

CHARTER OF NORTHERN PACIFIC RAIL-
WAY COMPANY

(Formerly Superior and St. Croix Railroad Company)

AND LAWS RELATING THERETO.

• CHAPTER 326.

[Published April 6, 1870.]

AN ACT to incorporate the Superior and St. Croix Railroad Company.

*The people of the state of Wisconsin, represented in senate
and assembly, do enact as follows:*

SECTION 1. That I. W. Gates, R. G. Coburn, E. W. Anderson, jr., Hiram Hayes, S. H. Clough, Hiram Robbins, D. W. Maxon, John J. Tallmadge, H. L. Palmer, S. B. Dresser, O. S. Powell, and such other persons as may be associated with them who shall become stockholders in the association or corporation hereby created, in accordance with the provisions of this act, shall be and they are hereby created a body corporate and politic by the name and style of the Superior and St. Croix Railroad Company, and by that name shall have perpetual succession, be competent to contract and be contracted with, sue and be sued, implead and be impleaded, answer and be answered, defend and be defended in any court whatever. The said corporation may make, have and use a common seal, which it may alter or renew at pleasure; it shall be capable of acquiring by deed, lease or other conveyance, a fee simple or any less estate in lands, tenements or easements in the same, and of conveying any such estate or interest by deed, lease or other conveyance, or of holding such estate or interest, or any other estate necessary for the use of the said railroad, either real, personal or mixed, and shall have and enjoy all the privileges, franchises or immunities incident to a corporation, and

may do and perform all and singular the acts and matters which to any corporation it shall lawfully appertain to do and perform for the well being of said corporation.

SECTION 2. The said company by this act created is hereby authorized and empowered to survey, locate, and from time to time alter, change and re-locate, (so as not materially to change the route) and to construct and complete, perpetually to have, use and enjoy, maintain and operate the said railroad with one or more tracks or lines, over and along the following routes, that is to say: beginning at some convenient point on the west shore of the bay of Superior, or on the south shore of the bay of St. Louis, in the county of Douglas, running thence southerly by a route as direct as may be practicable, through the counties of Douglas, Burnett, Polk, St. Croix and Pierce via St. Croix Falls and Hudson to Prescott, with a branch or extension running westerly from the above designated place of beginning in Douglas county to such point on the Minnesota boundary north of the Nemadji river as may be deemed desirable by the directors of said railroad company.

SECTION 3. The company hereby created shall have the perpetual right, power and authority to transport, take and carry property and persons upon said railroad by steam or other power, and to receive and store away any property in any of its depots or other buildings, and to make, construct, maintain and use all such switches, turnouts, side tracks, as it shall deem necessary, and also to construct, erect and maintain all such depots, station houses, ware houses, car houses and shops, engine houses and all other buildings, fixtures and things for the accommodation of said company and its roads, and those using the same. And said railroad company shall have power to connect its road with any other railroad, and to operate the same, or to run in connection with any such railroad in such manner as may be agreed upon between the boards of directors of this company and any such railroad. And any railroad company or association having a railroad built or partly built, running in the direction of the line of railroad which the railroad company hereby created is authorized to construct and operate, which this company by this act created shall agree to use or connect with, is hereby authorized to make such lease or sale to this company or corporation, perpetually or for a limited time, of the whole or any part of their railroad so constructed or partly constructed, together with the rolling stock, machinery, buildings, tenements or fixtures, and all other property,

real, personal or mixed, of the said company or association, together with its franchises, rights, privileges and immunities, or to sell the same, and in consideration of such lease or sale, to take or receive such rents or payments as may be agreed upon. ✓

SECTION 4. The said company shall have the right, authority and power and it is hereby authorized and empowered to construct its railroad along and upon, across, under or over any public or private highway, roads, streets, plank-road or railroad if the same shall be necessary, but the said company shall put such highway, road, street, plank-road or railroad in such condition and state of repair as not to impair or interfere with the free and proper use, and also to erect and maintain all necessary bridges for the use of their railroad over any stream of water or water course at such points of crossing the same as said road may be located, with all necessary abutments, piers, arches and foundations.

SECTION 5. It shall be lawful for the company hereby created, and it shall have the right power and authority by its officers, engineers, agents, servants and workmen to enter upon any land for the purpose of exploring, surveying, locating and determining the routes of said railroads; and when the said routes or any portion thereof shall be determined by resolution adopted by its board of directors, it shall be lawful for said company, and it shall have the right, power and authority by its officers, engineers, agents, contractors, surveyors, servants and workmen, at any time to enter upon, take, possess, occupy and use any land along and including the line of said route, not exceeding one hundred feet in width. It shall also be lawful for said company, and it shall have the right, power and authority, at any time to enter upon, take, possess, and occupy and use any other lands beyond said limits of one hundred feet, which the directors shall by resolution adopted by them, (a copy of which shall be recorded at the expense of said company, in the office of register of deeds, in the county in which said lands are located), declare to be necessary for the use of said company, for the purposes of erecting depot buildings, station houses, machine shops, freight houses, ware houses, engine houses or buildings or fixtures of any kind, or ground about the same for the convenient operation of the road, or for making drains or giving proper direction to water courses, or of directing or changing the channel of water courses, or for the purpose of removing such substances

or things as may endanger, obstruct or interfere with the free use of said road, or for the purpose of depositing earth, gravel, stone, timber or other material for embankments, structures or superstructures necessary to the construction, repair or removal of said road. Said company shall however, at such time and in such manner as is provided by and in this chapter and act, be liable to pay the full value of all earth, gravel, stone, timber and land which may be so as aforesaid taken, possessed, occupied and used for any of the purposes aforesaid, which is the private property of either persons or corporation, which value (unless the owner thereof and said company shall agree as to the same) shall be ascertained and determined in the manner hereinafter provided; and whenever the same shall have been paid, tendered or deposited as provided in this act, an estate in and to all and every such lands in fee simple, absolute forever shall be and become vested in said company by virtue thereof, and of the provisions of this act, and by the same means a complete title shall vest in said company in and to all such earth, gravel, stone and timber; and whenever said company shall deem that such property or any part or portion of such property shall no longer be necessary for the purposes for which the same were taken, it is hereby authorized and empowered by deed or other instrument in writing, to lease or sell the same or any part thereof.

SECTION 6. On the completion of said road or any part thereof, it shall be lawful for said company, and it is hereby authorized and empowered to demand and receive such sum or sums of money for the transportation of persons and of property, and for the storage of property, as it shall from time to time deem reasonable.

SECTION 7. Said company hereby created shall also have full power and authority to transport persons and property in boats, vessels, barges and other water-craft on any of the navigable waters which its said railroad or roads run to or connect with, and to receive and collect reasonable compensation for the same, and for that purpose may build or purchase, own and use such boats, vessels, barges and other water-crafts as it may require.

SECTION 8. The company hereby created shall be capable in law of taking and holding any land granted to it by the government of the United States or of this state, or by individuals or corporations, to aid in the construction of its road, and may also pledge, mortgage or otherwise dispose of all their rights, title and interest in and to said lands,

and in any other estate, real, personal or mixed, of which they may be seized at the time of the execution of such mortgage, or which they may acquire subsequently thereto, in such manner and on such terms as the directors may think proper.

SECTION 9. All the affairs of said company shall be managed by a board of directors, who shall be stockholders, and who are hereby invested with all the powers of the corporation. They shall be chosen annually by ballot, by the stockholders, at the annual meeting of the company, which shall be held on such notice and at such time as shall be prescribed by the by-laws, and at such place as shall be prescribed by the board of directors and stated in such notice. At all meetings of the stockholders, every stockholder shall be entitled to one vote for each share of stock held by him or her and may vote in person or by proxy duly authorized; and no business shall be transacted at any meeting of the stockholders, unless a majority of the stock subscribed is represented. In all elections of directors, those stockholders equal to the number to be elected having the greatest number of votes shall be deemed and declared duly elected. The elections shall be conducted in such manner as shall be prescribed by the by-laws of the company; and if from any cause an election of directors shall not be had at the time when, by the provisions of this act or of the by-laws, it should be had, the same may be held at any other time, on notice to be given as aforesaid, and until such election be had the directors of the preceding year shall continue to act, and the corporation hereby created shall not forfeit or lose any of its privileges, franchises or immunities for a less period than ten consecutive years. The board may at any time increase or diminish the number of directors to be elected at the next annual meeting of the stockholders, and the number to be elected shall be specified in the notice of election, but shall never be less than five or more than eleven.

SECTION 10. A majority of the board of directors shall constitute a quorum for the transaction of any business. They shall meet at such times and places, and be convened in such manner as they shall decide upon. They shall elect one of their own number to be president, and one to be vice president. The president shall when present, preside at all meetings of the board and of the stockholders, and when absent, the vice president shall discharge the duties of the president, and when both are absent, the directors may ap-

point a president *pro tem*. The board of directors shall have power to appoint an executive committee, and prescribe its powers and duties; to appoint a secretary, treasurer and such engineers, superintendents, agents and other officers, as they may deem necessary, and remove them at pleasure; prescribe their duties and compensation, and may demand adequate security for the discharge of their respective duties and trusts.

SECTION 11. The persons named in the first section shall be the first directors, and shall hold their offices until the first Wednesday of May, A. D. 1871, and until others are chosen in their places, and in case of a vacancy in the directors by reason of the death or resignation of any director, or of his ceasing to be a stockholder, it may be filled by the remaining directors, until the next annual election, or until some other person shall be elected to fill the same. The directors herein named may appoint three persons who shall be stockholders, to be inspectors at the first election, after which the stockholders shall choose three such inspectors at the annual elections. If no inspectors are chosen, the directors may appoint three from time to time. If at any time an election of directors shall not take place on the day appointed by this act, the corporation shall not for that cause be dissolved, but an election may be held on another day, in such manner as shall be prescribed by the directors, or provided for by the by-laws.

SECTION 12. The said company shall have authority and power, and it is hereby authorized and empowered in its corporate capacity, to borrow any sum of money from any person or persons, corporation or body politic of any kind, and to make, execute and deliver all necessary writings, notes, bonds, mortgages or other papers and securities in amount and kind, as may be deemed expedient by said corporation in consideration of any such loan, or in the discharge of any liabilities that it may incur in the construction, repair, equipment or running of said road; and the powers of said corporation for the purposes aforesaid, and for all purposes necessary to carrying out the objects of said company, viz: the construction of a railroad from and to the points aforesaid, are hereby ratified and confirmed, and the contracts and official acts of said company declared binding in law and equity upon said corporation and upon all other parties to such contracts. Said company shall also have authority and power, and it is hereby authorized and em-

powered in its corporate capacity to make, execute, issue and deliver its bonds and obligations from time to time, and at any time, in such an amount that all the bonds of said company outstanding at any one time will not exceed the amount of the capital stock of said company. The directors of said company are hereby authorized and empowered to prescribe by resolution to be by them adopted, the sum or sums for which each of said bonds shall be issued, the time or times and place or places when and where the principal and interest of the same shall be payable, and whether payable to order or to bearer, or how otherwise negotiable, the rate of interest which such bonds shall bear and the manner and form in which the interest coupons annexed to them shall be executed; and to secure the payments of any or all of such bonds, the said corporation is hereby authorized and empowered, in its corporate capacity, to make, execute and deliver a mortgage or deed of trust upon the whole or any part of its railroad, constructed or authorized to be constructed, and of any or all of its estate, real, personal or mixed, in possession or expectancy, owned and acquired, or to be thereafter owned and acquired by said corporation; and the said company is also hereby authorized and empowered, in and by such mortgage or deed of trust to confer upon the trustees or mortgagees, full and ample powers to enter into and upon, and to take possession of, have, use and enjoy, or to sell and dispose of the whole or any part of said railroad or its estate, together with the functions appertaining to said railroad, and all corporate and other franchises, rights and privileges of said corporation; and the directors of said company are hereby authorized and empowered to prescribe by resolutions to be adopted by them, all matters relating to the form and terms of any such mortgage or deed of trust, and of its execution and delivery; and they are authorized to provide for the periodical payments to such trustee or receiver as they shall appoint, a certain sum to create a sinking fund, with which to pay off or discharge at or before maturity any or all of the bonds by them authorized to be issued; and also to provide the manner in which such trustee or receiver shall pay out or dispose of said sinking fund, and to authorize him to designate by lot or in any other suitable manner, the bond or bonds to the payment of which such sinking fund or any part of it shall be applied, and the said board of directors are hereby authorized and empowered to sell, pledge, hypothecate or otherwise dispose of, either for money, work or material to

be used in the construction and equipment of said railroad, all or any portion of such mortgage, bonds or other securities or bonds received from any county, town, village or city at par or at such price less than par as the said directors may by resolution, to be by them adopted, deem advisable: any such mortgage or deed of trust and every discharge or satisfaction thereof, may be recorded in the office of the secretary of state in a proper book kept for that purpose, and the certificate of such recording indorsed on such mortgage or deed of trust, shall have the same effect as if such mortgage or deed of trust was recorded in the several counties through which such road may run, and such record in the office of the secretary shall be sufficient notice to all persons.

