

CORPORATIONS.

CHAPTER 65.

[H. B. No. 21—Stevens of Burleigh.]

ANNUAL REPORTS BY CORPORATIONS.

AN ACT Requiring Corporations to Make Annual Report to the Secretary of State, and Providing for the Cancellation of Articles of Incorporation for Failures to Do So.

Be It Enacted by the Legislative Assembly of the State of North Dakota:

§ 1. CORPORATIONS TO GIVE POST OFFICE ADDRESSES BEFORE RECEIVING CHARTER.] That every corporation hereafter organized under the laws of the state of North Dakota shall before receiving a certificate of organization file with the secretary of state, a statement setting forth the post office address of its business office.

§ 2. REQUIRED TO MAKE ANNUAL REPORT. FEES. PENALTY FOR FAILURE. DUTIES OF SECRETARY OF STATE.] Every incorporated company or joint stock company, other than railroads, banking, insurance, religious corporations and corporations not organized for pecuniary profit and authorized to do business in this state, shall annually between the first day of July and the first day of August report to the secretary of state the location of its principal office in this state, the names of its officers with their residence and post office address, the date of the expiration of their respective terms of office, whether or not the corporation is pursuing active business under its charter, and the kind of business engaged in, if any, which said report shall be made under the seal of the company and be signed and sworn to by the president, secretary, managing agent or other officer of the corporation, and in case said corporation is in the hands of an assignee or receiver, then such report shall be signed and sworn to by such assignee or receiver, which said report, together with a fee of two dollars and a half for filing the same shall be sent to the secretary of state in whose office it shall be filed. The secretary of state shall in no case receive or file said report until said fee is paid and a failure to make said report and pay said fee shall be prima facie evidence that said corporation is out of business. And it is made the duty of the secretary of state to notify such corporation by registered letter of its default, and unless such corporation shall within sixty days thereafter file such report and pay such fee, he shall enter upon the records of

his office the cancellation of such charter or certificate to do business of the corporation failing to make report at the time and in the manner herein provided.

§ 3. SECRETARY OF STATE TO MAIL BLANKS.] The secretary of state is hereby required on or before the first day of June of each year to mail to every corporation embraced in this act proper blanks to be used in making the report hereinbefore provided for; also a copy of this act together with a notice that a failure on the part of said corporation to make such report within the time prescribed by law, shall be prima facie evidence that such corporation is out of business and that upon such failure its articles of incorporation will be cancelled upon the records in the office of the secretary of state.

§ 4. CORPORATIONS MAY BE RESTORED, HOW.] Any corporation which is pursuing an active business under its charter or certificate of authority to do business in the state of North Dakota failing to make said report at the time provided by law, may at any time within six months from such default be reinstated upon the record of the office of the secretary of state upon the payment of a fee in the sum of five dollars for such reinstatement and filing in said office an affidavit stating all the facts required in section 2 of this act, and in addition thereto the fact that it was at the time of such default and still is in active business in the state of North Dakota.

§ 5. SECRETARY OF STATE TO KEEP RECORD OF FORFEITURES AND PUBLISH SAME ANNUALLY.] The secretary of state shall keep a record in his office showing all forfeitures and shall publish annually a list of the names and location of all corporations whose authority to do business have been forfeited by virtue of the provisions of this act.

§ 6. FEES UNDER ACT, HOW DISPOSED OF.] The secretary of state shall keep an accurate account of all expenses incurred by him in carrying out the provisions of this act, and he shall render to the state board of auditors bills of the expenses so incurred, the amount of which shall, when approved by the state board of auditors, be paid out of any moneys coming to the hands of the secretary of state by the provisions of this act, and he shall turn over and pay to the state treasurer any and all moneys coming to his hands for fees collected under the provisions of this act and not paid out as hereinbefore specified.

Approved March 9, 1905.

CHAPTER 66.

[S. B. No. 132—Little.]

CHANGING CORPORATE HEADQUARTERS.

AN ACT to Amend Section 2911 of the Revised Codes, Relating to Changing Corporate Headquarters.

Be It Enacted by the Legislative Assembly of the State of North Dakota:

§ 1. AMENDMENT.] That section 2911 of the revised codes be amended so as to read as follows:

§ 2911. CHANGING CORPORATE HEADQUARTERS.] Every private corporation created and existing, or which may hereafter be created under the laws of the state of North Dakota, except banking and building and loan associations, annuity, safety deposit and trust companies, and all corporations subject under the laws to examination by the state examiner, may change the place where its principal business is to be transacted at a meeting called for that purpose by the directors, as follows:

1. Notice of the time and place of the meeting, stating its object, must be served in the manner specified in section 2905.

