

CHAPTER 113.

AN ACT TO AMEND AN ACT ENTITLED "AN ACT TO AMEND AN ACT ENTITLED AN ACT TO INCORPORATE THE MINNESOTA WESTERN RAILROAD COMPANY, APPROVED MARCH THIRD (3rd) ONE THOUSAND EIGHT HUNDRED AND FIFTY-THREE (1853) AND THE ACTS AMENDATORY THEREOF," APPROVED FEBRUARY FOURTH (4th), EIGHTEEN HUNDRED AND SEVENTY (1870).

Be it enacted by the Legislature of the State of Minnesota:

SECTION. 1. That the act entitled "an act to amend an act entitled an act to incorporate the Minnesota Western Railway Company, approved March third (3rd) eighteen hundred and fifty-three (1853) and the acts amendatory thereof," approved February fourth (4th), eighteen hundred and seventy (1870), be amended by adding thereto the following sections, to-wit:

Sec. 8. The Minneapolis and St. Louis Railway Company, formerly known as the Minnesota Western Railroad Company, in addition to the powers already conferred upon it by the laws of the Territory of Minnesota and of the State of Minnesota, is hereby authorized to make or acquire from time to time, any extension of the lines of railway now owned and operated by it, or of those hereafter constructed and operated by it according to law, into the states of Iowa, Missouri, Kansas, Nebraska and Wisconsin and into the territory of Dakota, or into one or more of the same; *Provided*, that authority shall exist or be given in or by the states or territory into which its lines are so extended, to make or acquire and maintain such extensions.

Sec. 9. The said Minneapolis and St. Louis Railway Company shall have power to acquire from time to time by lease, by purchase or exchange of stock, or otherwise, any other railroad or railroads, whether within or without this State, whose lines connect with its own lines as they now exist or as they shall be extended, either directly or by means of intervening lines; such acquisition shall be made upon such terms as shall be agreed upon by a contract in writing between the respective corporations; but the same shall not be consummated until first approved by two-thirds in amount of the stockholders of each such corporation either given at a regular or called meeting of such stockholders, or by a consent expressed in writing. In either case a copy of such contract, together with the evidence of such consent of the stockholders shall be filed in the office of the secretary of state.

Sec. 10. It shall and may be lawful for the said Minneapolis and St. Louis Railway Company to merge and consolidate its capital, franchises and property with the capital stock, franchises and

property of any other railroad company or companies organized under the laws of this State or under the laws of any other State or territory of the United States in the construction of whose lines the said Minneapolis and St. Louis Railway Company shall have aided, or whose lines of railway are or shall at the time of such consolidation, be held under lease by the said Minneapolis and St. Louis Railway Company; *Provided*, that the lines of railway of the companies or corporations so consolidating shall form a continuous line of railway with each other, or by means of any intervening railway, bridge or ferry. But no such consolidation shall be made by the said company with any other railroad corporation or the lessees, purchasers or managers of any railroad corporation owning or controlling a parallel or competing line.

Such consolidation shall be made under the conditions, provisions and restrictions, and with the powers hereinafter mentioned and contained, that is to say:

First. The directors of the company proposing to consolidate may enter into a joint agreement under the corporate seal of each company, for the consolidation of the said companies and railroads, which agreement shall prescribe the terms and conditions thereof and the mode of carrying the same into effect: the name of the new corporation, which may be the name of either corporation, party thereto, or any other name; the number, names and places of residence of the directors and other officers thereof, who shall be the directors and officers thereof for the first year; the amount of the capital stock of the new company, which shall not exceed the amount of twenty million dollars (\$20,000,000); the number of shares into which such capital stock is to be divided (which stock may be divided into classes with such preferences in respect to any of the classes as may be agreed upon;) the amount or par value of each share; the manner of converting or exchanging the capital stock of each of the said companies so consolidating into or for that of the new corporation and the terms of such conversion; the manner of compensating stock holders in each of the old corporations who decline to convert their stock into the stock of the new corporation; and how and when directors and officers shall be chosen, with such other details as they shall deem necessary to perfect such new organization and the consolidation of such companies or railroads.