SECTION 13. The company hereby created shall for all and every of the lands and property which it shall appropriate, take, possess, occupy or use (unless the same be donated to them), pay the value thereof, at the time and in the manner herein provided; and such value shall be ascertained, fixed and determined by mutual agreement between the said company and the owners of such land and property respectively, or by and through the medium and appraisal and determination or award of commissioners appointed as hereinafter provided.

SECTION 14. When the said corporation shall not agree with the owner or owners of such required land for the purchase thereof, or as to the compensation to be paid therefor, or when by reason of the legal incapacity or of absence of such owner or owners no such agreement can be made, then and in that case it shall be lawful for any judge of the supreme, circuit or county courts of this state on application of the said company, or the owner or owners of any such land, and at the cost and charge of said company, to appoint three disinterested persons residing in the county through which the said road runs, whose duty it shall be to view and examine the lands so taken, with the buildings and improvements if any thereon, and to estimate the value of the lands so taken and required by said company, and all the damages which the owner or owners thereof shall sustain or may have sustained by reason of the taking of the same for the construction and use of said road or works appertaining thereto. And it shall be the duty of said company or of the owner or owners aforesaid, as the case may be, to give three weeks' notice of their application to the judge of the supreme, circuit or

county courts for the appointment of said commissioners, to be published for three successive weeks in a newspaper published (if there be any) in the county in which such land may be situated, and the affidavit of the printer or publisher shall be sufficient legal evidence of such publication; and the persons so appointed, before entering upon the discharge of such duties, shall take an oath before some justice of the peace or other person, competent by law to administer oaths, faithfully and to the best of their ability to examine the lands so taken or required by said company, and impartially to estimate and appraise the value of the same, and the damage or injury which the owner or owners thereof shall have sustained or may sustain by reason of the taking and use thereof by said company, whereupon such commissioners shall proceed to examine the premises and estimate the value of such land, and the amount of damage, and they or a majority of them shall make a report in writing of such valuation, under their hand and seals to the circuit court of the county where the land lies, and shall return the same within ninety days after their appointment, to the clerk of the circuit court of the county where they reside, and it shall be the duty of the said clerk to immediately file the same; and in case no appeal shall be made within thirty days after the filing of the said report, as hereinafter provided, then the said clerk shall record the same at the expense of said company, and judgment of the said court shall be entered thereon on motion of either party at any term of said court: *provided*, that either party may appeal to said court within thirty days after said report shall have been filed in the clerk's office, and such appeal shall be tried in the same manner as other issues on trial in said court; and the jury empaneled to try the same shall find the value of the land so taken as required by said company, and the damages which the owner or owners thereof shall have sustained by the taking of the same and the judgment of the said court shall be entered accordingly: *provided, also*, that it shall not be lawful for the said commissioners or said court to proceed in the assessment of damages, or in the valuation of any lands or materials as aforesaid in the absence of the owner or owners, his, her or their agents or attorneys, unless it be shown to them by competent testimony that the said owner or owners shall have had at least five days' notice of the time and place at which such assessment or valuation was to be made, or that the said owner

or owners are absent from the state of Wisconsin; and if the said owner or owners shall be minors or *non compos mentis*, or absent from the state, the service of notice may be made on the guardian or trustee if there be any, or in such manner as the court may direct: *provided, also*, that upon the making and filing of the report as aforesaid, and payment in legal tender of the amount of any valuation or appraisal specified therein, to the owner or owners of any such lands, his, her or their legal representatives on payment thereof into the circuit court of the county in which such land shall be situated, for the owner or owners thereof, the said company, their agents, or the contractor for making or repairing said railroad may immediately take and use the same without awaiting issue of any appeal brought thereon; *and provided also*, that in case of an appeal as aforesaid by the owner or owners of such land, the said company immediately on notice of the perfection of such appeal shall pay into court to abide the judgment therein the amount awarded by such commissioners; and in case of any appeal by the company, it shall be the duty of such company to execute a bond with sufficient surety, to be approved by the court, conditioned to pay any judgment that may be rendered therein, and to abide by the order of the court in the premises; such bond shall be filed at the time of entering the appeal, and in case of neglect or refusal, unless further time so to do shall have been granted by the court, the appeal may be dismissed on motion. Whenever any judgment shall have been entered as herein provided, for the value of any lands, or for any damages for taking and using the same, and the amount specified in such judgment shall have been paid or tendered to the owner or owners of such lands, his, her or their legal representatives, the said company shall be entitled to the estate and interest in the same, as fully as if it had been conveyed in fee simple; and if such valuation be not received when tendered, it may at any time thereafter be received, or may be collected from said company by action at law, at the cost and expense of the person or persons entitled to the same: *provided*, that the costs of any proceedings and judgment specified in the last preceding section shall be taxed by the court and paid by such company, except in cases when upon appeal the verdict of the jury shall be for the same or for a less sum than that reported by the commissioners.

SECTION 15. The capital stock of the company hereby created shall in the first instance be five millions of dollars,

which capital stock may be increased to any sum not exceeding ten millions of dollars; the said capital stock to be divided into shares of one hundred dollars each.

SECTION 16. The several counties, towns, villages and cities upon or contiguous to the line of the said road by this act authorized to be constructed, as the same may hereafter be located and established, are, and each of them is hereby authorized to aid in the construction of said railroad, by subscribing to the stock of the company and paying for the same in money, and levying a special tax to raise money for that purpose, or by issuing bonds to said company in payment for said stock, and levying taxes to pay the interest as it accrues upon said bonds, and to establish a sinking fund for the gradual redemption and ultimate full redemption of said bonds at maturity; and for these purposes the boards of supervisors or officers of such counties or towns; the boards of trustees of such villages and the common council of such cities, respectively and severally, shall have power to negotiate and arrange the terms and conditions upon which such aid shall be granted; to enter into all proper contracts with said company in relation to the same, and to adopt such ordinances and regulations pertaining thereto, or to the taxes to be levied under this act, as may be expedient and proper and consistent with law: *provided*, that before any such aid shall be granted or contracted for by any such county, town, village or city, the question of granting the same shall be submitted to a vote of the electors thereof respectively, as hereinafter provided.

SECTION 17. Whenever the president and secretary of the said Superior and St. Croix Railroad Company shall certify under their hands and the seal of the said company to the authorities of any such county, town, village or city, that the route of said railroad has been located through or contiguous to such county, town, village or city, it shall be the duty of the authorities thereof, hereinbefore mentioned, to call a special election to determine the question whether aid shall be granted to said company in the manner prescribed in the preceding section of this act. Such election shall be called, notice thereof shall be given, the form of ballots shall be prescribed and all regulations relating to the same be determined by the proper authorities hereinbefore mentioned of such counties, towns, villages and cities, so that the question be fairly submitted to a vote of the electors. In case at any such election the majority of votes shall be against granting such aid, the proper authorities may after-

wards, in their discretion, call another election upon the same subject, and the same shall be conducted in a like manner.

SECTION 18. If at any election authorized by this act, any such county, town, village or city shall vote in favor of granting such aid by a majority of the votes cast at such election, then the authorities thereof shall have and exercise, in their discretion, the powers conferred upon them by the preceding sections of this act, and all contracts made by them by virtue thereof, shall be valid and enforceable according to the true intent and meaning thereof.

SECTION 19. The several counties, towns, villages and cities, which shall subscribe for the stock of said company, as authorized by this act, are hereby authorized severally to own, control and dispose of the same in the same manner as an individual might do, and to vote upon the same by agent duly authorized, at an election held by the stockholders of the said company.

SECTION 20. All property which the company hereby created is authorized to appropriate, take, possess, hold or use, by making payment therefor, is hereby declared to be taken for public use as soon as the company shall so appropriate, take, possess, hold or use the same.

SECTION 21. It is hereby declared that in the judgment of the legislature of this state, the objects of the corporation hereby created cannot be attained under the general laws.

SECTION 22. This act is hereby declared to be a public act, and the same, immediately after the passage thereof, shall be printed by the state printer, and be in full force and effect from and after its passage.

Approved March 15, 1870.



CHAPTER 2.

AN ACT to amend chapter 326 of the private and local laws of 1870, entitled "an act to incorporate the Superior and St. Croix Railroad Company."

The people of the state of Wisconsin, represented in senate and assembly, do enact as follows:

SECTION 1. Section one of chapter 326 of the private and local laws of 1870, is hereby amended so as to read as follows: "F. W. Gates, R. G. Coburn, E. W. Anderson, Jr., Hiram Hayes, S. H. Clough, Hiram Robbins, D. W. Maxon, John J. Talmadge, H. L. Palmer, S. B. Dresser, O. S. Powell, James Edwards and Peter E. Bradshaw, and such other

persons as may be associated with them, who shall become stockholders in the association or corporation hereby created in accordance with the provisions of this act, shall be and they are hereby created a body corporate and politic by the name and style of the Superior and St. Croix Railroad Company, and by that name shall have perpetual succession, be competent to contract and be contracted with, sue and be sued, implead and be impleaded, answer and be answered, defend and be defended, in any court whatever. The said corporation may make, have and use a common seal, which it may alter or renew at pleasure; it shall be capable of acquiring by deed, lease or other conveyance a fee simple or any less estate in lands, tenements or easements in the same, and of conveying any such estate or interest by deed, lease or other conveyance, and of holding such estate or interest, or any other estate necessary for the use of the said railroad, either real, personal or mixed, and shall have and enjoy all the privileges, franchises and immunities incident to a corporation, and may do and perform all and singular the acts and matters which to any corporation it shall lawfully appertain to do and perform for the well being of said corporation."

SECTION 2. Section eleven of said chapter is hereby amended so as to read as follows: The persons named in the first section shall be the first directors, and unless sooner superseded by an election of directors at the first annual meeting of the company, shall hold their offices until the first Wednesday of May, A. D. 1871, and until others are chosen in their places; and in case of vacancy in the directors, by reason of the death or resignation of any director, or of his ceasing to be a stockholder, it may be filled by the remaining directors until the next annual election, or until some other person shall be elected to fill the same. The directors herein named may appoint three persons, who shall be stockholders, to be inspectors at the first election, after which the stockholders shall choose three such inspectors at the annual election. If no inspectors are chosen, the directors may appoint three from time to time. If at any time an election of directors shall not take place on the day appointed by this act, the corporation shall not for that cause be dissolved, but an election may be held on another day, in such manner as shall be prescribed by the directors, or provided for by the by-laws.

SECTION 3. This act shall take effect and be in force from and after its passage.

Approved January 20, 1871.

CHAPTER 328.

AN ACT to amend section 2, chapter 326 of the private and local laws of 1870, approved March 15, 1870, entitled "an act to incorporate the Superior and St. Croix Railroad Company."

The people of the state of Wisconsin, represented in senate and assembly, do enact as follows:

SECTION 1. Section two of said act is hereby amended so as to read as follows: Section 2. The company by this act created are hereby authorized and empowered to survey, locate and from time to time alter, change and re-locate, (so as not materially to change the route,) and to construct and complete, perpetually to have, use and enjoy, maintain and operate the said railroad with one or more tracks or lines, over and along the following routes, that is to say: beginning at some convenient point on the west shore of the bay of Superior, or on the south shore of the bay of St. Louis, in the county of Douglas, running thence southerly by a route as direct as may be practicable, through the counties of Douglas, Burnett, Polk, St. Croix and Pierce via St. Croix Falls and Hudson to Prescott, with a branch or extension running westerly from the above designated place of beginning, in Douglas county, to such point on the Minnesota boundary, north of the Nemadji river, as may be deemed desirable by the directors of said railroad company: *provided*, said company shall have the right to construct its line of road along the westerly shore of the bay of Superior, from the extreme end of Connors' Point to the southerly end of said bay, or such point thereof as may be deemed desirable by the directors of said railroad company, and shall have the authority to construct and maintain a bridge across the St. Louis river at any point at or above Connors' Point in said county of Douglas, whenever the same shall be assented to by resolution of the board of supervisors of the town of Superior.

SECTION 2. This act shall be in force after its passage and publication.

Approved March 16, 1871.

CHAPTER 244.

AN ACT to amend chapter 326, of the private and local laws of 1870, entitled, "An act to incorporate the Superior and St. Croix Railroad Company," and chapter 328, of the private and local laws of 1871, entitled, "An act to amend section 2, chapter 326, of the private and local laws of 1870, approved March 15, 1870, entitled, 'An act to incorporate the Superior and St. Croix Railroad Company.'"

