

CHAPTER XXXV.

An Act to Incorporate the German Land Association of Minnesota.

- SECTION 1. Incorporation and powers.
 2. Officers of the Association.
 3. Election of officers.
 4. Failure to elect not to dissolve Corporation.
 5. Elect Agents to transact business.
 6. Capital Stock and number of shares.
 7. Stockholders liable for the debts.
 8. Authorized to erect buildings, &c.
 9. Authorized to borrow money

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

SECTION 1. That Wm. Pfaender, Adolphus Fischer, Fred. Werner, C. Victor Bechmann, Julius Fischer, Adolphus Forbriger, Charles Strobel, Louis Hoffman, Chas. Meininger, Louis Strobel, Albert Tafel, Henry Esmann, Charles Floto, Max Woche, their associates, successors and assigns, are hereby created a body politic and corporate, with perpetual Incorporators succession, under the name and style of the German Land Association of Minnesota, and by that name and style shall be and are hereby made capable in law to have, possess, convey, sell and enjoy 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 invasion thereof, or interruption in exercising and performing the same, to make such Powers by-laws not inconsistent with the Constitution and laws of the United States, or of this Territory, nor against the provisions of this act, as they may deem proper and necessary for the well ordering of their affairs, and also to have, make and use a common seal, and to alter, renew and change the same at pleasure.

SEC. 2. The officers of said Association shall be a President, Secretary, Treasurer, and as many Directors as may be prescribed by the by-laws of said Association, who shall be Officers elected at such times and in such manner, and shall be organized and perform such duties as said by-laws shall direct. The term of office of each of the officers of said Association shall be one year, and until their successors in office shall be elected and qualified.

Elect officers SEC. 3. That Adolphus Fischer shall call the first meeting of said Association, by giving personal or written notice to each of said corporators, designating 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 elect by ballot from among their number a President, Secretary and Treasurer, and the corporators herein named, including the officers so elected, shall be Directors for the first ensuing year. The Association being thus organized, may then proceed to the transaction of business. At all succeeding meetings of said Association, the election of officers, and all questions requiring the votes of said Association, shall be determined by a majority of the stockholders represented at such meeting, each stockholder having the right, either in person or by proxy, to cast one vote

Failure to elect SEC. 4. If an election of officers shall not be made on the day specified in the by-laws for that purpose, said Corporation shall not for that cause be dissolved, but such election may be made on any other day, in such manner as shall be prescribed by the by-laws of said Corporation.

Elect agent SEC. 5. When said Association is organized as aforesaid, at any annual or special meeting of the officers and Directors of said Association (the officers and Directors) may, by vote of the majority, each of them having one vote, elect for a term of one year or more, an agent or agents for the transaction of the business of said Association, as the said officers and Directors 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 or for said Association, until the President and Directors thereof shall make and execute a power of attorney in due form, and acknowledge the same before some officer empowered to take acknowledgment of deeds within this Territory, which power of attorney shall clearly and specifically set forth what business and to what extent the said agent or agents are authorized to transact business in behalf of said Association, unless the power of attorney aforesaid be general, in which case said Association shall be bound by the acts of said agent, to whatever extent said agent assumes to act. And said **Power of attorney** power of attorney shall be recorded in all counties within this Territory where said Association shall hold real estate; and all acts of said agent in any matter relating to conveyances of real estate, shall be signed by the agent as agent of the German Land Association of Minnesota, and be acknowledged by him as act of said Association, and be sealed with the common seal of the same.

To be recorded SEC. 6. The capital stock of said company shall be one hundred thousand dollars, to be divided into shares of fifty **Capital Stock** dollars, with privilege for the stockholders of said Association to increase the same to the amount of five hundred thousand dollars, whenever they shall deem the same necessary

and in lieu of the capital stock being paid in money, the said corporators, their associates, successors and assigns, may substitute real and personal estate and property owned by them, and when so substituted the said real and personal property shall be held by said Association as the capital stock thereof, and each corporator shall own of the whole stock the same proportion and ratio as he owned of the property constituting the same.

SEC. 7. Each of the stockholders of said Association shall be liable for the debts of said Association, to an amount equal to the amount of capital stock held by said stockholder, and no more.

SEC. 8. The said Association is hereby authorized to erect in the counties of Brown and Nicollet, buildings, mills and other structures, together with steam engines, and all the machinery necessary for the manufacture of lumber, flour, machinery, agricultural implements, cotton and woollen goods, paper and all such articles adapted to the wants of the country, as shall be deemed best by the stockholders of said Association, and to improve for the purpose aforesaid any water power owned and possessed by said Association in said counties, in such manner and to such an extent as shall be authorized by the Directors of said Association: *Provided*, That nothing herein contained be so construed as to authorize said Corporation to interfere with the rights or property of any person or persons whatever.

SEC. 9. The said Association are hereby empowered, in their corporate name and capacity, to borrow any sum or sums of money from any person or persons or body politic of any kind, and make and execute in their corporate name such necessary writings, notes, bonds and other papers, and execute and deliver such securities in amount and kind as may be deemed expedient by said Corporation; and the power of said Corporation for the purposes aforesaid, and for all the purposes necessary for carrying out the object of said Association, are hereby ratified and confirmed: *Provided*, That shall not utter in their corporate name any notes, bonds or other obligations or promises to pay, for a less amount than the sum of one hundred dollars: *And provided further*, That nothing herein contained shall be so construed as to grant banking powers, or any other privileges not expressly granted in this act. The words, "the officers and Directors," interlined, in the twenty-fourth line of the second page before signing.

J. W. FURBER,

Speaker of the House of Representatives.

JOHN B. BRISBIN,

President of the Council.

APPROVED—March fourth, one thousand eight hundred and fifty-seven.

W. A. GORMAN.

SECRETARY'S OFFICE, Minnesota, }
SAINT PAUL, March 10, 1857. }

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

J. J. McCULLOUGH,
Acting Secretary.

CHAPTER XXXVI.

An Act to Incorporate the Minnehaha Bridge Company.

- SECTION 1.** Incorporation.
 2. Capital Stock.
 3. Open Books.
 4. Authorized to call meeting.
 5. President, Treasurer and Secretary.
 6. Board of Directors.
 7. President shall have power to call meetings.
 8. Compensation of Officers.
 9. Secretaries' duties.
 10. Election of Officers.
 11. Authorized to erect bridges.
 12. Forbidding another bridge.
 13. Forfeiture of privilege.
 14. Rates of toll.

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

- Incorporation** SECTION 1. That Franklin Steele, Philander Prescott, Eli Pettijohn, Ard. Godfrey, H. T. Welles and their associates, successors and assigns, be and they are hereby constituted a body corporate and politic, for the purposes hereinafter mentioned by the name of the "Minnehaha Bridge Company,"
- Name** for the term of twenty years, and by that name, they and their successors shall be, and they are hereby made capable in law to contract and be contracted with, sue and be sued, plead and be impleaded, prosecute and defend, answer and be answered, in any court of record, and elsewhere, and to purchase and hold any estate, real, personal or mixed, and the same to graut, sell, lease, mortgage or otherwise dispose of, for the benefit of said company, to devise and keep a common seal, to make and enforce any by-laws, not contrary to the laws of the United States, or of this Territory, and to enjoy all the privileges, franchises and immunities incident to a corporation.
- Powers**
- Capital Stock** SEC. 2. The capital stock of said company shall be fifty thousand dollars, in shares of one hundred dollars each; and the Board of Directors shall have power, at any time, whenever a majority in value of the stockholders shall deem the same advisable, to increase the said capital stock to an