2. At least two-thirds of the entire capital stock must be represented by the vote in favor of the change of the place where the principal business of the corporation is to be transacted.

3. A certificate must be signed by the chairman and secretary of the meeting and a majority of the directors, showing a compliance with the requirements of this section, the place to which the place where the principal business of the corporation is to be transacted has been changed, the amount of stock or the number of the members represented at the meeting, and the vote by which the object was accomplished.

4. The certificate must be filed in the office of the secretary of state, there to be recorded in the book of corporations, and thereupon the place where the principal business of the corporation is to be transacted shall be so changed.

5. The written assent of the holders of three-fourths of the subscribed capital stock shall be as effectual to authorize such change as if a meeting was called and held; and upon such written assent the directors may proceed to make the certificate herein provided for.

Approved March 2, 1905.

CHAPTER 67.

[H. B. No. 124—Chapman.]

CORPORATION CHARTERS.

AN ACT to Amend Section 2865 of the Revised Codes of 1899.

Be It Enacted by the Legislative Assembly of the State of North Dakota:

§ 1. AMENDMENT.] That section 2865 of the revised codes of 1899 be amended so as to read as follows:

§ 2865. FEES FOR ARTICLES.] Every corporation for profit, except corporations organized for the purpose of irrigation, water users' associations, building and loan associations, county mutual insurance companies, corporations for the manufacture of dairy products, agricultural fair corporations, and corporations whose capital stock does not exceed five thousand dollars formed for the purchase and maintenance of male animals for the improvement of stock, shall at or before the filing of the articles of incorporation pay into the state treasury, the sum of fifty dollars for the first fifty thousand dollars, or fraction thereof, of the capital stock of such corporation, and the further sum of five dollars for every additional ten thousand dollars, or fraction thereof, of its capital stock.

§ 2. EMERGENCY.] An emergency exists, therefore this act shall take effect and be in force from and after its passage and approval.

Approved February 24, 1905.

CHAPTER 68.

[H. B. No. 96—Underwood.]

FOREIGN CORPORATIONS.

AN ACT Amending Section 3261 of the Revised Codes of the State of North Dakota, of 1899, Relating to Foreign Corporations Doing Business in This State.

Be It Enacted by the Legislative Assembly of the State of North Dakota:

§ 1. AMENDMENT.] Section 3261 of the revised codes of 1899 is hereby amended and re-enacted so as to read as follows:

§ 3261. CONDITIONS OF FOREIGN CORPORATIONS DOING BUSINESS IN THIS STATE.] No foreign corporation, association or joint stock company, except an insurance company, shall transact any business within this state, or acquire, hold or dispose of property, real or personal within this state, until such corporation shall have filed in the office of the secretary of state a duly authenticated copy of its charter

or articles of incorporation, and shall have complied with the provisions of this chapter; provided, that the provisions of this chapter shall not apply to corporations created for religious or charitable purposes solely nor to the holding and disposing of such real estate as may be acquired only by foreclosure or otherwise, in liquidation of mortgages or other securities by corporations which may not have complied with the provisions of this act.

Approved March 13, 1905.

CHAPTER 69.

[H. B. No. 55—Ryan.]

GARNISHMENT OF CORPORATIONS.

AN ACT to Amend Section 5382 of the Revised Codes of North Dakota, 1899, Relating to Creditors May Proceed by Garnishment.

Be It Enacted by the Legislative Assembly of the State of North Dakota:

§ 1. AMENDMENT.] That section 5382 of the revised codes of North Dakota, 1899, be amended so as to read as follows:

§ 5382. CREDITORS MAY PROCEED BY GARNISHMENT.] Any creditor shall be entitled to proceed by garnishment in any court having jurisdiction of the subject of the action against any person, including a public corporation, who shall be indebted to or have any property whatever, real or personal, in his possession or under his control, belonging to such creditor's debtor, in the cases upon the conditions and in the manner prescribed in this chapter. The term plaintiff is used in this chapter to embrace every judgment creditor, and the term defendant, a judgment debtor.

§ 2. EMERGENCY.] Whereas, an emergency exists in that there is now no law subjecting public corporations to garnishment, this act shall be in full force and effect from and after its passage and approval.

Approved March 11, 1905.