

members and patrons. If such corporations are warehousing corporations, they may issue legal warehouse receipts to the association for any such products or by-products actually delivered, and such legal warehouse receipt shall be considered as adequate collateral to the extent of the current value of the commodity represented thereby. In case such warehouse is licensed, or licensed and bonded under the laws of this or any other state or the United States, its warehouse receipt shall not be challenged or discriminated against because of ownership or control, wholly or in part, by the association.

Sec. 11. Minnesota Statutes 1953, Section 22.30, is amended to read:

22.30 Association deemed not in restraint of trade. No association or organization under sections 22.03 to 22.35 shall be deemed to be a combination in restraint of trade or an illegal monopoly, or an attempt to lessen competition or fix prices arbitrarily; nor shall the marketing contracts or agreements between the association and its members or *patrons*, or any agreement authorized in sections 22.03 to 22.35 be considered illegal or in unlawful restraint of trade, or as a part of a conspiracy or combination to accomplish an improper or illegal purpose.

Approved March 15, 1957.

CHAPTER 129—H. F. No. 493

An act relating to cooperative association; amending Minnesota Statutes 1953, Sections 308.06, Subdivision 2, as amended; 308.14, Subdivision 1, as amended; 308.15, Subdivision 2, as amended, and adding a new subdivision and section 308.37.

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

Section 1. Minnesota Statutes 1953, Section 308.06, Subdivision 2, as amended by Laws 1955, Chapter 222, Section 2, is amended to read:

Subd. 2. *The incorporators of a cooperative association under Sections 308.05 to 308.18 shall sign and acknowledge written articles of incorporation, specifying (1) the name of the association, its purpose, the general nature of its business, and the principal place of transacting the same. Such name shall distinguish it from all other corporations, domestic or foreign, doing business in the state and shall be preserved*

to it during its corporate existence; (2) the period of its duration, which may be limited or perpetual; (3) if organized on a capital stock basis the total authorized number of shares and the par value of each share; a description of the classes of shares, if the shares are to be classified; a statement of the number of shares in each class and relative rights, preferences, and restrictions granted to or imposed upon the shares of each class, and a provision that only common stockholders shall have voting power; (4) that individuals owning common stock shall be restricted to one vote in the affairs of the association; (5) that shares of stock shall be transferable only with the approval of the board of directors of the association; (6) that dividends upon capital stock of the association shall not exceed six percent annually; (7) *the names, post office addresses and terms of office of the first directors*; and (8) that net income in excess of dividends and additions to reserves shall be distributed on the basis of patronage, and that the records of the association may show the interest of patrons, stockholders of any classes and members in the reserves. The articles of incorporation *shall always contain the provisions above required and may contain any other lawful provision; except that the names, post office addresses and terms of office of the first directors may be omitted after their successors have been elected by the stockholders or when the articles are amended in their entirety.* Cooperative associations may be incorporated for any of the purposes for which an association may also be formed upon a membership basis and without capital stock. Such associations organized on a capital stock basis may be organized, and shall have the same powers and authority as are conferred upon such associations, and the articles of incorporation of any such non-stock associations shall contain the provisions required in the articles of incorporation of an association organized upon a capital stock basis whenever the same are applicable to an association organized upon a membership basis. No member of an association organized upon a membership basis shall have more than one vote. Holders of shares of common stock which entitle the holder thereof to vote, shall be deemed to be members of associations organized on a capital stock basis. As used in Sections 308.05 to 308.18, "stockholder," unless otherwise specified, means and includes only a holder of a share of common stock which entitles the holder thereof to vote.

Sec. 2. Minnesota Statutes 1953, Section 308.14, Subdivision 1, as amended by Laws 1955, Chapter 222, Section 7, is amended to read:

308.14 Associations, manner of complying with law.
Subdivision 1. Any corporation or cooperative association

organized and doing business under statutes of this state, or under the laws of other states, and which has conducted its business upon the cooperative plan, may come under the provisions of Section 308.05 to 308.18 and be bound thereby upon amending its articles of incorporation to conform to the requirements of those sections. *Such corporation or cooperative association organized under statutes of this state may thus amend its articles of incorporation in the manner hereinafter provided for the adoption of amendments. Such corporation or cooperative associations organized under laws of other states shall thus amend its articles of incorporation in the manner required by the laws of the state in which it was incorporated, whereupon it shall file a certified copy of its articles of incorporation and amendments thereto with the secretary of state, subject to the fees and requirements prescribed by those sections, and such corporation or cooperative association shall thenceforth be a cooperative association in this state and subject to the provisions of this section. Any corporation or cooperative association originally organized under the laws of another state, which has heretofore complied with the provisions of this section, shall be, and it hereby is declared to be a corporation under the provisions of those sections without any further act by it or any officer of this state.*