The people of the state of Wisconsin, represented in senate and assembly, do enact as follows:

SECTION 1. Section 2, of chapter 326, of the private and local laws of 1870, entitled, "An act to incorporate the Superior and St. Croix Railroad Company," as amended by chapter 328, of the private and local laws of 1871, entitled, "An act to amend section 2, chapter 326, of the private and local laws of 1870," approved March 15, 1870, entitled, "An act to incorporate the Superior and St. Croix Railroad Company," is hereby amended so as to read as follows: Section 2. The said company is hereby authorized and empowered to survey, locate and construct, and to acquire, by purchase or otherwise, and to equip, maintain, operate, and perpetually to have, use and enjoy, a railroad or railroads, with one or more tracks, from a point or points on the bay of Superior, at the west end of Lake Superior, in Douglas county, Wisconsin, to be selected by the board of directors, upon such route or routes as such board shall adopt, to such point or points on the Minnesota state line, as such board shall select, and thence westward, upon such route or routes as said board shall adopt, to such point or points on the Pacific coast, as such board shall select; and from said point or points in Douglas county easterly, upon such route or routes as said board shall adopt, to or near Ashland, in the county of Ashland, in the state of Wisconsin, and thence by such route or routes and to such point or points in the state of Michigan, as such board shall select; also from said point or points in Douglas county, upon such route or routes as said board shall adopt, through the counties of Douglas, Burnett, Polk, St. Croix and Pierce, or any of them, to Prescott, on the Mississippi river, with a branch from some point in one of said counties, to be selected by the board of directors, to St. Paul and Minneapolis, Minnesota, or to either of said places; also from said point or points in said Douglas county, or from some point to be selected by such board on any rail-

road or railroads which the said company is or hereafter may be authorized to construct or otherwise acquire, upon such route or routes as such board shall adopt, through the states of Wisconsin and Illinois to or into the city of Chicago, in the county of Cook, in said last named state. And the said company is further authorized and empowered to survey, locate, construct, and to acquire, by purchase or otherwise, and to equip, maintain and operate, and perpetually to have, use, possess and enjoy, branch lines of railroad from its main line or lines in and into or through any state or territory of the United States, or extending into or lying within the dominion of Canada, or any portion or province thereof, from and to such points as shall be determined by such board of directors.

SECTION 2. Section 3, of said chapter 326, is hereby amended so as to read as follows: Section 3. The said company shall have the perpetual right, power and authority to transport, take and carry property and persons upon such railroad or railroads, by steam and other motive power, and to receive and store any property in any of its depots or other buildings, including elevators, and to make, construct, maintain, acquire and use all such switches, turnouts, sidetracks, spur and other tracks as it shall deem necessary; and also to construct, erect, acquire and maintain all such depots, station houses, warehouses, car houses, shops, engine houses, elevators and other buildings, fixtures, structures and things necessary or convenient for use by said company in the operation of its railroads and in the transaction of its business as a carrier of freight and passengers. And said company shall have power to connect its railroad or railroads with any other railroad or railroads, and to operate the same under lease or otherwise, or to run in connection with any such railroad or railroads, in such manner as may be agreed upon between the board of directors of said company and the board of directors of the company or companies owning or operating any such connecting railroad or railroads. And any railroad company, person, association or corporation having a railroad or railroads, constructed or partly constructed, running in the direction of the line or lines of railroad which the said company is by this act or may hereafter be authorized to construct, acquire and operate, which said company shall agree to use or connect with, is hereby authorized to make to said company (created by said chapter 326), a lease, sale or trackage arrangement, perpetual or for a time limited, of the whole or any part of said railroad or

railroads so constructed or partly constructed, together with the rolling stock, machinery, buildings, tenements or fixtures, and all property, real, personal or mixed, of the said railroad company, person, association or corporation, together with its or their franchises, rights, privileges and immunities, and in consideration of such lease, use or sale, to take or receive such rent, commutation of rental, payment or other consideration as may be agreed upon.

SECTION 3. Section 4, of said chapter 326, is hereby amended so as to read as follows: Section 4. Said company shall have the right, authority and power, and it is hereby authorized and empowered, subject to the provisions of section 1836, of the revised statutes to construct, maintain and operate its railroad or railroads across, along or upon any stream of water, water-course, street, highway, plank-road, turnpike or canal which its route or routes shall intersect or touch; to carry any highway, street, turnpike or plank-road which it shall touch, intersect or cross over or under its tracks, as may be most expedient for the public good; to change the course and direction of any highway, street, turnpike or plank-road, when made necessary or desirable to secure more easy ascent or descent by reason of any embankment or cut made in the construction of its railroad or railroads, and to take land necessary therefor; provided, such highway or road be not so changed from its original course more than six rods, nor its distance thereby lengthened more than five rods. And the said company shall also have power, and it is hereby empowered, to cross, intersect, join and unite its railroad or railroads with any railroad now or hereafter constructed, at any point on its route, and upon the grounds of such railroad corporation, with the necessary turnouts, sidings and switches and other conveniences, in furtherance of the objects of its connection. And the said company shall also have power, and it is hereby empowered, to erect, purchase and maintain all necessary bridges for the use of its railroad or railroads, main and branch, over any stream of water or water-course, at such point or points of crossing the same as said railroad or railroads may be located or constructed, together with all necessary abutments, piers, arches, foundations and other structures. ✓

SECTION 4. Section 5, of said chapter 326, is hereby amended so as to read as follows: Section 5. It shall be lawful for the said company, and it is hereby authorized and empowered, by its officers, engineers, servants and

workmen to enter upon any land or lands for the purpose of exploring, surveying, locating and establishing the route or routes of said railroad or railroads; and when the said route or routes, or any portion thereof, shall be determined, by resolution adopted by its board of directors, it shall be lawful for said company, and it is expressly authorized and empowered, to purchase and hold such land or lands for right of way, side-tracks, spur tracks, water tanks, construction of road-bed and maintenance of same, station houses, warehouses, elevators, engine houses, shops, and for such other purposes as may be necessary, usual or convenient for the operation of said railroad or railroads or in connection therewith; and whenever said company cannot agree with the owners and other parties interested in any such land upon the price to be paid therefor, or for the occupation thereof, or for any interest therein, it shall have the right, and it is hereby expressly authorized and empowered, to acquire the same by condemnation proceedings, to the extent and in the manner provided by sections 1845 to 1856, inclusive, of the revised statutes of 1878.

SECTION 5. Section 6, of said chapter 326, is hereby amended so as to read as follows: Section 6. Upon the completion or acquisition of said railroad or railroads, or any part thereof, it shall be lawful for said company, and it is hereby authorized and empowered, to demand, collect and receive such sum or sums of money for the transportation of persons and property, and for the storage of property, as shall be reasonable.

SECTION 6. Section 7, of said chapter 326, is hereby amended so as to read as follows: Section 7. Said company shall also have full power, and it is hereby expressly authorized, to carry and transport persons and property in boats, steamships, vessels, barges and other water craft upon any of the navigable waters which its railroad or railroads shall run to, over or connect with, and to demand, receive and collect such compensation for the same as it shall from time to time deem reasonable, and for that purpose the said company is authorized and empowered to build, lease, purchase, own and use, either directly or through a corporation or corporations organized by it or otherwise for the purpose, and whose stock in whole or in part it shall own, such boats, steamships, vessels, barges and other water craft as in its judgment may be necessary or convenient for its use.

SECTION 7. Section 8, of said chapter 326, is hereby amended so as to read as follows: Section 8. The said com-

pany shall be capable in law of taking, holding and selling any lands granted to it, or to any company whose property it shall acquire, by purchase or otherwise, by the government of the United States, or by this state, or by any state or territory through or in which it shall acquire in any manner, and operate, any railroad or railroads, wherever the said lands may be situated, or by grant by persons, companies, corporations or associations, within or without this state, to aid in the construction or operation of any railroad or railroads by it constructed or otherwise acquired, or authorized to be by it constructed or acquired; and the said company may also pledge, hypothecate, mortgage or otherwise dispose of all its right, title and interest in and to said lands, or any part thereof, and in and to any other estate, real, personal or mixed, of which it, the said company, may be seized at the time of the execution of any mortgage or deed of trust, or of which it may become seized subsequent to the execution and delivery of any such instrument or instruments, including its franchise to be a corporation and to own, maintain and operate such railroad or railroads; and the said company may sell or lease any of its branch roads, however acquired, whenever it shall be declared by resolution of the board of directors, subject to the approval of the holders of record of a majority of the outstanding capital stock, that the interests of the company and its stockholders will be thereby subserved.

SECTION 8. Section 9, of said chapter 326, is hereby amended so as to read as follows: Section 9. All of the affairs of said company shall be managed by a board of directors, who shall be stockholders, and who are hereby invested with all the powers of the corporation, save as hereinafter provided. They shall be chosen annually by ballot by the stockholders at the annual meeting of the company, which shall be held on such notice, and at such time, as shall be prescribed by the by-laws, and at such place, within or without the state, as shall be prescribed by the board of directors, and stated in such notice. At all meetings of the stockholders each stockholder shall be entitled to one vote for each share of stock held by him, under such conditions and regulations as may be prescribed or referred to in the certificates thereof, and may vote the same in person or by proxy duly authorized, and no business shall be transacted at any meeting of the stockholders, unless a majority of the stock subscribed and outstanding is represented. In all elections of directors those stockholders having the

greatest number of votes shall be deemed and declared duly elected. Elections shall be conducted in such manner as shall be prescribed by the by-laws of the company, and if for any cause an election of directors shall not be had at the time when by the provisions of this act or by the by-laws it should be had, the same may be held at any other time, on notice to be given as aforesaid, and until such election be had the directors of the preceding year shall continue to act, until their successors are duly elected and qualified. The company may at any time increase or diminish the number of directors to be elected at the next annual meeting of the stockholders, and the number to be elected shall be specified in the notice of meeting, but shall never be less than five nor more than seventeen; and the said company may by a vote of a majority of the stockholders, present or represented at any annual meeting, classify its directors into three classes, each of which shall be composed as nearly as may be of one-third of the directors, the term of office of the first class to expire in one year, of the second in two years, and of the third in three years. At each annual election thereafter a number of directors shall be elected for three years equal to the number whose term of office shall then expire. All vacancies shall be filled in accordance with the by-laws.

SECTION 9. Section 10, of said chapter 326, is hereby amended so as to read as follows: Section 10. A majority of the board of directors shall constitute a quorum for the transaction of any business. They shall meet at such times and be convened in such manner as the by-laws shall prescribe, and at such places as the board shall decide upon. Whenever all the members of the board of directors are present at any meeting it shall be competent for them, having signed upon the minutes a waiver of notice of meeting, to transact business as fully to all intents and purposes as if the said meeting had been duly convened pursuant to notice. They shall elect one of their own number to be president, and one to be vice-president, and they may elect additional vice-presidents, and such other officers of the board, and impose upon them such duties, and confer upon them such powers, as the board may by resolution prescribe. The duties of the president and other officers at meetings of the board and stockholders shall be prescribed by the by-laws. The board of directors shall have power to appoint an executive committee, and to confer upon and to delegate to said committee the full power of the board of directors when the

latter is not in session; and the board may appoint a secretary, treasurer, comptroller and such other officers and agents as it may deem necessary, and it may remove them at pleasure, prescribe their duties and compensation, and may demand adequate security for the discharge of their respective duties.

SECTION 10. Section 11, of said chapter 326, is hereby amended so as to read as follows: Section 11. The capital stock of said company may be increased from time to time to such an amount as may by its stockholders be deemed necessary for the construction, acquisition or operation of any of its railroad or railroads, by a vote of the owners of record of at least a majority of all its outstanding stock, in person or by proxy, at any annual meeting, or at any meeting called for that purpose, by a notice in writing to each stockholder, to be served upon him personally, or by depositing the same in the postoffice, postage paid, properly directed to him at the postoffice nearest his usual place of residence, at least twenty days prior to such meeting. Such notice shall state the time and place of such meeting, its object, and the amount to which it is proposed to increase such capital stock. No vote in favor of such increase shall take effect until the proceedings of such meeting, showing the names of the stockholders voting therefor, and the amount of stock owned by each, shall be entered upon the records of said corporation, and the said company may at any such time, by a vote of the holders of record of two-thirds of said outstanding stock, classify its said stock into common and preferred; and it may further classify its said stock by dividing its preferred into different classes and it may make any or all of said classes of preferred stock cumulative or non-cumulative as to dividends thereon, and any or all of said preferred stock may be with or without preference over any other stock or classes of stock in the event of the liquidation of the company's affairs, either through insolvency or otherwise. And the said company may make such preferred stock convertible into common stock, upon such terms and conditions as may be fixed by the board of directors.

