

board of directors, stating the number and par value of the shares so to be issued, and the particular purpose for which the same are to be issued.

Provided, That nothing contained in this act shall authorize any railway company to sell its capital stock for less than full par value thereof in money, property, work or services.

Capital stock
must be sold at
par.

Provided, further, That nothing in this act shall be so construed as to authorize the issuance or sale of any stock or bonds by any such company, or the performance of any act prohibited by chapter twelve (12) of the general laws of one thousand eight hundred and eighty-seven (1887), or by any other law of this state relating to the issuance or sale of the stock and bonds of any railway company therein.

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

When act to
take effect.

Approved April 24, 1889.

CHAPTER 229.

[H. F. No. 895.]

AN ACT RELATING TO THE FORMATION OR RE-ORGANIZATION OF RELIGIOUS SOCIETIES, ASSOCIATIONS OR CORPORATIONS.

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

SECTION 1. The members of any church, or religious association not less than eight (8), who do not wish to organize themselves into a religious association, society or corporation under the provisions of any existing law, may organize as a body corporate by adopting articles as hereinafter set forth and complying with the other provisions of this act; or any religious society, association or organization now in existence by virtue of any special or private laws, which does not wish to reorganize under the provisions of any existing law, may be reorganized and continued as a religious association, society or corporation by adopting by a vote of three-fourths ($\frac{3}{4}$) of the members present and voting at a stated meeting called for the purpose of considering the question of such reorganization, articles containing:

Religious
societies,
formation and
re-organization

First. The name of the corporation, its general purpose and plan of operation and its place of location.

Second. The terms of admission and qualification of membership and the selection of officers and the filling of vacancies and the manner in which such society or cor-

poration is to be governed and managed. Such articles shall be recorded in the office of the register of deeds for the county in which the corporation is located, and in the office of the secretary of state, and thereupon such organization shall be a body corporate by the name expressed in said articles, shall have a common seal which it may alter at pleasure, and will have all the powers hereinafter specified, and may adopt and establish a constitution and by-laws and make all rules and regulations by it deemed necessary and expedient for the management, regulation and conduct of its affairs in accordance with law.

In cases of re-organization title of property become vested in new corporation.

SEC. 2. All the rights, privileges, franchises and property of every name or nature, whether real or personal, whether in action or in possession, whether in law or in equity, and wherever situated, of any corporation re-organizing under the provisions of this act shall pass to the new corporation as soon as it shall have become fully organized without further act or ceremony. *Provided, however,* that the last board of trustees, or their survivors, of any corporation or society re-organizing under this act may at any time convey by a general or specific description, and by proper deed or deeds to the new corporation, any property owned by such society or corporation. Such deed shall recite the facts of such re-organization and it shall be prima facie evidence of the facts therein stated, and it shall be sufficient to pass all the title to the property therein described possessed by the corporation, association or society on whose behalf it is executed. Proof of the re-organization of any corporation pursuant to the provisions of this act, may be made by the affidavit of the president and recording secretary of such newly organized corporation, and such affidavit shall be recorded in the office of the Register of deeds of the county in which such corporation is located, and such affidavit shall be presumptive evidence of the facts therein stated pertaining to such organization or re-organization.

Powers and privileges.

SEC. 3. Any religious society, association, organization, or corporation formed pursuant to the provisions of this act, or which shall have reorganized under the provisions of this act, shall be capable of suing and being sued, holding, purchasing, and receiving title by devise, gift, grant or other conveyance of any property, real and personal, and shall have the power through its trustees to mortgage, sell, convey or otherwise dispose of its property, whether real or personal, or any part or portion thereof; *Provided, however,* that no such sale, conveyance, incumbrance, or any other disposition of the real property of any such corporation shall be made through the trustees, except when first authorized to make the same by a resolution of such society or organization, passed at a stated meeting thereof, called for that purpose, notice of the time, place and object of which shall be given by the recording secretary of the

corporation, association or society; which notice shall be printed and a copy mailed to each member at his residence, when such residence is known to the person sending such notice.

Provided, further, That no sale, incumbrance, mortgage, conveyance, or other disposition of any real property of said corporation, society or organization shall be made, except by the vote and assent of two-thirds ($\frac{2}{3}$) of the members present at the meeting called for the purpose of making such disposition. Proof of the facts of such notice of meeting, such meeting, and its proceedings, may be made by the affidavit of the recording secretary of such society, organization or corporation and a certified copy of the minutes of any meeting duly certified and attested by the recording secretary, under the seal of the society, organization or corporation. In case of sales of real property such affidavit and certified copies shall be recorded at length in the office of the register of deeds of the county where the premises are situated, and the said affidavits and records of said meeting, or a certified copy of such record, aforesaid, shall be presumptive evidence of the facts therein stated.

Two-thirds
vote necessary
to dispose of
real property.

SEC. 4. The constitution and by-laws and all rules for the management, regulation and conduct of affairs of any corporation or society reorganizing under the provisions of this act, so far as they are not inconsistent with this act, shall continue in force until altered, amended, revised or repealed.

Constitution
and by-laws to
continue in
force.

SEC. 5. No appropriations or contracts made by any corporation organized or reorganized pursuant to this act, where the amount of a single appropriation for a single purpose, or the amount involved in such contract exceeds the sum of three hundred (300) dollars, shall be valid, unless such contract or appropriation shall be authorized and ordered by the vote and assent of two-thirds ($\frac{2}{3}$) of the members present and voting at a stated meeting of such corporation, held for the purpose of considering such contract or appropriation.

Appropriations
how made.

SEC. 6. Nothing herein contained shall in anywise impair any rights in pews possessed by any members at the time of the formation or reorganization of any corporation formed or reorganized pursuant to this act.

Pew rights.

SEC. 7. Nothing herein contained shall be construed to, or shall repeal any law now in force relating to the formation or reorganization of any religious societies, associations or corporations in this state. Nor shall this act apply to or affect any action now pending in any court in this state.

SEC. 8. This act shall take effect and be in force from and after its passage.

When act to
take effect.