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 the said corporations separately, at a meeting thereof to be called upon a notice of at least thirty (30) 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 at least three (3) successive weeks in one (1) newspaper in each of the cities, counties or towns in which the said corporations have their principal office or business, and is sanctioned by such stockholders by a vote of at least two-thirds

in amount of the stockholders present at such meeting, either in person or by proxy, each share of the capital stock being entitled to one (1) vote; and when such agreement of the directors is so sanctioned by each of the meetings of the stockholders separately, it shall be deemed the agreement of the said old corporations.

Third. If the holder of any stock in either of the corporations existing under the laws of this State and so consolidated at the time of making such consolidation, shall be dissatisfied with the same, the consolidated company shall pay to such dissatisfied stockholder or stockholders the full actual value of his or their stock immediately prior to such consolidation, which value shall be assessed and fixed by three (3) disinterested commissioners appointed for that purpose by the supreme court of this State upon the application of either party made upon twenty (20) days notice; but the said company shall not be compelled to pay for the stock of such dissatisfied stockholder or stockholders, unless he or they shall give written notice of such dissatisfaction to the president, secretary or treasurer of the company whose stock shall be held by him or them within three (3) months after consolidation shall have been consented to by the requisite number of stockholders.

SEC. 11. Upon the approval of such agreement and act of consolidation as hereinbefore provided, and upon the filing of the same, or a copy thereof in the office of the secretary of State, the said corporations, parties thereto, shall be deemed and taken to be one (1) corporation by the name provided in the said agreement and act, and the stock of the new corporation issued under the terms of such agreement and act of consolidation in exchange for the stock of the former companies shall be deemed and taken as lawful stock and subject only to such further payments, calls or assessments, if any, as may be mentioned in the said consolidation agreement: and such new corporation shall possess all the powers, rights and franchises conferred upon each of its constituent corporations, and shall be subject to all the restrictions and duties imposed by the laws of this State.

SEC. 12. Upon the consummation of said act of consolidation as aforesaid, all and singular the rights, privileges, exemptions and franchises of each of said corporations parties to the same, and all the property, real, personal and mixed, and all debts due on whatever account to either of said corporations, as well as all stock, subscriptions and other things in action belonging to either of said corporations, shall be taken and deemed to be transferred to and vested in such new corporation, without further act or deed: and all claims, demands, property, rights of way, and every other interest shall be as effectually the property of the new corporation, as they were of the former corporations, parties to the said agreement and act: and the title to all real estate, taken by deed or otherwise, under the laws of this State, vested in either of such corporations, parties to said agreement and act, shall not be deemed to revert or be in any way impaired by reason of this act, or

anything done by virtue thereof, but shall be vested in the new corporation by virtue of such act of consolidation.

SEC. 13. The rights of all creditors of and all the holders of liens upon the property of either of said corporations, parties to said agreement and act, shall remain and be preserved unimpaired and shall be assumed and borne by the new corporation, and the respective corporations shall be deemed to continue in existence so far as necessary to preserve the same, and all debts and liabilities incurred by either of said corporations shall thenceforth attach to such new corporation and be enforced against it and its property to the same extent as if said debts or liabilities had been originally incurred or contracted by it. No suit or action or other proceeding now pending before any court or tribunal, in which either of said railroad companies is a party, shall be deemed to have abated or been discontinued by the agreement and act of consolidation as aforesaid, but the same may be conducted in the name of the existing corporation to final judgment, or such new corporation may be, by order of the court, on motion substituted as a party. Suits may be brought and maintained against such new corporation for all causes of action, in the same manner as against other railroad corporations in this State.

SEC. 14. All the provisions of the General Laws of this State in regard to railroad corporations, shall be applicable to any new corporation formed by consolidation under the provisions of this act, except so far as the same shall not be applicable thereto by reason of the situation of portions of its line without this state: *Provided*, that nevertheless the privileges, franchises, exemptions and immunities hitherto granted to the Minneapolis and St. Louis Railway Company shall continue to and be vested in such new corporation, with the same effect as if originally granted thereto; and that such new corporation may at any time hereafter be consolidated with any other railroad company or companies in the same manner and with the same effect as is by this act provided.

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

Approved March 2, 1881.