

	SECTION.	PAGE.
Surviving incorporators may designate others in place of deceased	38	14
Sections relating to similar provisions: See title "Compare," in index.		
Transfer of stock, generally	27	11
Not fully paid, security for	65	22
Taxation, stock held by non-residents exempt from	57	2
Retaliatory	106	34
Terms used in Act, meaning of certain	104	34
Trustee, may vote stock or give proxy	60	21
Not personally liable as stockholder	32	13
Vacancies, Directors, by failure to elect or qualify	24	10
Generally	25	11
Vested rights not impaired by repeal of other Acts	114	36
Vote, who may, stock ledger to determine	59	21
Voting, cumulative, unless otherwise prescribed in articles	20	9
Voting list of stockholders	58	21
Voting, treasury stock not to be voted	62	22
Voting power of stockholders	17	8
May give proxies	20	9
When corporate existence begins	5	4

ROLAND L. BRUNER.



STATE OF NEVADA

Foreign
Corporation
Laws

Compiled by
W. G. DOUGLASS,
Secretary of State

Printed at the
State Printing Office, Carson City
J. G. McCarthy, State Printer
1907

FEES OF SECRETARY OF STATE.

Following is Section 102 of the General Corporation Law, as amended in 1905:

On filing any certificate or articles or other paper relative to corporations, in the office of the Secretary of State, the following fees and taxes shall be paid to the Secretary of State, for the use of the State:

For certificate or articles of incorporation, ten (10) cents for each thousand dollars of the total amount of capital stock authorized, but in no case less than ten dollars.

Increase of capital stock, ten (10) cents for each thousand dollars of the total increase authorized, but in no case less than ten dollars.

Consolidation and merger of corporations, ten (10) cents for each thousand dollars of capital authorized, beyond the total authorized capital of the corporations merged or consolidated, but in no case less than ten dollars.

Extension or renewal of corporate existence of any corporation, one-half that required for the original certificate or articles of organization or incorporation by this Act.

Dissolution of corporation, change of nature of business, amended articles or certificates of incorporation or organization (other than those authorizing increase of capital stock), decrease of capital stock, increase or decrease of par value of number of shares, ten dollars.

For filing list of officers and directors or trustees, and name of agent upon whom service may be had, one dollar.

For certifying to articles of incorporation where copy is furnished, two dollars.

For certifying to the authorized printed copy of the General Corporation Law, as compiled by the Secretary of State, two dollars.

And for all certificates not hereby provided for, five dollars.

Provided, that no fees shall be required to be paid by any religious or charitable society or association or educational association having no capital stock.

ROLAND E. BRUNER.

FOREIGN CORPORATION LAWS.

An Act to require foreign corporations to furnish evidence of their incorporation and corporate name.

Approved March 4, 1869.

SECTION 1. Every incorporated company or association created and existing under the laws of any other State, or of any foreign government, shall file in the office of the County Recorder of each county in this State, wherein such corporation is engaged in carrying on business of any character, a properly authenticated copy of their certificate of incorporation, or of the Act or law by which such corporation was created, with a proper certificate of the officers of the corporation as to the genuineness of the same; and to each of such certificates shall be appended a duly certified list of the officers of such corporation, which said list, with the proper supplemental certificate, shall be corrected as often as a change in such officers occurs; and a copy of such certificate, duly certified to by the County Recorder wherein such certificate is filed, may be introduced in evidence to prove the fact of the existence of such corporation, without further proof. *As amended, Stats. 1877, p. 57.*

SEC. 2. Any person or persons who shall act as the managing agent or superintendent of any such corporation, in conducting or carrying on any business of such corporation, in any of the counties of this State, without any such certificate having been filed as required by section one of this Act, shall be deemed guilty of a misdemeanor, and on conviction shall be fined not less than fifty nor more than five hundred dollars, to which may be added imprisonment in the county jail for any period not exceeding six months; *provided*, that in all actions against such corporations, associations or companies, which have neglected to file the proper certificate or Act of their incorporation, as heretofore provided, it shall be sufficient to establish the legal existence of such corporation by the proof of their acting as such. *As amended, Stats. 1877, p. 57.*

An Act to require foreign corporations and associations to name and keep agents in this State upon whom all legal process may be served.

Approved February 25, 1889.

SECTION 1. Every incorporated company or association created and existing under the laws of any other State or Territory, or foreign government, or the Government of the United States, owning property or doing business in this State, shall appoint and keep in this State an agent upon whom all legal process may be served for such corporation or association. Such corporation shall file a certificate, properly authenticated by the proper officers of such company, with the Secretary of State, specifying the full name and residence of such agent, which cer-

tificate shall be renewed by such company as often as a change may be made in such appointment, or vacancy shall occur in such agency.

SEC. 2. Any and all legal process may be served upon such company by delivering to such agent, personally, a copy of such process, which shall be legal and valid.