SECTION 11. Section 12, of said chapter 326, is hereby amended so as to read as follows: Section 12. The said company is hereby expressly authorized to borrow from time to time such sums of money, and upon such terms, as the corporation or board of directors shall agree upon or authorize as necessary and expedient; and in its corporate name to execute and deliver its notes, bonds, debentures or

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other evidences of indebtedness in such form as shall be from time to time prescribed by the board of directors, and in such amount as shall be deemed from time to time by said board expedient; and may make the same convertible into its capital stock of any class, upon such terms and conditions as to the board of directors may seem advisable, and it may pledge or hypothecate such notes, bonds, debentures or other evidences of indebtedness as collateral security for loans made to it by any person or persons, corporation, association or body politic; and it may sell such notes, bonds, debentures or other evidences of indebtedness, at such prices and upon such terms as the board of directors shall prescribe; and it may deliver the same in discharge of any liabilities which it may have incurred, or proposes to incur, in the construction, purchase or other acquisition of any railroad or railroads or other property which it is or may hereafter be by law authorized to construct, purchase or acquire, and in the repair, equipment or operation of its railroad or railroads, main line or branch, or of any part or parts thereof, or of any steamships, steamboats, barges, ferries or other water craft acquired or owned by it, or which it desires to acquire by construction or purchase; and it may exchange the same for the stocks, bonds or other evidences of indebtedness of any railroad company whose railroad or railroads it is or may hereafter be authorized to purchase, and it may generally use the same in such manner as shall in the judgment of the board of directors subserve and promote the corporate purposes; and the powers of said company for the purposes aforesaid, and for all purposes necessary for the carrying out of the objects, or any thereof, of said company are hereby ratified and confirmed; and the said company may, and it is hereby expressly authorized and empowered, in order to secure the payment of any such notes, bonds, debentures, or other evidences of indebtedness, execute and deliver from time to time collateral trust indentures or other security, agreements or indentures, and it may from time to time, execute and deliver trust deeds, or mortgages, or both, as occasion may require, of and upon any of its railroad or railroads, or parts thereof, constructed or thereafter to be constructed or in process of construction, and may by any such mortgage or trust deed convey and mortgage all or any of its railroad track or tracks, rights of way, depot grounds, rights, privileges, franchises, immunities, exemptions, machine houses, rolling stock, furniture, tools, bridges,

elevators, steamboats, steamships, and all appendages and appurtenances, and all other property, real, personal and mixed, in any manner whatever then belonging to the corporation, or which it may thereafter acquire; and it may include in any such mortgage or trust deed any grant or grants of lands, or any parts thereof, owned or held by it, or in which it may be or may become interested; and it may also grant, convey and transfer by any such mortgage or deed of trust its franchise to be a corporation and its franchise to have, possess, maintain and operate the railroad or railroads and other property described in any such instrument and covered thereby; and it may also give and grant to individual bondholders the right and power to vote at meetings of stockholders upon all such questions, other than election of directors, as may come before such meetings; and every such mortgage, deed of trust, collateral trust indenture or security agreement to be executed by said company shall be in such form, and contain such provisions, as the corporation or board of directors shall think proper. And in any such mortgage, deed of trust, collateral trust indenture or security agreement there may be inserted provisions limiting the right of individual holders of the bonds, notes or evidences of indebtedness secured thereby to sue or recover upon any such bonds, notes or other evidences of indebtedness, or upon any coupon annexed thereto secured by said instrument, either at law or in equity, except through the trustee or trustees to whom or to which or with whom or with which such instrument is made, and every such provision shall be binding upon the holders of said bonds, notes or other evidences of indebtedness, and all of them, and upon any court whose jurisdiction and aid may be invoked in foreclosing the lien or liens created thereby. And every such mortgage or mortgages, deed or deeds of trust or collateral trust indenture, and every discharge or satisfaction thereof, may be recorded in the office of the secretary of state, in a proper book kept for that purpose, and the certificate of such recording, indorsed on such instrument, shall have the same effect as if such instrument were recorded in the several counties in which such railroad or railroads may be located, and such record in the office of the secretary of state shall be sufficient notice to all persons of the existence and lien created by said instrument, and of the property covered by the same.

SECTION 12. The said company may lease or purchase, and take a conveyance or assignment of the railroad or rail-

roads, franchises, immunities, and all other properties and appurtenances, and the stocks or bonds, or both thereof, of any other railroad corporation, or any portion thereof, within or without this state, when their respective railroads can be lawfully connected and operated together to constitute a continuous line, or when the railroad or railroads so leased or purchased will constitute branches or feeders of any railroad or railroads maintained and operated by such leasing or purchasing company; and the said company may purchase and hold the stock and bonds, or either thereof, of any railway company to which it has furnished the money for the construction of its railway, or may purchase for the money so furnished, or for such other consideration as may be agreed upon between the companies by their respective boards of directors, and take a conveyance of the whole or any portion of the franchise of said corporation, and of the railway property and appurtenances thereof.

SECTION 13. And the said company may, and it is hereby expressly authorized and empowered to, purchase or otherwise acquire and hold the stock or bonds, or both thereof, of any corporation (wherever organized) the franchises, functions or operations of which may or would in any wise be utilized for the convenient or more economical or safe operation of its railroad or railroads, or of any thereof; and the said company may guarantee the principal or interest, or both thereof, of the bonds, or may endorse the same, or may guarantee the dividends upon the stock, or the rentals or obligations of any lease or traffic contract, of any corporation which it may control by virtue of the ownership of its stock, or otherwise, and may endorse the notes of any such company, or other evidences of indebtedness of any such company, and may guarantee, by endorsement or otherwise, the bonds or other evidences of indebtedness, and the dividends upon the stock, or the rentals or obligations of any lease or traffic contract, of any corporation or corporations whose property the said company may now or hereafter be authorized by law to acquire by purchase or lease of the physical property thereof, or by purchase of the stock thereof.

SECTION 14. The said company shall, in addition to the special powers conferred upon it by said chapter 326, and by this act, have, possess and enjoy all of the rights, powers, privileges and immunities conferred upon railroad corporations by chapter 87, of the revised statutes of 1878, and the acts amendatory thereof and supplementary thereto, and shall be subject, save where inconsistent herewith, to the re-

restrictions, duties and liabilities imposed upon railroad corporations by said chapter, and all amendatory and supplementary acts.

SECTION 15. Sections 13, 14, 15, 16, 17, 18 and 19, of said chapter 326, are hereby repealed.

SECTION 16. All acts and parts of acts inconsistent with, or in any manner contravening, the provisions of this act are hereby repealed.

SECTION 17. This act shall take effect and be in force from and after its passage and publication.

Approved April 15, 1895.

At a meeting of the stockholders of the Superior and St. Croix Railroad Company, held at the office of John C. Spooner, in the city of Madison, state of Wisconsin, on the 8th day of October, 1895, at 10 o'clock A. M., pursuant to adjournment, all of the stockholders being present, in person and by proxy, the following resolutions were duly and unanimously adopted, by a stock vote, to wit:

Resolved, That the action of Hiram Hayes, secretary, in applying for and procuring the amendment to the charter of the company made by chapter 244 of the Laws of 1895, entitled "An act to amend chapter 326 of the Private and Local Laws of 1870, entitled 'An act to incorporate the Superior and St. Croix Railroad Company,' and chapter 328 of the Private and Local Laws of 1871, entitled 'An act to amend section 2, chapter 326, of the Private and Local Laws of 1870, approved March 15, 1870, entitled An act to incorporate the Superior and St. Croix Railroad Company,'" be, and the same is hereby, ratified and approved.

Resolved further, That this company does hereby accept the said chapter, and each and every part thereof.

Resolved, That the president and secretary of the company be, and they are hereby, authorized and instructed to execute on behalf of the company, and under its corporate seal, and to file with the secretary of state, a certified copy of the foregoing resolution accepting said chapter 244 and the amendments to the charter therein and thereby made.

STATE, COUNTY AND CITY OF NEW YORK — ss.

We, Edward D. Adams, president, and George H. Gardiner, secretary, of the Superior and St. Croix Railroad Company, a corporation organized and existing under the laws of the state of Wisconsin, do hereby jointly and severally certify

that we have compared the foregoing with the originals thereof as they appear upon the records of the company, and that the same are true and correct copies of said originals, and of the whole thereof, and that the same were adopted at a meeting of the stockholders of said company duly held as in the caption hereof stated and set forth.

In witness whereof, we have hereunto, pursuant to the instructions of the stockholders, as aforesaid, set our hands, and caused the common corporate seal of the company to be hereto affixed.

[*Corporate
seal.*]

EDWARD D. ADAMS, President.
GEORGE H. GARDINER, Secretary.

Indorsed:

STATE OF WISCONSIN, }
Department of State. } ss.

Received this 10th day of July, A. D. 1896, and recorded in volume 8 of R. R. Inc. & Res. on page 625.

G. E. VANDERCOOK,
Assistant Secretary of State.

At a meeting of the stockholders of the Superior and St. Croix Railroad Company, duly held at the office of Spooner, Sanborn, Kerr & Spooner, in the city of Madison, state of Wisconsin, on the 1st day of July, A. D. 1896, at 2 o'clock P. M., all of the holders of record of the capital stock of said company being duly represented at said meeting, the following, among other proceedings, were duly had, to wit:

On motion of Mr. Spooner, seconded by Mr. Reed, the following resolution was, by a stock vote, unanimously adopted, every share of the outstanding stock of said company voting therefor, to wit:

Resolved, That the corporate name of this corporation be, and the same is hereby, changed from "The Superior and St. Croix Railroad Company" to "Northern Pacific Railway Company," which latter name is hereby adopted as the corporate name of this corporation.

STATE, COUNTY AND CITY OF NEW YORK — ss.

I, George H. Gardiner, secretary of the Superior and St. Croix Railroad Company, and the custodian of its books, records and common corporate seal, do hereby certify that

I have compared the above and foregoing with the original resolution, and with the record of its adoption above set forth, and that the same is a true and correct copy of the said resolution, and of the whole thereof, and of the record of the adoption thereof, at a meeting of the stockholders of said company duly held as in the caption hereof set forth.

✓ In witness whereof, I have, pursuant to the order of the stockholders in this behalf duly made, hereunto set my hand and affixed the said corporate seal this 8th day of July, A. D. 1896.

[*Corporate
seal.*]

GEORGE H. GARDINER,
Secretary Superior and St. Croix
Railroad Company.

Indorsed:

STATE OF WISCONSIN, }
Department of State. } ss.
Received this 10th day of July, A. D. 1896, and recorded
in vol. 8 of R. R. Inc. & Res. on page 624.
G. E. VANDERCOOK,
Assistant Secretary of State.

~~I. Wisconsin Legislation.~~

~~CHARTER OF NORTHERN PACIFIC RAILWAY COMPANY~~

~~(Formerly Superior and St. Croix Railroad Company)~~

~~AND LAWS RELATING THERETO.~~

CHAPTER 326.

1.

[Published April 6, 1870.]

AN ACT to incorporate the Superior and St. Croix Railroad Company,

The people of the State of Wisconsin, represented in senate and assembly, do enact as follows :

SECTION 1. That I. W. Gates, R. G. Coburn, E. W. Anderson, Jr., Hiram Hayes, S. H. Clough, Hiram Robbins, D. W. Maxon, John J. Tallmadge, H. L. Palmer, S. B. Dresser, O. S. Powell, and such other persons as may be associated with them who shall become stockholders in the association or corporation hereby created, in accordance with the provisions of this act, shall be and they are hereby created a body corporate and politic by the name and style of the Superior and St. Croix Railroad Company, and by that name shall have perpetual succession, be competent to contract and be contracted with, sue and be sued, implead and be impleaded, answer and be answered, defend and be defended in any court whatever. The said corporation may make, have and use a common seal, which it may alter or renew at pleasure; it shall be capable of acquiring by deed, lease or other conveyance, a fee simple or any less estate in lands, tenements or easements in the same, and of conveying any such estate or interest by deed, lease or other conveyance, or of holding such estate or interest, or any other estate necessary for the use of the said railroad, either real, personal or mixed, and shall have and enjoy all the privileges, franchises or immunities incident to a corporation, and may do and perform all and singular the acts and matters which to any corporation it shall lawfully appertain to do and perform for the well being of said corporation.

SECTION 2. The said company by this act created is hereby authorized and empowered to survey, locate, and from time to time alter, change and re-locate (so as not materially to change the route), and to construct and complete, perpetually to have, use and enjoy, maintain and operate the said railroad with one or more tracks or lines, over and along the following routes, that is to say: beginning at some convenient point on the west shore of the bay of Superior, or on the south shore of the bay of St. Louis, in the county of Douglas, running thence southerly by a route as direct as may be practicable, through the counties of Douglas, Burnett, Polk, St. Croix and Pierce via St. Croix Falls and Hudson to Prescott, with a branch or extension running westerly from the above-designated place of beginning in Douglas county to such a point in the Minnesota boundary north of the Nomadji river as may be deemed desirable by the directors of said railroad company.

SECTION 3. The company hereby created shall have the perpetual right, power and authority to transport, take and carry property and persons upon said railroad by steam or other power, and

to receive and store away any property in any of its depots or other buildings, and to make, construct, maintain and use all such switches, turnouts, side tracks, as it shall deem necessary, and also to construct, erect and maintain all such depots, station houses, warehouses, car houses and shops, engine houses and all other buildings, fixtures and things for the accommodation of said company and its roads, and those using the same. And said railroad company shall have power to connect its road with any other railroad, and to operate the same, or to run in connection with any such railroad in such manner as may be agreed upon between the boards of directors of this company and any such railroad. And any railroad company or association having a railroad built or partly built, running in the direction of the line of railroad which the railroad company hereby created is authorized to construct and operate, which this company by this act created shall agree to use or connect with, is hereby authorized to make such lease or sale to this company or corporation, perpetually or for a limited time, of the whole or any part of their railroad so constructed or partly constructed, together with the rolling stock, machinery, buildings, tenements or fixtures, and all other property, real, personal or mixed, of the said company or association, together with its franchises, rights, privileges and immunities, or to sell the same, and in consideration of such lease or sale, to take or receive such rents or payments as may be agreed upon.

