

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

Approved March 4, 1867.

CHAPTER XI.

An Act to amend an act entitled "An Act to Incorporate the Minnesota Central Railroad Company," approved May 23, 1857.

March 4, 1867.

SECTION 1.—Amends Territorial act.

- 2.—Minnesota Central Railroad Company empowered to locate road at pleasure subject to certain restrictions.
- 3.—Amount of capital stock, and how divided.
- 4.—Certain parties authorized to open books for subscription.
- 5.—Board of Directors may make assessments.
- 6.—Further powers of Board.
- 7.—Corporation may erect bridges, etc., over rivers and highways, under certain restrictions.
- 8.—Corporation may contract with other Railroad Companies to use road, etc.
- 9.—Designates how track to be laid.
- 10.—Penalty for obstructing or injuring road.
- 11.—Provides for employees of road to wear badges.
- 12.—Engines to be furnished with bell and whistle.
- 13.—Company may consolidate capital stock with other Companies on certain conditions.
- 14.—Company authorized to borrow money.
- 15.—Authorized to construct magnetic telegraph.
- 16.—Fee simple of lands to invest in Company on performance of certain conditions.
- 17.—Company to carry mails, freight and passengers at usual rates.
- 9.—When act to take effect.

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

That the act of the territory of Minnesota, entitled

Amends territorial act.

"an act to incorporate the Minnesota Central Railroad Company," approved May 23, 1857, be and the same hereby is amended and continued so as to read as follows:

That Charles McClure, Lucius F. Hubbard, Wm. W. Phelps, Wm. Brown, Edward L. Baker, Charles Betcher, John S. Archibald, Joseph T. Jennings, E. S. Railey, J. L. Clifford and Wm. Thorpe, of the state of Minnesota, and their associates, successors and assignees, be, and they are hereby created a body corporate and politic, by the name and style of the Minnesota Central Railroad Company aforesaid, and by that name and style shall be capable in law of taking, purchasing, holding, leasing, selling, mortgaging and conveying real estate and property, whether real, personal, or mixed, so far as may be necessary or convenient for the purposes hereinafter mentioned, and in their corporate name may sue and be sued, plead and be impleaded, contract and be contracted with, and may have a common seal, which they may alter or renew at pleasure, and may have and exercise all powers, rights, privileges and immunities which are or may be necessary or convenient to carry into effect the purposes and objects of this act and of the said corporation.

Powers of Company.

Declares object of Corporation.

SEC. 2. The said corporation is hereby authorized and empowered, and it is hereby declared that the objects and purposes thereof are to survey, locate, construct, complete, maintain, use and operate at their pleasure, to alter the line thereof, without changing the terminus on the Mississippi River or its transit through the localities herein designated, and to construct, maintain and operate a railroad from the city of Red Wing, in the State of Minnesota, via Cannon Falls, Faribault and Blue Earth City, to the Southern boundary of the State, together with all necessary stations, depots, turnouts, engine or car houses and all other appurtenances belonging to a railroad.

Capital stock—amount and how disposed of.

SEC. 3. The capital stock of said corporation shall be one million dollars, and shall be divided into shares of one hundred dollars each, and shall be transferable in such manner as the stockholders shall determine, and the holders of a majority of the stock may from time to time vote an increase to the capital stock of said company to such sums as may be necessary or re-

quired to carry into effect all the rights and privileges hereby granted thereto, not exceeding twenty millions of dollars.

SEC. 4. The above named persons, or any of them, are hereby authorized to open books for receiving subscriptions to the capital stock of said company, which books may be opened at such times and places as a majority of said corporators may determine, by giving twenty days' notice, in at least two newspapers published in the city or village where said books are to be opened, and wheresoever else the said corporators may think it advisable. Said books may be kept open for thirty days, or until the sum of fifty thousand dollars shall have been subscribed to the capital stock of said company, and five per cent. of the amount so subscribed paid in to such person or persons as may have been appointed to receive the same by the persons named in the first section of this act, who are hereby authorized to make such appointment. The above named persons, or a majority of them, may give like notice of a meeting of the stockholders at such time and place as they may think proper, to choose a board of directors; and if at such time and place the holders of one-half or more of said stock shall attend, either in person or by lawful proxy, they shall proceed to choose from the stockholders by ballot not less than seven nor more than fifteen directors, at least three of whom shall reside in the State of Minnesota, each share of the capital stock entitling the owner to one vote, and at such election the persons named in the first section of this act, or those appointed by them (which power is hereby conferred upon them, 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 such inspectors shall appoint the time and place of holding the first meeting of directors, at which meeting a majority of the directors so chosen shall be competent to transact all business of the company, and all elections of directors shall be made annually, at such time and place, and in such manner as may be determined upon by the said board. Said board of directors shall, at their first meeting, elect one of their members pres-

Certain persons authorized to open subscription books.