Sec. 3. Minnesota Statutes 1953, Section 308.15, as amended by Laws 1955, Chapter 222, Section 8, is amended by adding a new subdivision thereto to read:

Subd. 4. If otherwise lawful, any two or more associations organized under or subject to the provisions of Sections 308.05 to 308.18, or any other law of Minnesota relating to the organization of cooperative associations, may merge or consolidate with each other, or with one or more associations incorporated under the laws of another state relating to organization of cooperative associations, by complying with the provisions of this subdivision or under the law of the state where the surviving or new association will exist. Before an association may merge or consolidate with any other association, a written plan of merger or consolidation shall be prepared by the board or by a committee selected by the board or the members or stockholders for that purpose. Such plan shall set forth all the terms of the merger or consolidation and the proposed effect thereof on all members or stockholders of the association. In case of consolidation, the plan shall also contain the articles of the new association. Notice shall be mailed to each and every stockholder or member containing the full text of the plan. Such notice shall also designate the time and place of the meeting at which such plan shall be considered and voted upon, in the same manner as elsewhere provided

in these sections. An association having in excess of two hundred (200) stockholders or members may publish such notice in two successive issues of a legal newspaper of general circulation in the area served by such association, in lieu of notice by mail. If a quorum of the stockholders or members is registered as being present or represented by mail vote at such meeting, the plan may be adopted by approval of two-thirds of those so present or represented by mail vote.

After the plan has been adopted by the stockholders or members, articles of merger or consolidation setting forth the plan and the manner of adoption thereof shall be signed and acknowledged by the president or vice president and by the secretary or assistant secretary of each association merging or consolidating and shall be approved by the Attorney General and filed in the office of the Secretary of State and recorded in the office of the Register of Deeds of each county where each merging or consolidating association has its principal place of business. Unless otherwise specified in the plan, the merger or consolidation shall be effective when said articles are filed in the office of the Secretary of State.

After the effective date, the associations, which are parties to the plan become a single association. In the case of a merger, the surviving association is that association so designated in the plan. In the case of a consolidation, the new association is the association provided for in the plan. The separate existence of all associations which are parties to the plan, except the surviving or new association, then ceases.

The surviving or new association possesses all the rights and all the property of each of the individual associations, and is responsible for all their obligations. Title to any property is vested in the surviving or new association with no reversion or impairment thereof caused by the merger or consolidation. No right of any creditor may be impaired by the merger or consolidation without his consent.

The articles of the surviving association are deemed amended to the extent provided in the plan of merger.

Sec. 4. Minnesota Statutes, Section 308.37, is amended to read:

308.37 Owing stock of certain other corporations. Any cooperative corporation or association organized under the laws of Minnesota may purchase, own, and hold shares of capital stock, memberships, interests in non stock capital, evidences of indebtedness of any domestic or foreign corporation

when reasonably necessary or incidental to accomplish the purposes stated in the articles.

Approved March 15, 1957.

CHAPTER 130—H. F. No. 566

An act relating to highway traffic regulations; amending Minnesota Statutes 1953, Sections 169.03 and 169.04.

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

Section 1. Minnesota Statutes 1953, Section 169.03, is amended to read:

169.03 Application. The provisions of this chapter applicable to the drivers of vehicles upon the highways shall apply to the drivers of all vehicles owned or operated by the United States, this state, or any county, city, town, district, or any other political subdivision of the state, subject to such specific exemptions as are set forth in this chapter with reference to authorized emergency vehicles.

The driver of any authorized emergency vehicle, when responding to an emergency call, upon approaching a red or stop signal or any stop sign, shall slow down as necessary for safety, but may proceed cautiously past such red or stop sign or signal after sounding siren and displaying red lights.

The driver of any authorized emergency vehicle, when responding to an emergency call, shall be authorized to enter against the run of traffic on any one-way street, or highway where there is authorized division of traffic, in order to enter the platted block or area in which an emergency has been reported; and the provisions of this act shall not affect any cause of action arising prior to its passage.

No driver of any authorized emergency vehicle shall assume any special privilege under this chapter except when such vehicle is operated in response to any emergency call or in the immediate pursuit of an actual or suspected violator of the law.

The provisions of this chapter shall not apply to persons, teams, motor vehicles, and other equipment while actually engaged in work upon the roadway of a highway, but shall apply to such persons and vehicles when traveling to or from such work.

Street cars and trackless trolley cars, except where other-