SECTION 4. The said company shall have the right, authority and power and it is hereby authorized and empowered to construct its railroad along and upon, across, under or over any public or private highway, roads, streets, plankroad or railroad if the same shall be necessary, but the said company shall put such highway, road, street, plankroad or railroad in such condition and state of repair as not to impair or interfere with the free and proper use, and also to erect and maintain all necessary bridges for the use of their railroad over any stream of water or water course at such points of crossing the same as said road may be located, with all necessary abutments, piers, arches and foundations.

SECTION 5. It shall be lawful for the company hereby created, and it shall have the right, power and authority by its officers, engineers, agents, servants and workmen to enter upon any land for the purpose of exploring, surveying, locating and determining the routes of said railroads; and when the said routes or any portion thereof shall be determined by resolution adopted by its board of directors, it shall be lawful for said company, and it shall have the right, power and authority by its officers, engineers, agents, contractors, surveyors, servants and workmen, at any time to enter upon, take, possess, occupy and use any land along and including the line of said route, not exceeding one hundred feet in width. It shall also be lawful for said company, and it shall have the right, power and authority, at any time to enter upon, take, possess, and occupy and use any other lands beyond said limits of one hundred feet, which the directors shall by resolution adopted by them, (a copy of which shall be recorded at the expense of said company, in the office of the register of deeds, in the county in which said lands are located), declare to be necessary for the use of said company, for the purposes of erecting depot buildings, station houses, machine shops, freight houses, warehouses, engine houses or buildings or fixtures of any kind, or ground about the same for the convenient operation of the road, or for making drains or giving proper direction to water courses, or of directing or changing the channel of water courses, or for the purpose of removing such substances or things as may endanger, obstruct or interfere with the free use of said road, or for the purpose of depositing earth, gravel, stone,

timber or other material for embankments, structures or superstructures necessary to the construction, repair or removal of said road. ~~Said~~ company shall however, at such time and in such manner as is provided by and in this chapter and act ; be liable to pay the full value of all earth, gravel, stone, timber and land which may be so as aforesaid taken, possessed, occupied and used for any of the purposes aforesaid, which is the private property of either persons or corporation, which value (unless the owner thereof and said company shall agree as to the same) shall be ascertained and determined in the manner hereinafter provided ; and whenever the same shall have been paid, tendered or deposited as provided in this act, an estate in and to all and every such lands in fee simple, absolute forever shall be and become vested in said company by virtue thereof, and of the provisions of this act, ^{and} and by the same means a complete title shall vest in said company in and to all such earth, gravel, stone and timber ; and whenever said company shall deem that such property or any part or portion of such property shall no longer be necessary for the purposes for which the same were taken, it is hereby authorized and empowered by deed or other instrument in writing, to lease or sell the same or any part thereof.

SECTION 6. On the completion of said road or any part thereof, it shall be lawful for said company, and it is hereby authorized and empowered to demand and receive such sum or sums of money for the transportation of persons and of property, and for the storage of property, as it shall from time to time deem reasonable.

SECTION 7. Said company hereby created shall also have full power and authority to transport persons and property in boats, vessels, barges and other water-craft on any of the navigable waters which its said railroad or roads run to or connect with, and to receive and collect reasonable compensation for the same, and for that purpose may build or purchase, own and use such boats, vessels, barges and other water-crafts as it may require.

SECTION 8. The company hereby created shall be capable in law of taking and holding any land granted to it by the government of the United States or of this state, or by individuals or corporations, to aid in the construction of its road, and may also pledge, mortgage or otherwise dispose of all their rights, title and interest in and to said lands, and in any other estate, real, personal or mixed, of which they may be seized at the time of the execution of such mortgage, or which they may acquire subsequently thereto, in such manner and on such terms as the directors may think proper.

SECTION 9. All the affairs of said company shall be managed by a board of directors, who shall be stockholders, and who are hereby invested with all the powers of the corporation. They shall be chosen annually by ballot, by the stockholders, at the annual meeting of the company, which shall be held on such notice and at such time as shall be prescribed by the by-laws, and at such place as shall be prescribed by the board of directors and stated in such notice. At all meetings of the stockholders, every stockholder shall be entitled to one vote for each share of stock held by him or her and may vote in person or by proxy duly authorized ; and no business shall be transacted at any meeting of the stockholders, unless a majority of the stock subscribed is represented. In all elections of directors, those stockholders equal to the number to be elected having the greatest number of votes shall be deemed and declared duly elected. The elections shall be conducted in such manner as shall be prescribed by the by-laws of the company ; and if from any cause an election of directors shall not be had at the time when, by the provisions of this act or of

the by-laws, it should be had, the same may be held at any other time, on notice to be given as aforesaid ; and until such election be had the directors of the preceding year shall continue to act, and the corporation hereby created shall not forfeit or lose any of its privileges, franchises or immunities for a less period than ten consecutive years. The board may at any time increase or diminish the number of directors to be elected at the next annual meeting of the stockholders, and the number to be elected shall be specified in the notice of election, but shall never be less than five or more than eleven.

SECTION 10. A majority of the board of directors shall constitute a quorum for the transaction of any business. They shall meet at such times and places, and be convened in such manner as they shall decide upon. They shall elect one of their own number to be president, and one to be vice president. The president shall, when present, preside at all meetings of the board and of the stockholders, and when absent the vice president shall discharge the duties of the president, and when both are absent, the directors may appoint a president *pro tem*. The board of directors shall have power to appoint an executive committee, and prescribe its powers and duties ; to appoint a secretary, treasurer and such engineers, superintendents, agent and other officers, as they may deem necessary, and remove them at pleasure ; prescribe their duties and compensation, and may demand adequate security for the discharge of their respective duties and trusts.

SECTION 11. The persons named in the first section shall be the first directors, and shall hold their offices until the first Wednesday of May, A. D. 1871, and until others are chosen in their places, and in case of a vacancy in the directors by reason of the death or resignation of any director, or of his ceasing to be a stockholder, it may be filled by the remaining directors, until the next annual election, or until some other person shall be elected to fill the same. The directors herein named may appoint three persons who shall be stockholders, to be inspectors at the first election, after which the stockholders shall choose three such inspectors at the annual elections. If no inspectors are chosen, the directors may appoint three from time to time. If at any time an election of directors shall not take place on the day appointed by this act, the corporation shall not for that cause be dissolved, but an election may be held on another day, in such manner as shall be prescribed by the directors, or provided for by the by-laws.

SECTION 12. The said company shall have authority and power, and it is hereby authorized and empowered in its corporate capacity, to borrow any sum of money from any person or persons corporation or body politic of any kind, and to make, execute and deliver all necessary writings, notes, bonds, mortgages or other papers and securities in amount and kind, as may be deemed expedient by said corporation in consideration of any such loan, or in the discharge of any liabilities that it may incur in the construction, repair, equipment or running of said road ; and the powers of said corporation for the purposes aforesaid, and for all purposes necessary to carrying out the objects of said company, viz. : the construction of a railroad from and to the points aforesaid, are hereby ratified and confirmed, and the contracts and official acts of said company declared binding in law and equity upon said corporation and upon all other parties to such contracts. Said company shall also have authority and power, and it is hereby authorized and empowered in its corporate capacity to make, execute, issue and deliver its bonds and obligations from time to time, and at any time, in such an amount that all the bonds of said company outstanding at any one time will not exceed the amount of the capital stock of said company. The

directors of said company are hereby authorized and empowered to prescribe by resolution to be by them adopted, the sum or sums for which each of said bonds shall be issued, the time or times and place or places when and where the principal and interest of the same shall be payable, and whether payable to order or to bearer, or how otherwise negotiable, the rate of interest which such bonds shall bear and the manner and form in which the interest coupons annexed to them shall be executed; and to secure the payments of any or all of such bonds, the said corporation is hereby authorized and empowered, in its corporate capacity, to make, execute and deliver a mortgage or deed of trust upon the whole or any part of its railroad, constructed or authorized to be constructed, and of any or all of its estate, real, personal or mixed, in possession or expectancy, owned and acquired, or to be thereafter owned and acquired by said corporation; and the said company is also hereby authorized and empowered, in and by such mortgage or deed of trust to confer upon the trustees or mortgagees, full and ample powers to enter into and upon, and to take possession of, have, use and enjoy, or to sell and dispose of the whole or any part of said railroad or its estate, together with the functions appertaining to said railroad, and all corporate and other franchises, rights and privileges of said corporation; and the directors of said company are hereby authorized and empowered to prescribe by resolutions to be adopted by them, all matters relating to the form and terms of any such mortgage or deed of trust, and of its execution and delivery; and they are authorized to provide for the periodical payments to such trustee or receiver as they shall appoint, a certain sum to create a sinking fund, with which to pay off or discharge at or before maturity any or all of the bonds by them authorized to be issued; and also to provide the manner in which such trustee or receiver shall pay out or dispose of said sinking fund, and to authorize him to designate by lot or in any other suitable manner, the bond or bonds to the payment of which such sinking fund or any part of it shall be applied, and the said board of directors are hereby authorized and empowered to sell, pledge, hypothecate or otherwise dispose of, either for money, work or material to be used in the construction and equipment of said railroad, all or any portion of such mortgage, bonds or other securities or bonds received from any county, town, village or city at par or at such price less than par as the said directors may by resolution, to be by them adopted, deem advisable; any such mortgage or deed of trust and every discharge or satisfaction thereof, may be recorded in the office of the secretary of state in a proper book kept for that purpose, and the certificate of such recording endorsed on such mortgage or deed of trust, shall have the same effect as if such mortgage or deed of trust was recorded in the several counties through which such road may run, and such record in the office of the secretary shall be sufficient notice to all persons.

SECTION 13. The company hereby created shall for all and every of the lands and property which it shall appropriate, take, possess, occupy or use (unless the same be donated to them), pay the value thereof, at the time and in the manner herein provided; and such value shall be ascertained, fixed and determined by mutual agreement between the said company and the owners of such land and property respectively, or by and through the medium and appraisement and determination or award of commissioners appointed as hereinafter provided.

SECTION 14. When the said corporation shall not agree with the owner or owners of such required land for the purchase thereof, or as to the compensation to be paid therefor, or when by reason of the legal incapacity or of absence of such owner or owners no such agreement can be made, then and in that case it shall be lawful for any judge of the supreme, circuit or county

courts of this state on application of the said company, or the owner or owners of any such land, and at the cost and charge of said company, to appoint three disinterested persons residing in the county through which the said road runs, whose duty it shall be to view and examine the lands so taken, with the buildings and improvements if any thereon, and to estimate the value of the lands so taken and required by said company, and all the damages which the owner or owners thereof shall sustain or may have sustained by reason of the taking of the same for the construction and use of said road or works appertaining thereto. And it shall be the duty of said company or of the owner or owners aforesaid, as the case may be, to give three weeks' notice of their application to the judge of the supreme, circuit or county courts for the appointment of said commissioners, to be published for three successive weeks in a newspaper published (if there be any) in the county in which such land may be situated, and the affidavit of the printer or publisher shall be sufficient legal evidence of such publication; and the persons so appointed, before entering upon the discharge of such duties, shall take an oath before some justice of the peace or other person, competent by law to administer oaths, faithfully and to the best of their ability to examine the lands so taken or required by said company, and impartially to estimate and appraise the value of the same, and the damage or injury which the owner or owners thereof shall have sustained or may sustain by reason of the taking and use thereof by said company, whereupon such commissioners shall proceed to examine the premises and estimate the value of such land, and the amount of damage, and they or a majority of them shall make a report in writing of such valuation, under their hands and seals to the circuit court of the county where the land lies, and shall return the same within ninety days after their appointment, to the clerk of the circuit court of the county where they reside, and it shall be the duty of the said clerk to immediately file the same; and in case no appeal shall be made within thirty days after the filing of the said report, as hereinafter provided, then the said clerk shall record the same at the expense of said company, and judgment of the said court shall be entered thereon on motion of either party at any term of said court: *provided*, that either party may appeal to said court within thirty days after said report shall have been filed in the clerk's office, and such appeal shall be tried in the same manner as other issues on trial in said court; and the jury empaneled to try the same shall find the value of the land so taken as required by said company, and the damages which the owner or owners thereof shall have sustained by the taking of the same and the judgment of the said court shall be entered accordingly: *provided, also*, that it shall not be lawful for the said commissioners or said court to proceed in the assessment of damages, or in the valuation of any lands or materials as aforesaid in the absence of the owner or owners, his, her or their agents or attorneys, unless it be shown to them by competent testimony that the said owner or owners shall have had at least five days' notice of the time and place at which such assessment or valuation was to be made, or that the said owner or owners are absent from the state of Wisconsin; and if the said owner or owners shall be minors or *non compos mentis*, or absent from the state, the service of notice may be made on the guardian or trustee if there be any, or in such manner as the court may direct: *provided, also*, that upon the making and filing of the report as aforesaid, and payment in legal tender of the amount of any valuation or appraisal specified therein, to the owner or owners of any such lands, his, her or their legal representatives on payment thereof into the circuit court of the county in which such land shall be situated, for the owner or owners thereof, the said company, their agents, or the contractor for making or repairing said railroad may immediately take and use the same without awaiting issue of any appeal brought thereon; *and provided also*, that in case of an appeal as aforesaid by the owner or owners of such land, the said company immediately on notice of the perfection of

