

I certify the above to be a true copy of the original on file in this office.

J. J. McCULLOUGH,
Acting Secretary.

CHAPTER XXIII.

An Act, entitled "An Act to Incorporate the Winnebago Water Power Company."

- SECTION 1. Incorporation.
 2. Directors—number may be increased.
 3. Term of office—elect Directors.
 4. Failure to elect shall not dissolve, &c.
 5. Agents—Power of Attorney.
 6. Capital Stock—Paid in Real Estate.

Be it enacted by the Legislative Assembly of the Territory of Minnesota:

Incorporation

SECTION 1. That John L. Young, Arthur H. Mills, James A. Lovejoy, John G. Brockway and Moody C. Tollman, their associates, successors, and assigns, are hereby created a body corporate, with perpetual succession, under the name and style of the Winnebago Water Power Company, and by that name and style shall be and are hereby made capable in law to have, purchase, receive, possess; sell, convey and enjoy, real and personal estate, and retain to them, their successors and assigns, all such real and personal estate, to sue and be sued, plead and be impleaded, answer and be answered unto, defend and be defended in Courts of Record and elsewhere, and to do any and all acts that the members thereof might or could lawfully do as individuals, and shall have and enjoy all proper remedies at law and equity, to secure and protect them in the exercise and use of the rights and privileges, and in the performance of the duties herein granted and enjoined, and to prevent all invasions thereof, or interruption in exercising and performing the same, to make such by-laws as they may deem proper, and also to have, make and use a common seal, and to alter, renew or change the same at pleasure.

Officers

SEC. 2. The officers of said Company shall be a President, Treasurer, five Directors and a Secretary, whose duties shall be prescribed by the by-laws of said Company; but the said Company may increase the number of Directors at any time by a majority vote of the stock of said Company.

Sec. 3. The term of office of each of the officers of said Company shall be one year, and until their successors in office shall be elected and qualified. That Aurthur H. Mills shall call the first meeting of said Corporators by giving personal written notice to each of said Corporators, designating therein the time and place of holding the same, at which time and place he shall call said meeting to order, and be President *pro tempore* thereof. The said meeting shall then proceed to ballot for President thereof, who when elected shall be President of said meeting, and also first President of said Company, after which the said meeting shall proceed to elect a Secretary of said Company, who shall be Secretary of said meeting, and also the first Secretary of said Company; the said meeting shall then proceed to elect five Directors and a Treasurer of said Company; after which the said Company shall be deemed to be organized for the purpose of transacting business. The first officers of said Company shall be elected by a majority vote of the Corporators present; and after said first meeting the election of all officers of said Company, and all business requiring the votes of said Company, shall be made by a majority of the shares of the capital stock of the same, such stockholder having the right either in person or by proxy, to cast as many votes as he may own shares of the capital stock therein.

Term of office

Elect Directors

Sec. 4. If an election of officers shall not be made on the day specified in the by-laws for that purpose, said Company shall not for that cause be dissolved, but such election may be made on any other day, in such a manner as shall be prescribed by the by-laws of said corporation.

Failure to elect

Sec. 5. When said Company is organized as aforesaid, at any annual or special meeting thereof the said Company may by a vote of a majority of the stockholders voting by shares as aforesaid, elect for a term of one or more years, an Agent or Agents, for the transacting of the business of said Company, who shall reside within this Territory, and have such power and authority to transact the business of said Company, as the said Company, by vote as aforesaid, shall delegate and authorize, and no Agent elected as aforesaid shall enter upon the duties of his office, or transact any business in behalf of, or for said Company, until the President and Directors thereof shall make and execute a power of Attorney, in due form, and acknowledge the same before any officer empowered to take acknowledgments of Deeds within this Territory, which power of Attorney shall clearly and specially set forth what business, and to what extent, the said Agent or Agents are authorized to transact, in behalf of said Company, unless the power of Attorney as aforesaid be general, in which case the said Company shall be bound by the acts of said Agent to whatever extent the said Agent assumes to act, and the said power of Attorney shall be recorded in all counties within this Territory, where said Company hold real estate, and all of the acts of said Agent

Agents

Power of attorney

in any matter relating to conveyances of real estate, shall be signed by the Agent, as the Agent of the Winnebago Water Power Company, and be acknowledged by him as the act of said Company, and be sealed by the common seal of the same.

