

and their successors, be and they are hereby declared to be a body politic and corporate by the name and style of "St. John's Lodge, No. 1, of Stillwater," and by such name may have and possess all the rights and privileges given the Grand Lodge in the first and second sections of this act.

Sec. 6. That whenever said Grand Lodge shall authorize or charter subordinate lodges in any part of Minnesota, the Masters and Wardens of each such subordinate Lodges upon filing with the clerk of any court of record in the county where such Lodge is established, or in the county to which the same is attached for judicial purposes, a certificate signed by the Master and Wardens then constituting the Lodge, setting forth therein the name of the Lodge, the county and the place where the Lodge is to meet, shall have and possess all the rights and privileges given the Grand Lodge in the first and second sections of this act, in the name specified in said certificate; and that said clerk shall have a fee of one dollar for filing and recording every such certificate, which he is hereby required to do upon the payment of such fee.

Charter of Subordinate Lodges.

Sec. 7. This act shall take effect and be in force from and after its passage.

Approved March 5, 1853.

CHAPTER 73.

*An Act to incorporate the Mississippi and Lake Superior Railroad Company.*

March 5, 1853.

SECTION.

1. Corporators; object and name of corporation.
2. Location of road.
3. Capital stock; amount of.
4. Books to be opened; notice of how given.
5. Directors, how elected; annual meetings.
6. Subscriptions to capital stock.
7. Rules, regulations and by-laws.

SECTION.

8. Right of way, etc.
9. Highways, etc., how crossed.
10. Dividends, how paid.
11. Damaging or obstructing road, how punished.
12. Company to provide wagon ways, etc.
13. When road must be commenced.
14. Legislature may alter or amend act.

*Be it enacted by the Legislative Assembly of the Territory of Minnesota, That Alexander Ramsay, H. M. Rice, Franklin Steele, Charles H. Oakes, Alexander Wilkin, Lyman Dayton, H. H. Sibley, J. R. Irvine, W. G. Le Duc, C. D. Fillmore, John G. Lennon, W. R. Marshall, R. R. Nelson, C. W. Borup, W. L. Ames, W. H. C. Folsom, Orange Walker, Christopher Carli, John McKusick, Elias McKain, J. W. North, Emanuel Case, R. P. Russell, D. B. Loomis, and their associates, are hereby constituted a body politic and corporate to all intents and purposes, by the name of the Mississippi and Lake Superior Railroad Company, with the power of perpetual succession, and by that name shall be, and are hereby made capable in law, to purchase, hold enjoy, and*

Corporators.

Name.

**Powers.**

retain to them and their successors, lands, tenements and hereditaments so far as may be necessary for the purpose of said railroad; and the same to sell, grant, rent, or in any manner dispose of; to contract and be contracted with, to sue and be sued, to implead and be impleaded, answer and be answered, defend and be defended; and also to make, have and use a common seal, the same to alter, break or renew at their pleasure; and if either of the persons named in this section shall die, refuse, or neglect to execute the powers or discharge the duties hereby created, it shall be the duty of the remaining persons hereinbefore mentioned, or a majority of them, to appoint a suitable person or persons, to fill such vacancy or vacancies, as often as the same shall occur.

**Location of road.**

SEC. 2. The said corporation is hereby empowered to cause such examination or survey to be made as shall be necessary to ascertain the most advantageous route whereon to construct a railroad, and shall cause an estimate to be made of the probable cost thereof for each mile separately; and the said corporation shall be, and they are hereby invested with the right to construct a railroad, with one or more railways or tracks, from some convenient point in the city of St. Paul, to some convenient point at or near the falls of the St. Louis river, or anywhere between the falls and the mouth of said river, or at any eligible point upon Lake Superior near the mouth of the said river: *Provided*, That if it be found necessary to cross any portion of Wisconsin, the necessary consent and permission of the legislature of that State be first obtained.

**Capital stock.**

SEC. 3. The capital stock of said corporation shall be three millions of dollars, which may be increased to five millions of dollars, if necessary, and shall be divided into shares of one hundred each, and five dollars on each share shall be paid at the time of subscribing.

**Books to be opened**

SEC. 4. The above named persons, or a majority of them, are authorized to open books for receiving subscriptions to the capital stock of said company, and shall prescribe the form of such subscriptions, which books shall be opened on or before the first of August, A. D. 1853, at such place or places as they may deem expedient, by giving sixty days notice in some newspaper printed in St. Paul, and in such other place or places as may be thought advisable, of the time and place, or times and places, of opening said books; and said books to be kept open thirty days, or until one hundred thousand dollars is subscribed.