such appeal shall pay into court to abide the judgment therein the amount awarded by such commissioners; and in case of any appeal by the company, it shall be the duty of such company to execute a bond with sufficient surety, to be approved by the court, conditioned to pay any judgment that may be rendered therein, and to abide by the order of the court in the premises; such bond shall be filed at the time of entering the appeal, and in case of neglect or refusal, unless further time so to do shall have been granted by the court, the appeal may be dismissed on motion. Whenever any judgment shall have been entered as herein provided, for the value of any lands, or for any damages for taking and using the same, and the amount specified in such judgment shall have been paid or tendered to the owner or owners of such lands, his, her or their legal representatives, the said company shall be entitled to the estate and interest in the same, as fully as if it had been conveyed in fee simple; and if such valuation be not received when tendered, it may at any time thereafter be received, or may be collected from said company by action at law, at the cost and expense of the person or persons entitled to the same: *provided*, that the costs of any proceedings and judgment specified in the last preceding section shall be taxed by the court and paid by such company, except in cases when upon appeal the verdict of the jury shall be for the same or for a less sum than that reported by the commissioners.

SECTION 15. The capital stock of the company hereby created shall in the first instance be five millions of dollars, which capital stock may be increased to any sum not exceeding ten millions of dollars; the said capital stock to be divided into shares of one hundred dollars each.

SECTION 16. The several counties, towns, villages and cities upon or contiguous to the line of the said road by this act authorized to be constructed, as the same may hereafter be located and established, are, and each of them is hereby authorized to aid in the construction of said railroad, by subscribing to the stock of the company and paying for the same in money, and levying a special tax to raise money for that purpose, or by issuing bonds to said company in payment for said stock, and levying taxes to pay the interest as it accrues upon said bonds, and to establish a sinking fund for the gradual redemption and ultimate full redemption of said bonds at maturity; and for these purposes the boards of supervisors or officers of such counties or towns; the boards of trustees of such villages and the common council of such cities, respectively and severally, shall have power to negotiate and arrange the terms and conditions upon which such aid shall be granted; to enter into all proper contracts with said company in relation to the same, and to adopt such ordinances and regulations pertaining thereto, or to the taxes to be levied under this act, as may be expedient and proper and consistent with law: *provided*, that before any such aid shall be granted or contracted for by any such county, town, village or city, the question of granting the same shall be submitted to a vote of the electors thereof respectively, as hereinafter provided.

SECTION 17. Whenever the president and secretary of the said Superior and St. Croix Railroad Company shall certify under their hands and the seal of the said company to the authorities of any such county, town, village or city, that the route of said railroad has been located through or contiguous to said county, town, village or city, it shall be the duty of the authorities thereof, hereinbefore mentioned, to call a special election to determine the question whether aid shall be granted to said company in the manner prescribed in the preceding section of this act. Such election shall be called, notice thereof shall be given, the form of ballots shall be prescribed and all regulations relating to the same be determined by the proper authorities hereinbefore mentioned of such counties, towns, villages and cities, so that the question be fairly submitted to a vote of the

electors. In case at any such election the majority of votes shall be against granting such aid, the proper authorities may afterwards, in their discretion, call another election upon the same subject, and the same shall be conducted in a like manner.

SECTION 18. If at any election authorized by this act, any such county, town, village or city shall vote in favor of granting such aid by a majority of the votes cast at such election, then the authorities thereof shall have and exercise, in their discretion, the powers conferred upon them by the preceding sections of this act, and all contracts made by them by virtue thereof, shall be valid and enforceable according to the true intent and meaning thereof.

SECTION 19. The several counties, towns, villages and cities, which shall subscribe for the stock of said company, as authorized by this act, are hereby authorized severally to own, control and dispose of the same in the same manner as an individual might do, and to vote upon the same by agent duly authorized, at an election held by the stockholders of the said company.

SECTION 20. All property which the company hereby created is authorized to appropriate, take, possess, hold or use, by making payment therefor, is hereby declared to be taken for public use as soon as the company shall so appropriate, take, possess, hold or use the same.

SECTION 21. It is hereby declared that in the judgment of the legislature of this state, the objects of the corporation hereby created cannot be attained under the general laws.

SECTION 22. This act is hereby declared to be a public act, and the same immediately after the passage thereof, shall be printed by the state printer, and be in full force and effect from and after its passage.

Approved March 15, 1870.

CHAPTER 2.

[Published 1871.]

2.

AN ACT to amend chapter 326 of the private and local laws of 1870, entitled "An act to incorporate the Superior and St. Croix Railroad Company."

The people of the state of Wisconsin, represented in senate and assembly, do enact as follows :

SECTION 1. Section one of chapter 326 of the private and local laws of 1870, is hereby amended so as to read as follows: "F. W. Gates, R. G. Coburn, E. W. Anderson, Jr., Hiram Hayes, S. H. Clough, Hiram Robbins, D. W. Maxon, John J. Talmadge, H. L. Palmer, S. B. Dresser, O. S. Powell, James Edwards and Peter E. Bradshaw, and such other persons as may be associated with them, who shall become stockholders in the association or corporation hereby created in accordance with the provisions of this act, shall be and they are hereby created a body corporate and politic by the name and style of the Superior and St. Croix Railroad Company, and by that name shall have perpetual succession, be competent to contract and be contracted with, sue and be sued, implead and be impleaded, answer and be answered, defend and be defended, in any court whatever. The said corporation may make, have and use a common seal, which it may alter or renew at pleasure; it shall be capable of acquiring by deed, lease or other conveyance a fee simple or any less estate in lands, tenements or easements in the same, and of conveying any such estate or interest by deed, lease or other conveyance, and of holding such estate or interest, or any other estate necessary for the use of the said railroad, either real, personal or mixed, and shall have and enjoy all the privileges, franchises and immunities incident to a corpora-

~~Wisconsin Laws, 1871, Chapter 328~~

tion, and may do and perform all and singular the acts and matters which to any corporation it shall lawfully appertain to do and perform for the well being of said corporation.

SECTION 2. Section eleven of said chapter is hereby amended so as to read as follows : The persons named in the first section shall be the first directors, and unless sooner superseded by an election of directors at the first annual meeting of the company, shall hold their offices until the first Wednesday of May, A. D. 1871, and until others are chosen in their places ; and in case of a vacancy in the directors, by reason of the death or resignation of any director, or of his ceasing to be a stockholder, it may be filled by the remaining directors until the next annual election, or until some other person shall be elected to fill the same. The directors herein named may appoint three persons, who shall be stockholders, to be inspectors at the first election, after which the stockholders shall choose three such inspectors at the annual election. If no inspectors are chosen, the directors may appoint three from time to time. If at any time an election of directors shall not take place on the day appointed by this act, the corporation shall not for that cause be dissolved, but an election may be held on another day, in such manner as shall be prescribed by the directors, or provided for by the by-laws.

SECTION 3. This act shall take effect and be in force from and after its passage.
Approved January 20, 1871.

[Published 1871.]

CHAPTER 328.

3.

AN ACT to amend section 2, chapter 326, of the private and local laws of 1870, approved March 15, 1870, entitled " An act to incorporate the Superior and St. Croix Railroad Company."

The people of the state of Wisconsin, represented in senate and assembly, do enact as follows :

SECTION 1. Section two of said act is hereby amended so as to read as follows : Section 2. The company by this act created are hereby authorized and empowered to survey, locate and from time to time alter, change and re-locate, (so as not materially to change the route,) and to construct and complete, perpetually to have, use and enjoy, maintain and operate the said railroad with one or more tracks or lines, over and along the following routes, that is to say : beginning at some convenient point on the west shore of the bay of Superior, or on the south shore of the bay of St. Louis, in the county of Douglas, running thence southerly by a route as direct as may be practicable, through the counties of Douglas, Burnett, Polk, St. Croix and Pierce via St. Croix Falls and Hudson to Prescott, with a branch or extension running westerly from the above designated place of beginning, in Douglas county, to such point on the Minnesota boundary, north of the Nemadji river, as may be deemed desirable by the directors of said railroad company ; *provided*, said company shall have the right to construct its line of road along the westerly shore of the bay of Superior, from the extreme end of Connors' Point to the southerly end of said bay, or such point thereof as may be deemed desirable by the directors of said railroad company, and shall have the authority to construct and maintain a bridge across the St. Louis river at any point at or above Connors' Point in said County of Douglas, whenever the same shall be assented to by resolution of the board of supervisors of the town of Superior.

SECTION 2. This act shall be in force after its passage and publication.
Approved March 16, 1871.

[Published April 19, 1895.]

No. 400, S.]

4.

CHAPTER 244.

AN ACT to amend chapter 326, of the private and local laws of 1870, entitled, "An act to incorporate the Superior and St. Croix Railroad Company," and chapter 328, of the private and local laws of 1871, entitled, "An act to amend section 2, chapter 326, of the private and local laws of 1870," approved March 15, 1870, entitled 'An act to incorporate the Superior and St. Croix Railroad Company.'

The people of the state of Wisconsin, represented in senate and assembly, do enact as follows :

SECTION 1. Section 2, of chapter 326, of the private and local laws of 1870, entitled, "An act to incorporate the Superior and St. Croix Railroad Company," as amended by chapter 328, of the private and local laws of 1871, entitled an act to amend section 2, chapter 326, of the private and local laws of 1870," approved March 15, 1870, entitled, "An act to incorporate the Superior and St. Croix Railroad Company," is hereby amended so as to read as follows :

Section 2. The said company is hereby authorized and empowered to survey, locate and construct, and to acquire, by purchase or otherwise, and to equip, maintain, operate, and perpetually to have, use and enjoy, a railroad or railroads, with one or more tracks, from a point or points on the bay of Superior, at the west end of Lake Superior, in Douglas county, Wisconsin, to be selected by the board of directors, upon such route or routes as such board shall adopt, to such point or points on the Minnesota state line, as such board shall select, and thence westward upon such route or routes as said board shall adopt, to such point or points on the Pacific coast, as such board shall select; and from said point or points in Douglas county easterly, upon such route or routes as said board shall adopt, to or near Ashland, in the county of Ashland, in the state of Wisconsin, and thence by route or routes and to such point or points in the state of Michigan, as such board shall select; and from said point or points in Douglas county, upon such route or routes as said board shall adopt, through the counties of Douglas, Burnett, Polk, St. Croix and Pierce, or any of them, to Prescott, on the Mississippi river, with a branch from some point in one of said counties, to be selected by the board of directors, to St. Paul and Minneapolis, Minnesota, or to either of said places; also from said point or points in said Douglas county, or from some point to be selected by such board on any railroad or railroads which the said company is or hereafter may be authorized to construct or otherwise acquire, upon such route or routes as such board shall adopt, through the states of Wisconsin and Illinois to or into the city of Chicago, in the county of Cook, in said last named state. And the said company is further authorized and empowered to survey, locate, construct, and to acquire, by purchase or otherwise, and to equip, maintain and operate, and perpetually to have, use, possess and enjoy, branch lines of railroad from its main line or lines in and into or through any state or territory of the United States, or extending into or lying within the dominion of Canada, or any portion or province thereof, from and to such points as shall be determined by such board of directors.

SECTION 2. Section 3, of said chapter 326, is hereby amended so as to read as follows :

Section 3. The said company shall have the perpetual right, power and authority to transport take and carry property and persons upon such railroad or railroads, by steam and other motive power and to receive and store any property in any of its depots or other buildings, including elevators, and to make, construct, maintain, acquire and use all such switches, turnouts, side-tracks, spur and

other tracks as it shall deem necessary; and also to construct, erect, acquire and maintain all such depots, station houses, warehouses, car houses, shops, engine houses, elevators and other buildings, fixtures, structures and things necessary or convenient for use by said company in the operation of its railroads and in the transaction of its business as a carrier of freight and passengers. And said company shall have power to connect its railroad or railroads with any other railroad or railroads, and to operate the same under lease or otherwise, or to run in connection with any such railroad or railroads, in such manner as may be agreed upon between the board of directors of said company and the board of directors of the company or companies owning or operating any such connecting railroad or railroads. And any railroad company, person, association or corporation having a railroad or railroads, constructed or partly constructed, running in the direction of the line or lines of railroad which the said company is by this act or may hereafter be authorized to construct, acquire and operate, which said company shall agree to use or connect with, is hereby authorized to make to said company (created by said chapter 326), a lease, sale or trackage arrangement, perpetual or for a time limited, of the whole or any part of said railroad or railroads so constructed or partly constructed, together with the rolling stock, machinery, buildings, tenements or fixtures, and all property, real, personal or mixed, of the said railroad company, person, association or corporation, together with its or their franchises, rights, privileges and immunities, and in consideration of such lease, use or sale, to take or receive such rent, commutation of rental, payment or other consideration as may be agreed upon.