SEC. 3. If any such company shall fail to appoint such agent, or fail to file such certificate for fifteen days after a vacancy occurs in such agency, on the production of a certificate of the Secretary of State, showing either fact, which certificate shall be conclusive evidence of the fact so certified to and be made a part of the return of service, it shall be lawful to serve such company with any and all legal process, by delivering a copy to the Secretary of State, or, in his absence, to any duly appointed and acting Deputy Secretary of State, and such service shall be valid to all intents and purposes; *provided*, that in all cases of service under this Act, the defendant shall have forty days (exclusive of the day of service) within which to answer or plead, except in cases in the Justice Courts, where the summons shall specify the day and hour for the appearance of the defendant, and shall be made returnable not less than forty nor more than sixty days from the date of issuance thereof, and shall be served at least forty days before the time fixed therein for the appearance of the defendant. This Act shall be construed as giving an additional mode and manner of serving process and as not affecting the validity of any service of process hereafter made, which would be valid under any statute now in force. *As amended, Stats. 1905, pp. 140, 141.*

An Act requiring foreign corporations doing business in the State of Nevada to publish annual statements.

Approved March 28, 1901.

SECTION 1. All foreign corporations doing business in the State of Nevada shall during the month of May of this year and each succeeding year in the month of January, publish a statement of their last year's business in some daily newspaper in the State of Nevada for a period of one week.

SEC. 2. The Secretary of the company publishing the statement shall file a copy with the Assessor of each county of the State of Nevada, in which said company is doing business. *As amended, Stats. 1907, p. 39.*

SEC. 3. Any corporation coming within the provisions of this Act who shall neglect or refuse to file a statement as required by section one of this Act, shall be liable to a penalty of \$100 for each month that the published statement remains unfiled with the several Assessors of the State.

SEC. 4. Any District Attorney in the State is competent to sue to recover the penalty, or the Attorney-General. The first county suing through its District Attorney shall secure the penalty, and if no suit is brought for the penalty by any District Attorney the State shall have the right to recover through its Attorney-General.

SEC. 5. All Acts and parts of Acts in conflict with this Act are hereby repealed.

An Act to amend section one of an Act entitled "An Act to define the rights and responsibilities of owners of telephone lines in the State of Nevada," approved March 1, 1897.

Approved March 8, 1905.

SECTION 1. Section one of the above-entitled Act is hereby amended so as to read as follows:

Section 1. All persons or corporations owning telephone lines now in operation, or who may hereafter construct and operate such lines in the State of Nevada, shall be entitled to all the rights and privileges and be subject to all the restrictions and responsibilities provided for in an Act entitled "An Act for the regulation of the telegraph, and to secure secrecy and fidelity in the transmission of telegraphic messages," approved February 16, 1864, and in an Act entitled "An Act to provide for constructing and maintaining telegraph lines in the State of Nevada," approved February 9, 1866, and all Acts and parts of Acts amendatory of, or supplementary to said two Acts mentioned herein, so far as the same shall be applicable to telephone companies.

An Act for the regulation of foreign building and loan societies doing business in the State of Nevada.

Approved March 13, 1905.

SECTION 1. All foreign building and loan societies doing business in the State of Nevada shall pay into the office of the State Insurance Commissioner an annual license of \$100.

SEC. 2. They shall file with the Insurance Commissioner before the 1st day of March of each year an annual statement of all business done by them for the previous year, either in Nevada or elsewhere, and the same shall be published as the statements of other corporations.

SEC. 3. Any person soliciting business for a foreign building and loan society in this State which has not paid the license mentioned in Section 1 of this Act shall be deemed guilty of a misdemeanor, and, on conviction thereof, be fined \$100 or confined for fifty days in the county jail, or both such fine and imprisonment.

SEC. 4. The Insurance Commissioner is authorized to examine into the business of any corporation doing business in Nevada under this Act, but shall not be allowed more than his actual expenses while so doing. His bills for such expenses shall be submitted to the State Board of Examiners, and when allowed the State Controller shall draw his warrant for the same.

SEC. 5. All moneys received by the Insurance Commissioner under this Act shall be paid into the General Fund.

SEC. 6. This Act shall take effect on and after its approval by the Governor.

An Act to amend an Act entitled "An Act providing a general corporation law," approved March 16, 1903.

Approved March 14, 1905.

SECTION 8. Section 85 of the law of 1903 relative to corporations is amended to read as follows:

Section 85. Every corporation incorporated or authorized to transact business in this State shall, within thirty days after every and any corporate act which makes any change in the board of directors or trustees, file in the office of the Secretary of State a statement duly authenticated by the signatures of the president and secretary and verified by each of them, giving the names of all the directors or trustees and officers, with the date of election or appointment of each, term of office, residence and postoffice address of each, character of his business, location (giving also street and number if practicable) of its principal office in this State, and the name of the resident agent in this State in charge of said office upon whom process can be served, and every corporation failing so to do for thirty days shall forfeit to the State \$100.

An Act requiring certain non-resident joint-stock companies, associations and corporations doing a building and loan business to furnish security before doing business in this State, and prescribing the penalty for a failure to do so.

Approved March 14, 1907.

