permitting it to be closed shall be granted, or who, during the time such gate ought to be open, shall hinder or delay any person in passing, or take or demand any toll from any person passing, shall, for each offense, forfeit the sum of ten dollars to the party aggrieved.

Fees of supervisors and district judges.

SEC. 144. To each supervisor who shall view a plank or turnpike road, upon complaint made to him, and to each district judge for the like service, shall be allowed the sum of one dollar and fifty cents for each day spent by him in the performance of such duty, and if the road viewed, shall be adjudged out of repair, such fees shall be paid by the company to which the road shall belong; otherwise they shall be paid by the party making the complaint.

Fees paid by whom.

SEC. 145. Such fee, when payable by the company, shall be paid by the toll gatherer nearest that part of the road adjudged out of repair, on demand, and out of the tolls received, or to be received by him, and may be recovered with costs, of such toll gatherer, if he neglects or refuses to make such payment.

Penalty for delaying traveler or taking illegal toll.

SEC. 146. Every toll gatherer, who at any such gate shall unreasonably hinder or delay any traveler or passenger, or shall demand and receive from any person more toll than by law he is authorized to collect, shall, for each offense, forfeit the sum of five dollars to the person aggrieved.

Judgment against toll gatherer, how collected.

SEC. 147. Whenever a judgment is obtained against a toll gatherer for a penalty, or for damages for acts done or omitted to be done by him in his capacity of toll gatherer, and goods and chattels of the defendant to satisfy such judgment can not be found, it shall be paid by the corporation whose officer he shall be; and if on demand, payment is refused by such corporation, the amount of such judgment may be recovered, with costs, of such corporation.

Printed list of rates of toll to be posted up.

SEC. 148. It shall be the duty of the directors of every such company, to affix and keep up, at or over each gate, in a conspicuous place, so as to be conveniently read, a printed list of rates of toll demandable at such gate.

Persons' not paying toll may be detained.

SEC. 149. Each toll gatherer may detain and prevent from passing through his gate, all persons riding, leading, or driving animals or carriages subject to toll, until they have paid respectively the tolls authorized by law.

Company liable for damages, when.

SEC. 150. Any such corporation is liable for all damages that may be sustained by any person in consequence of neglect or omission to keep such road in good condition and repair.

Penalty for obstructing road.

SEC. 151. Whoever willfully obstructs, breaks, injures or destroys any road constructed under the provisions of this title, or any work, building, fixture or toll gate attached to, or in use upon the same, belonging to said company, shall, for every such offense be deemed guilty of a misdemeanor, and shall be punished by fine not exceeding five hundred dollars, or by imprisonment in the county jail not exceeding one year.

SEC. 152. Whoever forcibly or fraudulently passes any toll gate erected on such road, in pursuance of this title, without having paid the legal toll, and whoever shall, with his carriage or horse, or other vehicle or animal liable to toll, turn out of such road or pass any gate thereon, or ground adjacent thereto, and enter again in such road, to avoid the payment of legal toll, shall, for each offense, be liable to a fine not exceeding ten dollars.

Penalty for willfully running gate.

SEC. 153. Every company incorporated under this title shall cease to be a body corporate:

Company cease to be body corporate, when.

1. If within two years from the filing of their articles of association, they shall not have commenced the construction of their road, and actually expended thereon, at least ten per cent. of the capital stock of such company, and

2. If within five years from such filing of the articles of association, such road shall not be completed according to the provisions of this title:

SEC. 154. All companies formed under this title, shall at all times be subject to visitation and examination by the legislature or by a committee appointed by either house thereof, or by any agent or officer in pursuance of law; and the legislature may at any time establish rules and regulations for the government of any such corporation in relation to such road, the use of the same, and rates of toll to be collected thereon; and may alter, amend or repeal this title, or may annul and disfranchise any corporation formed or created under the same.

Companies subject to visitation by legislature.

Power of legislature over companies—rates of toll—franchises. &c.

TITLE VIII.

GENERAL PROVISIONS.

SEC. 155. All corporations, when no other provision is specially made, may have a common seal, which they may alter at pleasure; they may elect all necessary officers, fix their compensation, and define their duties and obligations; and make by-laws and regulations, consistent with the laws of the state, for their own government, and for the due and orderly conduct of their affairs, and the management of their property.

General powers of corporations.

SEC. 156. The first meeting of all corporations, when no other provision is specially made, shall be called by notice, signed by one or more of the persons named in, or associated as corporators under the law by which it is incorporated, setting forth the time, place and purposes of the meeting; and such notice shall, at least twenty days before the meeting, be delivered to each member, or published in some newspaper in the county where the corporation is established, or if no newspaper is published in the county, then in some newspaper printed and published at the capital of the state.

First meeting, how called,

SEC. 157. When, by reason of the death, absence, or other legal impediment of the officers of the corporation, there is no person duly authorized to call, or preside at a legal meeting thereof, any justice of the peace of the county where such corporation is established, may, on a written application of three or more of the members, issue a warrant to either of them, directing him to call a meeting, by giving such notice as had been previously required by law; and the justice may, in the same warrant, direct such person to preside at such meeting, until a clerk is duly chosen and qualified, if no officer is present, duly authorized to preside.

Meeting, how called when there is no officer authorized to call it.