Stockholders to choose directors.

Elections to be held annually.

ident, and shall appoint a treasurer, secretary, and such engineers and other officers as they may think necessary, and shall fix their compensation for the services to be rendered, and may require adequate securities for the performance of their respective trusts.

Assessments on
stock to be made

SEC. 5. The board of directors may, at such time as they may deem necessary or proper, assess upon the stock subscribed an installment of not less than two nor more than twenty per cent., and require payment of such installment within a reasonable time, not less than thirty days from notice thereof, under penalty of a forfeiture of the stock upon which such assessment was made.

How lands to be
taken.

SEC. 6. The said corporation may take and hold for the purposes required by their road such lands as may be required therefor, but unless such lands taken by said corporation shall be purchased or given voluntarily by the owners thereof, full and proper compensation therefor shall be made by said corporation to the owner or owners thereof, which said compensation shall be ascertained and determined in the manner following:

The said corporation may present to a court in the county in which the lands or real estate property to be taken shall be situated, having jurisdiction competent to entertain, adjudicate and determine questions of title to real estate, a petition signed by some authorized agent or attorney thereof, describing, with reasonable certainty and accuracy, by map, plat, survey or otherwise, the lands or real estate so proposed or required to be taken, and setting forth the name of each and every owner, encumbrancer, or other person interested in the same, or any part thereof, so far as the same can be ascertained by the legal records affecting the same, and by view of the premises, or other inquiry touching the occupation thereof, and praying the appointment of three competent, disinterested persons as commissioners to ascertain and determine the compensation to be made to the said owner or owners respectively, and to all tenants, encumbrancers and others interested, for the taking or injuriously affecting such land or real estate. A copy of such petition with a notice of the time and place when and where the same will be presented to the court, shall

be served on each and every person named therein as owner, encumbrancer, tenant or person otherwise interested therein, at least ten days previous to the time designated in such notice for the presentation of said petition. Such service shall be made by delivering such copy of the petition and notice to each of the persons so named therein, if a resident of this state, or in case of the absence of such persons, by leaving such copy of petition and notice at his or her usual place of abode, with some person of sufficient age and understanding to comprehend the object thereof, which shall be communicated to such person, with a request to deliver the same to the individual for whom it is thus left, at the earliest opportunity. In case there shall be any persons named in such petition who are not residents of this state, and upon whom service cannot be made in the manner above prescribed, a notice, stating briefly the object of the petition, a description of the lands proposed to be taken, and the time and place of presenting the petition to the court, and directed to such person or persons, shall be published in the newspaper [nearest] the location of such lands, and in a newspaper published at the seat of government of the state, once in each week, for four consecutive weeks previous to the time designated for presenting such petition.

How lands to be taken.

The court to whom such petition shall be presented shall not make any order for the appointment of commissioners to ascertain and determine the compensation to be paid to any owner or person interested, who shall not appear in person or by attorney or counsel, except by proof on affidavit, and to the satisfaction of the court, of the service of the petition and notice in the manner hereinafter prescribed, but may do so upon the appearance of the party or parties, or upon such proof of service in the absence of a party or parties. The court may, upon the application of the said corporation, or of any owner or party interested, for reasonable cause, adjourn the proceedings from time to time, and may order a new or further notice to be given to any party whose interest may be affected thereby. When the court shall have proof satisfactory that all parties interested in any parcel of land have been duly served with the petition and notice in the

Compensation—
how made.