SECTION 1. No joint-stock company, association or corporation heretofore or hereafter organized under the laws of any other State, or Territory, or foreign country, for the purpose of engaging in the building and loan business, or to borrow, loan or invest money, or dealing in investment certificates, or other similar business, except a banking business, shall be allowed to continue or to do business, or sell their stock or certificates in this State after May first, A. D. 1907, without first having deposited with the State Treasurer the sum of \$50,000 in money, or United States, or municipal bonds of this State, or in first mortgage upon real estate located within this State, as a guarantee fund for the protection and indemnity of residents of the State of Nevada, with whom such companies, associations, or corporations shall do business; the fund so deposited to be paid by the custodian thereof to the residents of Nevada only; and not then until proof of claim of final judgment has been filed with the custodian of such fund against such foreign company, association or corporation. Any of the securities so deposited may be withdrawn at any time upon others, herein provided for, or like amount, being substituted in lieu thereof.

SEC. 2. Any person or persons who shall be found in this State as agent, or in any other capacity representing such non-resident or foreign company, association or corporation, which has not complied with the provisions of this Act shall be deemed guilty of a misdemeanor, and on conviction thereof shall be fined not exceeding five hundred dollars, or imprisonment in the county jail not exceeding six (6) months, or by both such fine and imprisonment.

SEC. 3. Any company, association or corporation subject to the provisions of this Act, which has not fully complied with the terms thereof shall not be permitted to commence, maintain or prosecute any action in any court in this State.

SEC. 4. All Acts and parts of Acts in conflict herewith are hereby repealed.

An Act to require foreign corporations to qualify before carrying on business in this State, regulating and prescribing the manner thereof, other matters pertaining thereto, and repealing all other Acts in conflict herewith. Approved March 20, 1907.

SECTION 1. Every corporation organized under the laws of another State, Territory, the District of Columbia, a dependency of the United States or foreign country, which shall hereafter enter this State for the purpose of doing business therein, must, before commencing or doing any business in this State, file in the office of the Secretary of State of the State of Nevada a certified copy of said articles of incorporation, or of its charter, or of the statute or statutes, or legislative, or executive, or governmental Acts, or other instrument or authority by which it was created, and a certified copy thereof, duly certified by the Secretary of State of this State, in the office of the County Clerk of the county where its principal place of business in this State is located.

SEC. 2. On filing certified articles, papers, or other instrument of incorporation, as required in section one of this Act, said corporation shall pay the same fees to the Secretary of State as are paid by corporations organized under the laws of this State.

SEC. 3. Every such corporation which shall fail or neglect to comply with the provisions of this Act shall be subject to a fine of not less than five hundred dollars, to be recovered in a court of competent jurisdiction, and shall not be allowed to commence, maintain, or defend any action or proceeding in any court of this State until it shall have fully complied with the provisions of this Act; and any person or persons who shall act as agent within this State of any such corporation, which shall fail for a period of ten days after the taking effect of this Act to comply with the provisions herein, shall also be personally and individually liable to a fine of not less than five hundred dollars; and it is hereby made the duty of the Secretary of State, as he may be advised that corporations are doing business in contravention of this Act, to report them to the Governor, who shall instruct the District Attorney of the county wherein such corporation has its principal place of business, or the Attorney-General of the State, or both, as soon as practicable, to institute proceedings to recover the fine or fines provided for in this section.

SEC. 4. All Acts and parts of Acts in conflict herewith are hereby repealed.

An Act to give foreign corporations the benefits of the statute of limitations of this State on certain conditions.


Approved March 29, 1907.

SECTION 1. Every foreign corporation doing business in the State of Nevada, which complies with all the provisions of the laws of this State, with reference to or concerning such corporations, is and shall be thereafter entitled to the benefit of the laws of this State, limiting the time for the commencement of civil actions, but no such corporation is or shall be entitled to the benefit thereof, nor can any such corporation maintain or defend any action or proceeding in any court of this State, until such corporation has complied with all the said laws of this State.

SEC. 2. This Act shall take effect immediately.

INDEX TO FOREIGN CORPORATION LAWS.

	PAGE
Fees for filing.....	2
Foreign corporations to appoint an agent in this State.....	3
Foreign corporations to furnish evidence of incorporation and name.....	3
Foreign corporations doing business in this State to publish annual statements.....	4
Report of election of officers of corporation to Secretary of State.....	5
Defining rights and responsibilities of telephone lines and owners thereof.....	5
Foreign building and loan societies	5
Non-resident joint-stock companies, associations or corporations doing a building and loan business to deposit \$50,000 or equivalent in bonds with State Treasurer before doing business.....	6
Deposit to be made before May 10, 1907.....	6
Any person acting as agent of corporation not complying with law shall be deemed guilty of misdemeanor.....	6
Company failing to comply with law shall not maintain or prosecute any action in any court in this State.....	6
Foreign corporations to file certified copy of charter with Secretary of State.....	7
Certified copy of charter to be filed with the County Clerk of county where principal place of business is located.....	7
Fees same as domestic corporations.....	7
Failure to comply with provisions subject to a fine of \$500.....	7
Any person acting as agent without a compliance with the law subject to a fine of \$500....	7
Failure to comply with enactment, cannot maintain or defend an action at law.....	7
Benefits of the statute of limitations.....	7



GENERAL
CORPORATION LAWS

OF THE

STATE OF DELAWARE.