Capital Stock

Sec. 6. The capital stock of said Company shall be twenty thousand dollars, and be divided into shares of one hundred dollars each, and in lieu of the capital stock of the same being paid in money, the said Corporators may convey to said Company all the real and personal estate and property owned jointly by them, and when so conveyed, the said real and personal estate and property shall be held by the said Company as the capital stock thereof, and each corporator shall own of the whole capital stock in the same proportion and ratio as he owned of the property constituting the same, which shall be apportioned as the said Corporators may agree.

Sec. 7. The stock of said Company shall not be liable to taxation against the individual stockholders or the Company, but the property constituting said capital stock shall be taxed against the Corporation, in the same manner as other property in the Territory.

Sec. 8. Each of the stockholders of said Company shall be personally liable for the debts of said Company, to an amount equal to the amount of capital stock held by such stockholder, and as more, and the said Company may, by a majority vote, voting by share as aforesaid, increase the said capital stock at any annual or special meeting of said Company, regularly called according to the by-laws of said Company.

Sec. 9. The said Corporators are hereby authorized, for the purpose of the improvement of the Water Power at or near the town of Winnebago, on the Mississippi river, to construct and maintain dams, canals and water sluices, erect mills, buildings or other structures, for the purpose of manufacturing, in any of its branches, to such extent as shall be authorized by the Directors of said Company, and may construct side dams, booms and side booms, and all other improvements in the Mississippi river, on the property owned or to be owned by said Corporators, which may be necessary for the full enjoyment of the powers herein granted, and said Corporators shall have power to stop all logs running down said Mississippi river, for the purpose of separating and retaining their own: *Provided*, Said Corporators shall not detain any logs except their own, for a length of time not exceeding twenty-four hours: *Provided also*, That said Corporators shall construct a sluice or sluices over said dam or dams, of sufficient dimensions to allow passage to all rafts of hewn or sawed timber, all loose logs or other timber which may float down said stream, without any unnecessary delay or hindrance at said dam or dams, and shall be liable for all damages that any person may sustain in consequence of breaking

up of rafts or boats on or in passing over said dam: *Provided*, Such damage is not in consequence of any neglect on the part of the owner of such raft or boat.

SEC. 10. This act shall take effect and be in force from and after its passage.

SEC. 11. The Legislative Assembly of Minnesota Territory may alter or amend this act, at any time after ten years from the passage of this act.

J. W. FURBER,

Speaker of the House of Representatives.

JOHN B. BRISBIN,

President of the Council.

APPROVED—February thirteenth, one thousand eight hundred and fifty-seven.

SECRETARY'S OFFICE, Minnesota, }

SAINT PAUL, March 10, 1857. }

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J. J. McCULLOUGH,
Acting Secretary.

CHAPTER XXIV.

An Act to Incorporate the Minnesota and Dakota Railroad Company.

- SECTION 1 Commissioners to open books.
 2 Capital Stock—Incorporation.
 3 Commissioners give notice—Elect Directors.
 4 Directors chosen Annually—By-Laws, &c.
 5 Elections—Vote by shares.
 6 Directors meet—Quorum—Fix compensation of Officers.
 7 Shall issue Certificates to Stockholders.
 8 Location—Side tracks, Ware houses, &c.
 9 Commence and complete Road.
 10 Right of way—Erect Buildings.
 11 Compensation for lands—How determined—Appeal.
 12 Valuation for damages tendered—Entitled to possess.
 13 May construct over Bridges and Highways.
 14 On completing five miles or more, may receive Toll.
 15 Wilful Injury—Penalty.
 16 Individual property taken to pay debts.
 17 May Borrow Money.
 18 May Purchase lands for gravel, &c.
 19 Public Act—To be favorably construed.
 20 In case of violation, Legislature may rescind.

Be it enacted by the Legislative Assembly of the Territory of Minnesota:

SECTION 1. That Edmund Rice, Alex. Ramsey, George Culvor, and Geo. L. Becker, of Saint Paul, Emanuel Case, Franklin Steele, and Henry S. Wells, of Hennepin county, Joseph R. Brown, E. T. Mixer and Charles Blair, of Hender- Commissioners^s