Court to appoint commissioners.

manner herein prescribed, and of the nature and extent of the interest of each and every party in the same, the court may make an order, to be recorded in the minutes thereof, appointing three disinterested competent persons commissioners to ascertain and determine the amount to be paid by said corporation to each of said persons as compensation for his interest or estate in such parcel or parcels of land, and specifying the time and place of the first meeting of such commissioners. The said corporation shall, without delay, procure and deliver to each of such commissioners a copy of such order. Before the said commissioners shall enter upon the discharge of their duties they shall respectively take and subscribe an oath before some person competent to administer oaths, that they will faithfully and impartially discharge the duties of their appointment. Whenever the place of any commissioner shall become vacant, the court may, upon such notice to the parties as he may prescribe, appoint another commissioner in his stead; and every appeal from the report of such commissioners shall be entered, proceeded in and determined in the same manner as cases on appeal from a justice of the peace; and in case the appeal shall involve the determination of fact, the same shall be tried by jury upon the request of either party. The report of the commissioners shall be final and conclusive, unless appealed from in the manner above prescribed.

Vacancy in commissioners, how filled.

Appeals, how taken.

Whenever the company shall take an appeal from any report such an appeal shall not stay the work on the road or other structures, on the premises or lands involved in the appeal: *Provided*, The company shall deposit in court the amount awarded or assessed by the report, or any part thereof appealed from, to abide the order of the court in the appeal. An appeal from any report, or a part or portion of a report of commissioners, by or on the part of any person interested in any parcel of land or real estate proposed to be taken by the company, shall stay all work on the road or other structure on the premises in question, unless the company shall deposit in court the amount of money claimed by such appellant, to abide the order of the court in such appeal.

When any report, or part of report of commissioners

shall become final, and whenever any appeal from such report, or any part thereof, shall have been finally determined, the said company shall (upon payment to each party interested the sum thereby determined to be due to him or her, or any corporation,) become invested and seized with all the right and title of the land or real estate for which such payment or deposit shall have been made, and entitled to the full, free, and perfect use and occupation of the same for the purposes of this act as hereinafter described. The said commissioners shall be entitled to receive three dollars per day for their services, and their compensation and all fees of officers to and including the filing of the commissioners' report, shall be paid by said company. In case the title thus acquired to any land by said company for their use in the manner hereinafter mentioned, or otherwise, shall prove defective, they are hereby authorized to take the proceedings prescribed in this section to procure the title from the real owner or owners.

Compensation of
commissioners.

SEC. 7. For the purpose of constructing and using said railroad the said corporation is authorized to construct the said railroad and the necessary bridges across and over public highways and navigable streams: *Provided*, That it shall be so done as not to obstruct highways or impede the navigation of any navigable streams, nor prevent the free and safe passage of vehicles of every kind.

May erect bridges

SEC. 8. The said corporation is hereby authorized to contract with any other railroad company or corporation, with whose road their road may come in contact, for the crossing or connection of such roads and for joint use thereof. And such joint or reciprocal use of such railroads shall be upon such terms and conditions as shall be agreed upon by the officers of the respective companies, and in case the two companies cannot agree upon terms, then either party may apply to the Supreme Court of this state, whose duty it shall be to fix such terms for the respective parties as the equity of the case may demand.

May contract
with other Com-
panies.

SEC. 9. Every track of said railroad shall be laid with rail of approved form and kind, and all the engines, cars and other furniture shall be well made, of good material, and equal in quality to those in common use upon railroads in this state.

How track to be
laid.

Penalty for ob-
structions.

SEC. 10. If any person shall willfully obstruct or in any way injure spoil or destroy the said railroad, or any part thereof, or anything affixed or appurtenant thereto, and necessary or convenient for its free and safe use, or any of the materials for the construction thereof, or any building, fixture or other structure or carriage, engine or car erected or kept for the use thereof, such person shall be deemed guilty of a misdemeanor, and liable to be indicted and punished therefor, and shall also be liable to pay the company thrice the amount of damages occasioned thereby. And in case the death of any person shall be produced by or in consequence of any willful or malicious obstruction or injury to the said railroad, or to any engine or car thereon, the person who shall so obstruct or injure the said railroad or car, or engine thereon, shall be deemed guilty of murder in the first degree.

Officers of Com-
pany to wear
badges.

SEC. 11. Every conductor, baggage master, or other agent or servant of the said company, and who shall be engaged in the ticket office or in the cars on such railroad, shall wear upon his cap or hat a plain badge which shall indicate his office or station, and no conductor or collector shall demand or be entitled to receive any fare or toll from any passenger or freighter, or exercise any control or direction in his station, or be authorized or allowed to interfere with any passenger, baggage or freight without wearing such badge.

Engines to be
furnished with
bell.