SECTION 3. Section 4, of said chapter 326, is hereby amended so as to read as follows:

Section 4. Said company shall have the right, authority and power, and it is hereby authorized and empowered, subject to the provisions of section 1836, of the revised statutes, to construct, maintain and operate its railroad or railroads across, along or upon any stream of water, water-course, street, highway, plank-road, turnpike or canal which its route or routes shall intersect or touch; to carry any highway, street, turnpike or plank-road which it shall touch, intersect or cross over or under its tracks, as may be most expedient for the public good; to change the course and direction of any highway, street, turnpike or plank-road, when made necessary or desirable to secure more easy ascent or descent by reason of any embankment or cut made in the construction of its railroad or railroads, and to take land necessary therefor; provided, such highway or road be not so changed from its original course more than six rods, nor its distance thereby lengthened more than five rods. And the said company shall also have power, and it is hereby empowered to cross, intersect, join and unite its railroad or railroads with any railroad now or hereafter constructed, at any point on its route, and upon the grounds of such railroad corporation, with the necessary turnouts, sidings and switches or other conveniences, in furtherance of the objects of its connection. And the said company shall also have power, and it hereby is empowered, to erect, purchase and maintain all necessary bridges for the use of its railroad or railroads, main and branch, over any stream of water or water-course, at such point or points of crossing the same as said railroad or railroads may be located or constructed, together with all necessary abutments, piers, arches, foundations and other structures.

SECTION 4. Section 5 of said chapter 326, is hereby amended so as to read as follows:

Section 5. It shall be lawful for the said company, and it is hereby authorized and empowered, by its officers, engineers, servants and workmen to enter upon any land or lands for the purpose of exploring, surveying, locating and establishing the route or routes of said railroad or railroads; and

when the said route or routes, or any portion thereof, shall be determined, by resolution adopted by its board of directors, it shall be lawful for said company, and it is expressly authorized and empowered, to purchase and hold such land or lands for right of way, side-tracks, spur-tracks, water tanks, construction of road-bed and maintenance of same, station houses, warehouses, elevators, engine houses, shops, and for such other purposes as may be necessary, usual or convenient for the operation of said railroad or railroads or in connection therewith, and whenever said company cannot agree with the owners and other parties interested in any such land upon the price to be paid therefor, or for the occupation thereof, or for any interest therein, it shall have the right, and it is hereby expressly authorized and empowered, to acquire the same by condemnation proceedings, to the extent and in the manner provided by sections 1845 to 1856, inclusive, of the revised statutes of 1878.

SECTION 5. Section 6, of said chapter 326, is hereby amended so as to read as follows :

Section 6. Upon the completion or acquisition of said railroad or railroads, or any part thereof, it shall be lawful for said company, and it is hereby authorized and empowered, to demand, collect and receive such sum or sums of money for the transportation of persons and property, and for the storage of property, as shall be reasonable.

SECTION 6. Section 7 of said chapter 326, is hereby amended so as to read as follows :

Section 7. Said company shall also have full power, and it is hereby expressly authorized, to carry and transport persons and property in boats, steamships, vessels, barges and other water craft upon any of the navigable waters which its railroad or railroads shall run to, over or connect with, and to demand, receive and collect such compensation for the same as it shall from time to time deem reasonable, and for that purpose the said company is authorized and empowered to build, lease, purchase, own and use, either directly or through a corporation or corporations organized by it or otherwise for the purpose, and whose stock in whole or in part it shall own, such boats, steamships, vessels, barges and other water craft as in its judgment may be necessary or convenient for its use.

SECTION 7. Section 8, of said chapter 326, is hereby amended so as to read as follows :

Section 8. The said company shall be capable in law of taking, holding and selling any lands granted to it, or to any company whose property it shall acquire, by purchase or otherwise, by the government of the United States, or by this state, or by any state or territory through or in which it shall acquire in any manner, and operate, any railroad or railroads, wherever the said lands may be situated, or by grant by persons, companies, corporations or associations, within or without this state, to aid in the construction or operation of any railroad or railroads by it constructed or otherwise acquired, or authorized to be by it constructed or acquired: and the said company may also pledge, hypothecate, mortgage or otherwise dispose of all its right, title and interest in and to said lands, or any part thereof, and in and to any other estate, real, personal or mixed, of which it, the said company, may be seized at the time of the execution of any mortgage or deed of trust, or of which it may become seized subsequent to the execution and delivery of any such instrument or instruments, including its franchise to be a corporation and to own, maintain and operate such railroad or railroads; and the said company may sell or lease any of its branch roads, however acquired, whenever it shall be declared by resolution of the board of directors, subject to the approval of the holders of record of a majority of the outstanding capital stock, that the interests of the company and its stockholders will be thereby subserved.

~~Wisconsin Laws 1895, Chapter 344.~~

SECTION 8. Section 9, of said chapter 326, is hereby amended so as to read as follows :

Section 9. All of the affairs of said company shall be managed by a board of directors, who shall be stockholders, and who are hereby invested with all the powers of the corporation, save as hereinafter provided. They shall be chosen annually by ballot by the stockholders at the annual meeting of the company, which shall be held on such notice, and at such time, as shall be prescribed by the by-laws, and at such place, within or without the state, as shall be prescribed by the board of directors, and stated in such notice. At all meetings of the stockholders each stockholder shall be entitled to one vote for each share of stock held by him, under such conditions and regulations as may be prescribed or referred to in the certificates thereof, and may vote the same in person or by proxy duly authorized, and no business shall be transacted at any meeting of the stockholders, unless a majority of the stock subscribed and outstanding is represented. In all elections of directors those stockholders having the greatest number of votes shall be deemed and declared duly elected. Elections shall be conducted in such manner as shall be prescribed by the by-laws of the company, and if for any cause an election of directors shall not be had at the time when by the provisions of this act or by the by-laws it should be had, the same may be held at any other time, on notice to be given as aforesaid, and until such election be had the directors of the preceding year shall continue to act, until their successors are duly elected and qualified. The company may at any time increase or diminish the number of directors to be elected at the next annual meeting of the stockholders, and the number to be elected shall be specified in the notice of meeting, but shall never be less than five nor more than seventeen; and the said company may by a vote of a majority of the stockholders, present or represented at any annual meeting, classify its directors into three classes, each of which shall be composed as nearly as may be of one-third of the directors, the term of office of the first class to expire in one year, of the second in two years, and of the third in three years. At each annual election thereafter a number of directors shall be elected for three years equal to the number whose term of office shall then expire. All vacancies shall be filled in accordance with the by-laws.

SECTION 9. Section 10, of said chapter 326, is hereby amended so as to read as follows :

Section 10. A majority of the board of directors shall constitute a quorum for the transaction of any business. They shall meet at such times and be convened in such manner as the by-laws shall prescribe, and at such places as the board shall decide upon. Whenever all the members of the board of directors are present at any meeting it shall be competent for them, having signed upon the minutes a waiver of notice of meeting, to transact business as fully to all intents and purposes as if the said meeting had been duly convened pursuant to notice. They shall elect one of their own number to be president, and one to be vice-president, and they may elect additional vice-presidents, and such other officers of the board, and impose upon them such duties, and confer upon them such powers, as the board may by resolution prescribe. The duties of the president and other officers at meetings of the board and stockholders shall be prescribed by the by-laws. The board of directors shall have power to appoint an executive committee, and to confer upon and to delegate to said committee the full power of the board of directors when the latter is not in session; and the board may appoint a secretary, treasurer, comptroller and such other officers and agents as it may deem necessary, and it may remove them at pleasure, prescribe their duties and compensation, and may demand adequate security for the discharge of their respective duties.

SECTION 10. Section 11, of said chapter 326, is hereby amended so as to read as follows :

Section 11. The capital stock of said company may be increased from time to time to such an amount as may by its stockholders be deemed necessary for the construction, acquisition or operation of any of its railroad or railroads, by a vote of the owners of record of at least a majority of all its outstanding stock, in person or by proxy, at any annual meeting, or at any meeting called for that purpose, by a notice in writing to each stockholder, to be served upon him personally, or by depositing the same in the postoffice, postage paid, properly directed to him at the postoffice nearest his usual place of residence, at least twenty days prior to such meeting. Such notice shall state the time and place of such meeting, its object, and the amount to which it is proposed to increase such capital stock. No vote in favor of such increase shall take effect until the proceedings of such meeting, showing the names of the stockholders voting therefor, and the amount of stock owned by each, shall be entered upon the records of said corporation, and the said company may at any such time, by a vote of the holders of record of two-thirds of said outstanding stock, classify its said stock into common and preferred; and it may further classify its said stock by dividing its preferred into different classes and it may make any or all of said classes of preferred stock cumulative or non-cumulative as to dividends thereon, and any or all of said preferred stock may be with or without preference over any other stock or classes of stock in the event of the liquidation of the company's affairs, either through insolvency or otherwise. And the said company may make such preferred stock convertible into common stock, upon such terms and conditions as may be fixed by the board of directors.

SECTION 11. Section 12, of said chapter 326, is hereby amended so as to read as follows:

Section 12. The said company is hereby expressly authorized to borrow from time to time such sums of money, and upon such terms, as the corporation or board of directors shall agree upon or authorize as necessary and expedient; and in its corporate name to execute and deliver its notes, bonds, debentures or other evidences of indebtedness in such form as shall be from time to time prescribed by the board of directors, and in such amount as shall be deemed from time to time by said board expedient; and may make the same convertible into its capital stock of any class, upon such terms and conditions as to the board of directors may seem advisable, and it may pledge or hypothecate such notes, bonds, debentures or other evidences of indebtedness as collateral security for loans made to it by any person or persons, corporation, association or body politic; and it may sell such notes, bonds, debentures or other evidences of indebtedness, at such prices and upon such terms as the board of directors shall prescribe; and it may deliver the same in discharge of any liabilities which it may have incurred, or propose to incur, in the construction, purchase or other acquisition of any railroad or railroads or other property which it is or may hereafter be by law authorized to construct, purchase or acquire, and in the repair, equipment or operation of its railroad or railroads, main line or branch, or of any part or parts thereof, or of any steamships, steamboats, barges, ferries or other water craft acquired or owned by it, or which it desires to acquire by construction or purchase; and it may exchange the same for the stocks, bonds or other evidences of indebtedness of any railroad company whose railroad or railroads it is or may hereafter be authorized to purchase, and it may generally use the same in such manner as shall in the judgment of the board of directors subserve and promote the corporate purposes; and the powers of said company for the purposes aforesaid, and for all purposes necessary for the carrying out of the objects, or any thereof, of said company are hereby ratified and confirmed; and the said company may, and it is hereby expressly authorized and empowered, in order to secure the payment of any such notes, bonds, debentures, or other evidences of indebtedness, execute and deliver from

~~Wisconsin Laws 1895, Chap. 244~~

time to time collateral trust indentures or other security, agreements or indentures, and it may from time to time, execute and deliver trust deeds, or mortgages, or both, as occasion may require of and upon any of its railroad or railroads, or parts thereof, constructed or thereafter to be constructed or in process of construction, and may by any such mortgage or trust deed convey and mortgage all or any of its railroad track or tracks, rights of way, depot grounds, rights, privileges, franchises, immunities, exemptions, machine houses, rolling stock, furniture, tools, bridges, elevators, steamboats, steamships, and all appendages and appurtenances, and all other property, real, personal and mixed, in any manner whatever then belonging to the corporation, or which it may thereafter acquire; and it may include in any such mortgage or trust deed any grant or grants of lands, or any parts thereof, owned or held by it, or in which it may be or may become interested; and it may also grant, convey and transfer by any such mortgage or deed of trust its franchise to be a corporation and its franchise to have, possess, maintain and operate the railroad or railroads and other property described in any such instrument and covered thereby; and it may also give and grant to individual bondholders the right and power to vote at meetings of stockholders upon all such questions, other than election of directors, as may come before such meetings; and every such mortgage, deed of trust, collateral trust indenture or security agreement to be executed by said company shall be in such form, and contain such provisions, as the corporation or the board of directors shall think proper. And in any such mortgage, deed of trust, collateral trust indenture or security agreement there may be inserted provisions limiting the right of individual holders of the bonds, notes or evidences of indebtedness secured thereby to sue or recover upon any such bonds, notes or other evidences of indebtedness, or upon any coupon annexed thereto secured by said instrument, either at law or in equity, except through the trustee or trustees to whom or to which or with whom or with which such instrument is made, and every such provision shall be binding upon the holders of said bonds, notes or other evidences of indebtedness, and all thereof and upon any court whose jurisdiction and aid may be invoked in foreclosing the lien or liens created thereby. And every such mortgage or mortgages, deed or deeds of trust or collateral trust indenture, and every discharge or satisfaction thereof, may be recorded in the office of the secretary of state, in a proper book kept for that purpose, and the certificate of such recording, indorsed on such instrument, shall have the same effect as if such instrument were recorded in the several counties in which such railroad or railroads may be located, and such record in the office of the secretary of state shall be sufficient notice to all persons of the existence and lien created by said instrument, and of the property covered by the same.

