

# HOUSE . . . . . No. 259.

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HOUSE OF REPRESENTATIVES, Jan. 22, 1900.

[Introduced on leave by Mr. Mansfield of Boston. Mercantile Affairs.]

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## Commonwealth of Massachusetts.

In the Year One Thousand Nine Hundred.

### AN ACT

Relative to Foreign Corporations, Joint Stock Companies, and Associations of Persons carrying on Work or doing Business in this Commonwealth.

*Be it enacted by the Senate and House of Representatives in General Court assembled, and by the authority of the same, as follows:*

1 SECTION 1. Section one of chapter three  
2 hundred and thirty of the acts of the year eight-  
3 een hundred and eighty-four is hereby amended  
4 by inserting in the second line, after the word  
5 "country," the words:—and every joint stock  
6 company and association of persons, all or any of  
7 whom are inhabitants of any other state or foreign  
8 country,—and by striking out the words, "having  
9 a usual place of," in the second line of said sec-

10 tion, and inserting in place thereof the words:—  
11 carrying on work or doing,—and by inserting  
12 after the word “before,” in the third line of said  
13 section, the words:—carrying on work or,—and  
14 by inserting after the word “its,” in the fifth line  
15 of said section, the words:—or their,—and by  
16 inserting after the word “it,” in the sixth line of  
17 said section, the words:—or them,—and by in-  
18 serting after the word “it,” in the eighth line of  
19 said section, the words:—or their,—and by in-  
20 serting after the word “company,” in the ninth  
21 line of said section, the words:—corporation or  
22 person,—and by inserting after the word “com-  
23 pany,” in the eleventh line of said section, the  
24 words:—corporation or person,—so as to read  
25 as follows:—

26 *Section 1.* Every corporation established under  
27 the laws of any other state or foreign country,  
28 and every joint stock company and association of  
29 persons, all or any of whom are inhabitants of  
30 any other state or foreign country, and hereafter  
31 carrying on work or doing business in this Com-  
32 monwealth, shall before carrying on work or  
33 doing business in this Commonwealth, appoint in  
34 writing the commissioner of corporations or his  
35 successor in office to be its or their true and law-  
36 ful attorney upon whom all lawful processes in  
37 any action or proceeding against it or them may  
38 be served, and in such writing shall agree that  
39 any lawful process against it which is served on  
40 said attorney shall be of the same legal force and  
41 validity as if served on the company, corporation

42 or person, and that the authority shall continue in  
43 force so long as any liability remains outstanding  
44 against the company, corporation or person in this  
45 Commonwealth. A copy of the writing, duly cer-  
46 tified and authenticated, shall be filed in the office  
47 of the said commissioner, and copies certified by him  
48 shall be deemed sufficient evidence thereof. Ser-  
49 vice upon such attorney shall be deemed sufficient  
50 service upon the principal.

1 SECTION 2. Section two of said chapter three  
2 hundred and thirty of the acts of the year eight-  
3 een hundred and eighty-four is hereby amended  
4 by inserting after the word "company," in the  
5 first line, the words: — corporation or person, —  
6 and by inserting after the word "company," in the  
7 second line, the words: — corporation or person,  
8 — and by inserting after the word "company," in  
9 the fourth line, the words: — corporation or per-  
10 son, — and by inserting after the word "corpora-  
11 tion," in the seventh line, the words: — company,  
12 person, — and by inserting after the word "com-  
13 pany," in the seventh line, the words: — corpora-  
14 tion or person, — so that said section shall read  
15 as follows: —

16 *Section 2.* When legal process against any  
17 such company, corporation or person is served  
18 upon said commissioner, he shall immediately  
19 notify the company, corporation or person of such  
20 service by letter with postage prepaid, directed  
21 in the case of a company, corporation or person  
22 of a foreign country to the resident manager, if

23 any, in this country; and shall, within two days  
24 after such service, forward in the same manner a  
25 copy of the process served on him to such cor-  
26 poration, company, person or manager, or to any  
27 person designated by the company, corporation  
28 or person in writing. The plaintiff in each proc-  
29 ess so served shall pay to the commissioner at the  
30 time of such service a fee of two dollars, which  
31 shall be recovered by him as part of the taxable  
32 costs, if he prevails in the suit. The said com-  
33 missioner shall keep a record of all processes  
34 served upon him, which record shall show the  
35 day and hour when such service was made.

1 SECTION 3. Section three of said chapter three  
2 hundred and thirty of the acts of the year eighteen  
3 hundred and eighty-four is hereby amended by  
4 striking out the whole of said section, and insert-  
5 ing in place thereof the following: —

6 *Section 3.* Every corporation hereinbefore re-  
7 ferred to, before transacting business in this Com-  
8 monwealth, shall file with said commissioner a  
9 copy of its charter or certificate of incorporation,  
10 and a statement of the amount of its capital stock,  
11 and the amount paid in thereon to its treasurer  
12 and if any part of such payment has been made  
13 otherwise than in money, the statement shall set  
14 forth the particulars thereof; and said statement  
15 shall be subscribed and sworn to by its president,  
16 treasurer and by a majority of its directors or  
17 officers having the powers usually exercised by  
18 directors. Every joint stock company and associ-

19 ation of persons hereinbefore referred to shall file  
20 with said commissioner a certificate subscribed  
21 and sworn to by its or their president, treasurer  
22 and by a majority of its or their directors or offi-  
23 cers having the powers usually exercised by  
24 directors, or if no such president, treasurer or  
25 officers, by the members of said company or asso-  
26 ciation, setting forth the name and style under  
27 which said company or association does business,  
28 nature of the business carried on, place where  
29 organized ; if organized under the statutes of any  
30 state, shall set forth said statute, and the name  
31 and place of residence of each stockholder in or  
32 member of said company or association. All such  
33 joint stock companies and associations of persons  
34 now doing business in this Commonwealth shall file  
35 such certificate on or before the first day of October  
36 next, provided such work or business is then car-  
37 ried on. Every officer of a corporation, and every  
38 officer and member of a joint stock company  
39 or association of persons which fails to comply  
40 with the requirements of this act, and every  
41 agent of such corporation, joint stock company  
42 or association of persons, who transacts busi-  
43 ness as such in this Commonwealth shall, for  
44 such failure, be liable to a fine not exceeding  
45 five hundred dollars; but such failure shall not  
46 affect the validity of any contract by or with  
47 such corporation, company or person. Every  
48 such corporation shall pay into the treasury ten  
49 ten dollars for filing a copy of its charter, and  
50 every such corporation, joint stock company and

51 association of persons shall pay into the treasury  
52 five dollars for filing a statement or certificate  
53 required by this section.

1 SECTION 4. This act shall take effect on the  
2 first day of July in the year one thousand nine  
3 hundred.