SEC. 12. Every locomotive engine on such railroad shall be furnished with a good and sufficient alarm bell or whistle, which shall be fully sounded at least eighty rods distant from every highway crossing while the engine, either with or without a train of cars, shall be passing over said road, and for every violation of this section the said company shall forfeit and pay to whomsoever shall prosecute for the same, the sum of one hundred dollars for every neglect, and to be liable for all damages which shall be sustained by any person by reason of such neglect.

May Consolidate
with other Com-
panies.

SEC. 13. The aforesaid company shall have power to consolidate the capital stock of said company with the road of any other company, upon such terms and conditions as the two companies may agree upon, and as shall be confirmed by an act of the Legislature, and the boards of directors of both companies, acting

jointly together until the first election of said consolidated company, when the stockholders of said consolidated company shall choose, at such time and place as they may agree upon, a board of directors, not exceeding twenty-one, who shall have power to change the name of said company, adopt a common seal, and said company shall be known by the name so selected, and shall have full power to contract and be contracted with, sue and be sued, plead and be impleaded, and shall have all the rights, privileges and franchises conferred on them by the laws of all the states and territories through which said consolidated road shall pass, and the right of way may be taken as provided, which agreement of consolidation shall be signed by the presidents and secretaries of the two companies so consolidated, and a copy thereof filed in the offices of secretaries of the states and territories through which said road passes, and also a like copy filed in the office of the Secretary of the State of Minnesota.

May consolidate with other Companies.

SEC. 14. The said company is hereby authorized to borrow money to be expended in the construction and equipment of their said road and its appendages, and to issue bonds for the payment thereof in the usual form and may make and execute in the corporate name of said company all necessary mortgages, writings, notes, bonds, or other papers, for any liability that may be incurred in the construction or equipment of said road.

May borrow money.

SEC. 15. Said company shall also have power and authority to construct and operate a line of magnetic telegraph along any or all of its railroads or branches in the state of Minnesota.

May construct telegraph.

SEC. 16. The fee simple of all the lands along the line of said route, or elsewhere, granted by Congress of the United States for the purpose of aiding in the construction of said road, may be directly granted to said company, and said company is hereby empowered to receive title thereto, and to transfer said lands from time to time, and to convey in fee simple or otherwise, as soon as and as often as ten miles of said road shall be constructed and completed, and the track thereof shall be put in running order, and the grant shall not become void, nor the company be dissolved by the non-completion of the entire extent of said

Fee simple of lands to vest in Company.

road, but shall be good and valid to all intents and purposes for the parts or portions of said road completed, and the said company shall continue and survive to that extent. *Provided*, That if any lands should be granted by the Congress of the United States to the State of Minnesota or the aforesaid company, for the construction of the line of road contemplated in this renewed charter, the Legislature of the said state of Minnesota shall have the right to make such restrictions as they may deem expedient concerning the time of sale of such lands.

Freight and passengers, regulation respecting.

SEC. 17. The said company shall carry and transport the mail of the United States on such terms as may be agreed upon, and all such freight and passengers as may be offered, if required so do, on the same terms usual with like railroad companies: *Provided*, That said company shall be bound to carry freight and passengers upon reasonable terms: *And provided further*, That the said company shall be, and is hereby required to transport wood on their road or branch, at a rate not exceeding the rate charged for other similar freights.

May connect with other railroad.

SEC. 18. The said corporation, as hereby created, is authorized and empowered, and it shall be lawful for the same to provide by contract or agreement for a connection of the railroad mentioned and provided for in this act with any railroad in the state of Wisconsin terminating upon the east bank of the Mississippi river, within two miles of the city of Red Wing, Minnesota, upon such terms and conditions, and in such manner as the board of directors of this corporation may deem practicable and advisable; and in case a contract or an arrangement for such a connection shall be completed, this corporation are hereby authorized and empowered to extend the road by a bridge across the Mississippi river: *Provided*, That the said bridge shall be so constructed as not to obstruct the navigation of said river; and in case it shall be necessary so to do, the corporation hereby created may, and they are hereby authorized, to establish and maintain a ferry across the Mississippi, after the expiration of any charters which have heretofore been granted by the Legislature between the terminus of the said road hereby authorized, and

the railroad in Wisconsin with which the same may be connected: *Provided*, That such ferry shall be used for the purposes and in the business of the said railroad company.