SECTION 12. The said company may lease or purchase, and take a conveyance or assignment of the railroad or railroads, franchises, immunities, and all other properties and appurtenances, and the stocks or bonds, or both thereof of any other railroad corporation, or any portion thereof, within or without this state, when their respective railroads can be lawfully connected and operated together to constitute a continuous line, or when the railroad or railroads so leased or purchased will constitute branches or feeders of any railroad or railroads maintained and operated by such leasing or purchasing company; and the said company may purchase and hold the stock and bonds, or either thereof, of any railway company to which it has furnished the money for the construction of its railway, or may purchase for the money so furnished, or for such other consideration as may be agreed upon between the companies by their respective boards of directors, and take a conveyance of the whole or any portion of the franchise of said corporation, and of the railway property and appurtenances thereof.

SECTION 13. And the said company may, and it is hereby expressly authorized and empowered to, purchase or otherwise acquire and hold the stock or bonds, or both thereof, of any corporation (wherever organized) the franchises, functions or operations of which may or would in any wise be utilized for the convenient or more economical or safe operation of its railroad or railroads, or of any thereof; and the said company may guarantee the principal or interest, or both thereof, of the bonds, or may endorse the same, or may guarantee the dividends upon the stock, or the rentals or obligations of any lease or traffic contract, of any corporation which it may control by virtue of the ownership of its stock, or otherwise, and may endorse the notes of any such company, or other evidences of indebtedness of any such company, and may guarantee, by endorsement or otherwise, the bonds or other evidences of indebtedness, and the dividends upon the stock or the rentals or obligations of any lease or traffic contract, of any corporation or corporations whose property the said company may now or hereafter be authorized by law to acquire by purchase or lease of the physical property thereof, or by purchase of the stock thereof.

SECTION 14. The said company shall, in addition to the special powers conferred upon it by said chapter 326, and by this act, have, possess and enjoy all of the rights, powers, privileges and immunities conferred upon railroad corporations by chapter 87, of the revised statutes of 1878, and the acts amendatory thereof and supplementary thereto, and shall be subject, save where inconsistent herewith to the restrictions, duties and liabilities imposed upon railroad corporations by said chapter, and all amendatory and supplementary acts.

SECTION 15. Sections 13, 14, 15, 16, 17, 18 and 19, of said chapter 326, are hereby repealed.

SECTION 16. All acts and parts of acts inconsistent with, or in any manner contravening, the provisions of this act are hereby repealed.

SECTION 17. This act shall take effect and be in force from and after its passage and publication.

Approved April 15, 1895.

5.

8 October, 1895.

At a meeting of the Stockholders of the Superior and St. Croix Railroad Company, held at the office of John C. Spooner, in the city of Madison, state of Wisconsin, on the 8th day of October, 1895, at 10 o'clock A. M., pursuant to adjournment, all of the stockholders being present, in person and by proxy, the following resolutions were duly and unanimously adopted, by a stock vote, to wit:

Resolved, That the action of Hiram Hayes, secretary, in applying for and procuring the amendment to the charter of the company made by chapter 244 of the Laws of 1895, entitled "An act to amend chapter 326 of the Private and Local Laws of 1870, entitled 'An act to incorporate the Superior and St. Croix Railroad Company,' and chapter 328 of the Private and Local Laws of 1871, entitled 'An act to amend section 2, chapter 326, of the Private and Local Laws of 1870, approved March 15, 1870, entitled An act to incorporate the Superior and St. Croix Railroad Company,'" be, and the same is hereby, ratified and approved.

Resolved, further, That this company does hereby accept the said chapter, and each and every part thereof.

Resolved, that the president and secretary of the company be and they are hereby, authorized and instructed to execute on behalf of the Company, and under its corporate seal, and to file with the secretary of state, a certified copy of the foregoing resolution accepting said chapter 244 and the amendments to the charter therein and thereby made.

STATE, COUNTY AND CITY OF NEW YORK- SS.

We, Edward, D. Adams, president, and George H. Gardiner, secretary, of the Superior and St. Croix Railroad Company, a corporation organized and existing under the laws of the state of Wisconsin, do hereby jointly and severally certify that we have compared the foregoing with the originals thereof as they appear upon the records of the company, and that the same are true and correct copies of said originals, and of the whole thereof, and that the same were adopted at a meeting of the stockholders of said company duly held as in the caption hereof stated and set forth.

In witness whereof we have hereunto, pursuant to the instructions of the stockholders, as aforesaid, set our hands, and caused the common corporate seal of the company to be hereunto affixed.

(Corporate
Indorsed: seal)

EDWARD D. ADAMS, President.
GEORGE H. GARDINER, Secretary.

STATE OF WISCONSIN,
Department of State

)
) ss

Received this 10th day of July, A. D. 1896, and recorded in volume 8 of R.R. Inc. & Res. on page 625

G. E. VANDERCOOK,
Assistant Secretary of State.

1 July, 1896

At a meeting of the Stockholders of the Superior and St. Croix Railroad Company, duly held at the office of Spooner, Sanborn, Kerr & Spooner, in the city of Madison, state of Wisconsin, on the 1st day of July, A. D. 1896, at 2 o'clock P. M. all of the holders of record of the capital stock of said company being duly represented at said meeting, the following, among other proceedings were duly had, to wit:

On motion of Mr. Spooner, seconded by Mr. Reed, the following resolution was, by a stock vote, unanimously adopted, every share of the outstanding stock of said company voting therefor, to wit:

Resolved, That the corporate name of this corporation be, and the same is hereby changed from "The Superior and St. Croix Railroad Company" to "Northern Pacific"

STATE, COUNTY AND CITY OF NEW YORK- SS.

I, George H. Gardiner, secretary of the Superior and St. Croix Railroad Company, and the custodian of its books, records and common corporate seal, do hereby certify that I have compared the above and foregoing with the original resolution, and with the record of its adoption above set forth, and that the same is a true and correct copy of the said resolution, and of the whole thereof, and of the record of the adoption thereof, at a meeting of the stockholders of said company duly held as in the caption hereof set forth.

In witness whereof, I have, pursuant to the order of the stockholders in this behalf duly made, hereunto set my hand and affixed the said corporate seal this 8th day of July, A.D. 1896.

(Corporate
Seal)

GEORGE H. GARDINER,
Secretary, Superior and St. Croix
Railroad Company.

Indorsed:

STATE OF WISCONSIN)
Department of State : ss

Received this 10th day of July, A.D. 1896, and recorded in vol.
8 of R.R. Inc. & Res. on page 624.

G. B. VANDERCOOK,
Assistant Secretary of State.

UNITED STATES OF AMERICA.

State of Wisconsin :
Department of State :ss

To all to whom these presents shall come: I, Walter L. Houser, Secretary of State of the State of Wisconsin, do hereby certify that the foregoing copies:

FIRST. Of Chapter 326 of the private and local laws of the State of Wisconsin, approved March 15, 1870, entitled, "An Act to incorporate the Superior and St. Croix Railroad Company."

SECOND: Chapter 2 of the private and local laws of said State approved January 20, 1871, entitled "An Act to amend chapter 326 of the private and local laws of 1870, entitled 'An Act to incorporate the Superior and St. Croix Railroad Company.'"

THIRD. Chapter 328 of the private and local laws of said State approved March 16, 1871, entitled "An Act to amend section 2, chapter 326, of the private and local laws of 1870, approved March 15, 1870, entitled "An Act to incorporate the Superior and St. Croix Railroad Company.'"

FOURTH. Chapter 244 of the laws of said state, approved April 15, 1895, entitled "An Act to amend chapter 326 of the private and local laws of 1870, entitled 'An Act to incorporate the Superior and St. Croix Railroad Company' and chapter 228 of the private and local laws of 1871, entitled 'An Act to amend Section 2, chapter 326 of the private and local laws of 1870, approved March 15, 1870, entitled 'An Act to incorporate the Superior and St. Croix Railroad Company!'"

FIFTH. A certified copy of resolution passed by the stockholders of the Superior and St. Croix Railroad Company on the 8th day of October, 1895, approving the action of Hiram Hayes, Secretary of the Company, in applying for and obtaining chapter 244 of the laws of 1895, and accepting the said chapter, and each and every part thereof, and authorizing and instructing the President and Secretary to execute on behalf of the Company, and under its corporate seal, and to file with the Secretary of State, a certified copy of the resolutions accepting said Chapter 244.

SIXTH. A certified copy of resolutions adopted by the stockholders of the Superior and St. Croix Railroad Company on the first day of July, A.D. 1896, and filed in the Department of State pursuant to the provisions of section 1835 of the Revised Statutes of 1878, changing the name of said company from "Superior and St. Croix Railroad Company" to "Northern Pacific Railway Company". have been severally compared by me with the originals of each of said acts of the legislature, and with the authenticated certified copies of said resolutions above numbered five and six, all thereof being in my custody as such Secretary of State, and on file in this Department, and that the foregoing is a true copy of each of said original acts and said certified copies of resolutions, and of the whole thereof, and of each thereof, those numbered first, second, third and fourth constituting the charter of legislative acts of incorporation of the Superior and St. Croix Railroad Company, now, by change of name, under the Statutes of Wisconsin, the "Northern Pacific Railway Company."

In witness whereof, I have hereunto set my hand and affixed my official seal, at the capitol in the city of Madison, this 6th day of July, A.D. 1903.

W. L. Houser.

State of Idaho : ss
County of Nez Perce :

I, J. R. Lydon; county recorder of the county of Nez Perce, state of Idaho, do hereby certify that the foregoing copies:

FIRST. Of Chapter 326 of the private and local laws of the State of Wisconsin, approved March 15, 1870, entitled "An Act to incorporate the Superior and St. Croix Railroad Company",

SECOND. Chapter 2 of the private and local laws of said State, approved January 20, 1871, entitled "An Act to amend chapter 326 of the private and local laws of 1870, entitled 'An Act to incorporate the Superior and St. Croix Railroad Company'",

THIRD. Chapter 328 of the private and local laws of said State, approved March 16, 1871, entitled "An Act to amend section 2, chapter 326 of the private and local laws of 1870, approved March 15, 1870, entitled 'An Act to incorporate the Superior and St. Croix Railroad Company'",

FOURTH. Chapter 244 of the laws of said state, approved April 15, 1895, entitled "An Act to amend chapter 326 of the private and local laws of 1870, entitled 'An Act to incorporate the Superior and St. Croix Railroad Company' and chapter 288 of the private and local laws of 1871, entitled 'An Act to amend section 2, chapter 326 of the private and local laws of 1870, approved March 15, 1870, entitled 'An Act to incorporate the Superior and St. Croix Railroad Company'",

FIFTH. A certified copy of resolution passed by the stockholders of the Superior and St. Croix Railroad Company on the 8th day of October, 1895, approving the action of Hiram Hayes, secretary of the company, in applying for and obtaining chapter 244 of the laws of 1895, and accepting the said chapter, and each and every part thereof, and authorizing and instructing the president and secretary to execute on behalf of the company and under its corporate seal, and to file with the Secretary of State, a certified copy of the resolutions accepting said Chapter 244.

SIXTH. A certified copy of resolutions adopted by the stockholders of the Superior and St. Croix Railroad Company on the first day of July, A. D. 1896, and filed in the Department of State pursuant to the provisions of section 1835 of the Revised Statutes of 1878, changing the name of said company from "Superior and St. Croix Railroad Company" to "Northern Pacific Railway Company",

SEVENTH. Certificate of authentication of W. L. Houser, secretary of State of the state of Wisconsin, have been severally compared by me with the duly authenticated certified copies of said acts and with the duly authenticated certified copies of said resolutions above numbered five and six, and with the original certificate of authentication thereof, all being in my custody as county recorder of the county of Nez Perce, state of Idaho, and that the foregoing are severally true and correct copies of each of said several authenticated certified copies of said acts and resolutions and of the certificate of authentication, and of the whole thereof and of each thereof.

And I further certify that said duly authenticated certified copies of said acts and resolutions were filed in my office on the 24th day of July, A. D. 1903.

In witness whereof, I have hereunto set my hand and the seal of said county this 24th day of July, A. D. 1903.

J. R. Lydon
County Recorder of Nez Perce County,
state of Idaho.

By Geo. E. Erb
Deputy