SEC. 158. A corporation, when so assembled, may elect officers to fill all vacancies, and act upon such other business as may lawfully be transacted at a regular meeting.

Corporation may fill vacancies.

Acts, how confirmed.

SEC. 159. When all the members of a corporation are present at any meeting, however called, or notified, and sign a written assent thereto, on the record of such meeting, the doings of such meeting shall be as valid as if legally called and notified.

What by-laws may provide for.

SEC. 160. Corporations may, by their by-laws, where no other provision is specially made, determine the manner of calling and conducting their meetings, the number of members that shall constitute a quorum, the number of shares that shall entitle the members to one or more votes, the mode of voting by proxy, the mode of selling shares for the non-payment of assessments, and the tenure of office of the several officers. They may annex suitable penalties to such by-laws, not exceeding twenty dollars for one offense.

Subscriber neglecting to pay assessment, to forfeit stock.

SEC. 161. If any subscriber for the stock of any corporation neglects to pay any installment of his subscription when lawfully required by the directors or other managing officer of the corporation, he shall forfeit such stock and the same may be sold in such manner as the directors in their by-laws prescribe, and after paying the amount of the installment due or called for, and the expenses of sale, the balance of the proceeds of such sale shall be paid to such subscriber. An action may also be maintained against such subscriber upon his subscription.

Corporations may convey lands.

SEC. 162. Every corporation may convey lands to which it has a legal title.

Shares not to be issued for less than par.

SEC. 163. Corporations having capital stock divided into shares, unless specially authorized, shall not issue any shares for a less amount to be actually paid in on each share than the par value of the shares first issued.

Executors may vote as stockholders.

SEC. 164. An executor, administrator, guardian, or trustee shall represent the shares or stock in his hands at all meetings of the corporation, and may vote as a stockholder.

Shall not be personally liable.

SEC. 165. Persons holding stock in a corporation as executors, administrators, guardians or trustees, shall not be personally subject to any liabilities as stockholders; but the estates and funds in their hands shall be liable in like manner and to the same extent as the testator, intestate, ward or person interested in the trust fund, would be, if they were respectively living and competent to act, and held the stock in their own names.

Corporations, how dissolved.

SEC. 166. When a majority in number or interest of the members of a corporation desire to close their concerns, they may apply by petition to the district court of the county where the corporation has its principal place of business, setting forth in substance the grounds of their application, and the court, after such notice as it deems proper to all parties interested, may proceed to hear the matter, and for reasonable cause, adjudge a dissolution of the corporation. Corporations so dissolved shall be deemed and held extinct in all respects, as if their charters had expired by their own limitation.

Shall continue three years for certain purposes.

SEC. 167. Corporations, whose charters expire by their own limitation, or are annulled by forfeiture, or otherwise, shall, nevertheless, continue bodies corporate for the term of three years after the time when they would have been so dissolved, for the purpose of prosecuting and defending actions by or against them, and of enabling them, gradually, to settle and close their concerns, to dispose of and convey their property, and to divide their capital stock; but not for the purpose of continuing the business for which they were established.

Court may appoint receivers or trustees—when.

SEC. 168. When the charter of a corporation expires or is annulled or the corporation is dissolved as provided herein, the district court of the county in which such corporation carries on its business, or has its princi-

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pal place of business, on application of a creditor, stockholder or member, at any time within said three years, may appoint one or more persons receivers or trustees, to take charge of its estate and effects, and to collect the debts and property due and belonging to it, with power to prosecute and defend actions in the name of the corporation or otherwise, to appoint agents under them, and do all other acts which might be done by such corporation, if in being, that are necessary to the final settlement of the unfinished business of the corporation. The powers of such receivers may be continued as long as the court deems necessary for said purposes.

SEC. 169. Said court shall have jurisdiction, in equity, of the application, and of all questions arising in the proceedings thereon; and may make such orders, injunctions and judgments therein, as justice and equity require. Powers of court.

SEC. 170. The receivers shall pay all debts due from the corporation, if the funds in their hands are sufficient therefor, and if not, they shall distribute the same ratably among the creditors who prove their debts in the manner directed by the court. Duties of receivers.

SEC. 171. If there is a balance remaining, after the payment of the debts, the receivers shall distribute and pay it to and among those who are justly entitled thereto, as having been stockholders or members of the corporation, or their legal representatives. Balance of assets—how distributed.

SEC. 172. The attorney general, whenever required by the governor, shall examine into the affairs and condition of any corporation in this state, and report such examination in writing, together with a detailed statement of facts to the governor, who shall lay the same before the legislature; and for that purpose the said attorney general has power to administer all necessary oaths to the directors and officers of any corporation, and to examine them on oath, in relation to the affairs and condition thereof, and to examine the vaults, books, papers and documents belonging to such corporation, or pertaining to its affairs and condition; and the legislature, or either branch thereof has full power to examine into the affairs and condition of any corporation in this state, and at all times; and for that purpose any committee appointed by the legislature, or either branch thereof, shall have full power to administer all necessary oaths to the directors, officers and stockholders of said corporation, and to examine them on oath, in relation to the affairs and condition thereof, and to examine the vaults, safes, books, papers and documents belonging to such corporation, or pertaining to its affairs and condition, and to compel the production of all keys, books, papers and documents. Duty of attorney general—powers of attorney general and legislature over corporations.