SEC. 19. That whenever any lands heretofore or hereafter granted to the Minnesota Central Railroad Company to aid in the construction and completion of its road or branches shall be contracted to be sold, conveyed, or leased by said company, the same shall be placed upon the tax list by the proper officer, for taxation as other real estate for the year succeeding that in which such contract for a sale, conveyance, or lease thereof shall have been made, but in enforcing a collection of the taxes thereon, the title or interest of the said company, or of any trustee or mortgagee thereof, shall be in no wise impaired or affected thereby; but the improvements thereon, and all the interest of the purchaser or lessee therein may and shall, in case of default of the payment of taxes upon such land, be sold to satisfy the same, and it shall be the duty of the proper officers to assess and collect such taxes in accordance with the general laws relating to the assessment and collection of taxes: *Provided*, That the said company shall, during the first three years, after thirty miles of said road shall be completed and in operation, on or before the first day of March in each and every year, pay into the treasury of the state one per cent. on the gross earnings of said road, the first payment to be made on the first day of March next after thirty miles of the said railroad shall be completed and in operation, and shall, during the seven years next ensuing, after the expiration of the three years aforesaid, pay into the treasury of this state, on or before the first day of March of each and every year, two per cent. of the gross earnings of said railroad, and shall, from and after the expiration of ten years from the completion of thirty miles of said railroad, on or before the first day of March of each and every year, pay into the treasury of the state three per cent. of the gross earnings of said railroad, and the payment of such per centum annually as aforesaid shall be, and is in full of all assessment whatever. And for the purpose of ascertaining the gross earnings

Lands to be tax'd

Company to pay
per centage on
road into State
Treasury.

aforesaid, an accurate account of such earnings shall be kept by said company, an abstract whereof shall be furnished by said company to the treasurer of the state, on or before the first day of February in each year, the truth of which abstract shall be verified by the affidavits of the treasurer and secretary of said company, and for the purpose of ascertaining the truth of such affidavits and the correctness of such abstracts, full power is hereby vested in the Governor of this state, or any other person appointed by law, to examine under oath the officers and employees of said company or other persons; and if any person so examined by the Governor or other authorized [person] shall knowingly or willingly swear falsely concerning the matter aforesaid, every such person is declared to have committed perjury. And for securing to the state the payment of the aforesaid per centum, it is hereby declared that the state shall have a lien upon the railroad of said company, and upon all the property, estate and effects of said company whatever, real, personal or mixed, and the lien hereby secured to the state shall take and have precedence of all demands, decrees and judgments against said company.

Comp'y to make
rules.

SEC. 20. The said company shall have power to make, ordain and establish all such by-laws, rules and regulations as may be deemed expedient and necessary to fulfill the purposes and carry into effect the provisions of this act, and for the well ordering, regulating and securing the affairs, business, interest and management of the company and its officers and employees: *Provided*, That the same be not repugnant to the constitution and laws of the United States and of this state, and of the provisions of this act.

Powers of Com-
pany.

SEC. 21. Said company shall have the power to prescribe the mode and manner of issuing the certificates of stock of said company, and how transferred, and create preferred and special stocks as they shall desire and deem expedient. And two-thirds of the directors of said company may, at any time change the name of said corporation, but before said company can do business under said new name, a copy of the resolution authorizing said change of name, signed by the president and secretary of said company, shall be filed with the Secretary of State, and notice of such

change shall be given by publishing notice thereof in one or more newspapers at the capital of said state for at least four consecutive weeks, when said company will transact its business under such new name, and the company under such new name shall have, enjoy and exercise all the rights, privileges, immunities and franchises, and be subject to all the liabilities and obligations by and in this act conferred, and be in all things and respects successors of the corporation hereby renewed, without further act or thing to be done.

Sec. 22. This act is hereby declared to be a public act and shall take effect and be in force from and after its passage.

Approved March 9, 1867.

CHAPTER XII.

An Act ratifying and confirming the articles of incorporation of the Iowa and Minnesota Railway Construction Company.

March 7, 1867.

SECTION 1.—Ratifies articles of incorporation.

2.—When act to take effect.

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

SECTION 1. That the articles of incorporation of the Iowa and Minnesota Railway Construction Company are hereby declared to be legal and valid articles of incorporation to incorporate said company, notwithstanding but three incorporators are named therein, instead of five, as required by chapter thirty-four, title one, section one of the laws of this state.

Legalizes articles of incorporation.