**Meeting of Stockholders.**

SEC. 5. So soon as one hundred thousand dollars thereof, shall have been subscribed, the above named persons, or the same number thereof as shall have given the notice above required, shall give like notice for a meeting of the stockholders, at some time at least thirty days thereafter, and at some place within the city of St. Paul, and if at such time and place the holders of one-half or more of said stock subscribed, shall attend either in person or by lawful proxy, they shall proceed to choose from the stockholders, by ballot, nine directors, each share of the capital stock entitling the owner thereof to one vote, and at such election, the persons named in the first section of this act, or those appointed by its provisions to fill vacancies which may have occurred, or any three of them, if no more be present, shall be inspectors of such election, and shall certify in writing, signed by them, or a majority of them, what persons are elected directors; and if two or more have an equal number of votes, such inspectors shall determine by lot,

**Each share entitled to one vote.**

which of them shall be directors, to complete the number required, and shall certify the same in like manner; and such inspectors shall appoint the time and place of holding the first meeting of directors, at which meeting, five shall form a board competent to transact all business of the company, and thereafter a new election shall be made annually, at such time and place as the stockholders at their first meeting shall appoint, and if the first meeting shall fail to appoint a day of election, then the directors shall have power to appoint such time and place of election in the by-laws of the company as shall be agreed upon by them. And if no election be held at the time appointed, said company shall not be dissolved; but such election may be had at any time appointed by the by-laws of the said company. The said directors shall elect one of their number president, and shall appoint a secretary, treasurer, such engineers and other officers as they may find necessary, shall fix their compensation, and may require adequate security for the performance of their respective trusts.

Officers elected.

SEC. 6. The directors may receive payment of the subscriptions to the capital stock at such times, and in such proportion, not exceeding twenty per cent. at any one instalment, under such conditions as they may deem fit, under the penalty of the forfeiture of all the previous payments, or otherwise: *Provided*, They shall give notice thereof at least sixty days before the time of such payment, in at least one newspaper published at the place of payment.

Subscriptions to capital stock.

SEC. 7. The directors of said company shall have power to make from time to time, all needful rules, regulations and by-laws touching the business of said company, and to determine the number of tracks and railways upon said road, and the width thereof, and the description of carriages which may be used thereon, to regulate the amount of tolls and the manner of collecting the same; and to direct the mode and condition of transferring the stock of said company; and the said company may erect toll-houses and such other fixtures, and buildings as the accommodation of those using the road may require.

Rules and by-laws.

SEC. 8. The said Company shall have the right to enter upon any lands, to survey and lay down said road, not exceeding one hundred feet in width; and whenever any lands or materials shall be required for the construction of the said road, and the same shall not be given or granted to the company, as to the compensation to be paid therefor, the person or persons claiming compensation as aforesaid, if the owner or owners thereof are minors, or insane persons, the guardian or guardians of such minors, or insane persons may select for themselves an arbitrator, and the company shall select an arbitrator, and the two thus selected, shall take to themselves a third, who shall be sworn and paid by said company, as arbitrators between the parties; and render copies of award to each of the parties in writing; from which award, either of the parties may appeal to the court of proper jurisdiction for the county in which such land or materials may have been situate; and in all cases in which compensation shall in any manner be claimed for lands or materials, it shall be the duty of the arbitrators and court to take into consideration the advantages as well as the disadvantages of the road, and to award a fair compensation for said lands and materials; and appeals in all such cases, shall, when taken, be in all respects proceeded in as appeals in other cases in said court; and brought into said court by filing the award with the clerk of

Right of way.

Duty of arbitrators.

Appeal, how taken.

said court, whose duty it shall be to enter the same on the docket of the said court, setting down the claimant or claimants as plaintiff and the said company as defendants, and valuation so ascertained, shall be paid or tendered by the said company; said company shall have the right to hold and possess the said land and materials, as fully and absolutely as if the same had been granted and conveyed to the said company, by deed, as long as the same shall be used for the purposes of the said road: *Provided*, That none of the said arbitrators so chosen, shall be of kin to any of the parties, or be in anywise interested on either side.

Highways, &c., how crossed.

Sec. 9. The said company may construct the said railroad across any public or private road, highway, stream of water, or water course, if the same shall be necessary; but the said company shall restore such road, highway, stream of water or water course, to its former state, or in a sufficient manner not to impair the usefulness of said road, highway, or stream of water or water course, to the owner or to the public.

Dividends.

Sec. 10. So soon as the nett profits accruing and received from the use of said road or part thereof, according to the provisions of this act, shall exceed six per cent. upon the amount of the capital stock paid in, the directors of said company shall make a dividend of such nett profits among the stockholders, in proportion to their respective shares, and no accumulation fund exceeding one per cent. of the profits of said company shall remain undivided for more than six months.

Damaging or obstructing.

Sec. 11. If any person or persons shall wilfully obstruct or in any way injure or destroy said road or anything belonging or incident thereto, or any materials to be used in the construction thereof, or any building, fixture or carriage erected or constructed for the use or convenience thereof, such person or persons shall each be liable for every such offence for treble the damages sustained thereby, to be recovered in a civil action in any court having jurisdiction of the amount.

Duty of company.

Sec. 12. Whenever it shall become necessary in the location or construction of said road to pass through the land of any individual, it shall be the duty of said company to provide for said individual proper wagon ways, and said company shall be liable to such individual in treble the amount of damages occasioned by such neglect.

Must be commenced.

Sec. 13. The said company are hereby required to commence said road within three years, and to complete the same within ten years from the passage of this act.

Legislature may alter, amend or repeal.

Sec. 14. This act shall be favorably construed to effect the purposes thereby intended, and may be altered, or amended or repealed at any time by the legislature of this Territory.

Approved March 5, 1853.