

A BILL

FOR AN ACT REQUIRING FOREIGN CORPORATIONS TO FILE THEIR ARTICLES OF INCORPORATION WITH THE SECRETARY OF STATE, AND IMPOSING CERTAIN CONDITIONS UPON SUCH CORPORATIONS TRANSACTING BUSINESS IN THIS STATE.

Be it enacted by the General Assembly of the State of Iowa :

SECTION 1. That hereafter any corporation for pecuniary profit, other than for carrying
 2 on mercantile or manufacturing business, organized under the laws of any other State or of
 3 any territory of the United States, or of any foreign country, desiring to transact its business,
 4 or to continue in the transaction of its business in this State, shall be and hereby is re-
 5 quired, on and after September, A. D. 1886, to file with the Secretary of State a certified
 6 copy of its articles of incorporation duly attested, accompanied by a resolution of its board
 7 of directors or stockholders, authorizing the filing thereof and also authorizing service of
 8 process to be made upon any of its officers or agents in this State engaged in transacting its
 9 business, and requesting the issuance to such corporation of a permit to transact business
 10 in this State, said application to contain a stipulation that said permit shall be subject to
 11 each of the provisions of this act. And thereupon the Secretary of State shall issue to
 12 such corporation a permit in such form as he may prescribe for the general transaction of
 13 the business of such corporation. And upon the receipt of such permit such corporation
 14 shall be permitted and authorized to conduct and carry on its business in this State. Pro-
 15 vided, that nothing in this act contained shall be construed to prevent any foreign corpora-
 16 tions from buying, selling and otherwise dealing in notes, bonds, mortgages and other
 17 securities, or from enforcing the collection of the same in the federal courts in the same
 18 manner and to the same extent as is now authorized by law.

SEC. 2. No foreign corporation which has not in good faith complied with the provisions
 2 of this act, and taken out a permit, shall hereafter be authorized to exercise the power of
 3 eminent domain or exercise any of the rights and privileges conferred upon corporations
 4 until they have so complied herewith and taken out such permit.

SEC. 3. Any foreign corporation sued or impleaded in any of the courts of this State
 2 upon any contract made or executed in this State or to be performed in this State or for
 3 any act or omission, public or private, arising, originating or happening in this State, who
 4 shall remove any such cause from such State court into any of the federal courts held or
 5 sitting in this State, for the cause that such corporation is a non-resident of this State or a
 6 resident of another State than that of the adverse party, or of local prejudice against such

7 corporation, shall thereupon forfeit and render null and void any permit issued or author-
8 ity granted to such corporation to transact business in this State ; such forfeiture to be de-
9 termined from the record of removal, and to date from the date of filing of the application
10 on which such removal is effected, and whenever any corporation shall thus forfeit its said
11 permit no new permit shall be issued to it for the space of three months, unless the Execu-
12 tive Council shall for satisfactory reasons cause it to be issued sooner.

SEC. 4. Any foreign corporation that shall carry on its business and transact the same, on
2 and after September 1, 1886, in the State of Iowa, by its officers, agents or otherwise, with-
3 out having complied with this statute and taken out, and having a valid permit shall for-
4 feit and pay to the State for each and every day in which such business is transacted and
5 carried on the sum of \$100, to be recovered by suit in any court having jurisdiction. And
6 any agent, officer or employe who shall knowingly act or transact such business for such
7 corporation when it has no valid permit as provided herein, shall be guilty of a misde-
8 meanor, and for each offense shall be fined not to exceed \$100 or imprisoned in the county
9 jail not to exceed thirty days and pay all costs of prosecution.

SEC. 5. All acts and parts of acts inconsistent with the provisions hereof are hereby re-
2 pealed ; *provided*, that nothing contained in this act shall relieve any company, corpora-
3 tion, association or partnership from the performance of any duty or obligation now en-
4 joined upon them or required of them or either of them by the laws now in force.

A BILL

FOR AN ACT REQUIRING FOREIGN CORPORATIONS TO FILE THEIR ARTICLES OF INCORPORATION WITH THE SECRETARY OF STATE, AND IMPOSING CERTAIN CONDITIONS UPON SUCH CORPORATIONS TRANSACTING BUSINESS IN THIS STATE.

Be it enacted by the General Assembly of the State of Iowa:

SECTION 1. That hereafter any corporation for pecuniary profit, organized under the laws of any other State of the United States, desiring to transact its business or to continue in the transaction of its business, in this State shall be and hereby is required, on and after September, A. D. 1884, to file with the Secretary of State a certified copy of its articles of incorporation duly attested, accompanied by a resolution of its Board of Directors or Stockholders, authorizing the filing thereof and also authorizing service of process to be made upon any of its officers or agents in this State engaged in transacting its business, and requesting the issuance to such corporation of a permit to transact business in this State. And thereupon the Secretary of State shall issue to such corporation a permit in such form as he may prescribe for the general transaction of the business of such corporation. And upon the receipt of such permit such corporation shall be permitted and authorized to conduct and carry on its business in this State, and as to all contracts, duties, and obligations originating and arising in or out of its business in this State. Such corporation shall be deemed to be a domestic corporation organized under the laws of this State.

SEC. 2. No foreign corporation which has not in good faith complied with the provisions of this act, and taken out a permit, shall hereafter be authorized to exercise the power of eminent domain or exercise any of the rights and privileges conferred upon corporations until they have so complied herewith and taken out such permit.

SEC. 3 Any foreign corporation sued or impleaded in any of the courts of this State upon any contract made or executed in this State or to be performed in this State or for any act or omission, public or private, arising, originating, or happening in the State, who shall remove any such cause from such State court into any of the federal courts held or sitting in this State, for the cause that such corporation is a non-resident of this State or a resident of another State than that of the adverse party, or of local prejudice against such corporation, shall thereupon forfeit and render null and void any permit issued or authority granted to such corporation to transact business in this State; such forfeiture to be de-

9 terminated from the record of removal, and to date from the date of filing of the application
10 of which such removal is effected, and whenever any corporation shall thus forfeit its said
11 permit no new permit shall be issued to it for the space of three months, unless the Execu-
11 tive Council shall for satisfactory reasons cause it to be issued sooner.

SEC. 4. Any foreign corporation that shall carry on its business and transact the same, on
2 and after September 1, 1884, in the State of Iowa by its officers, agents, or otherwise, with-
8 out having complied with this statute and taken out, and having a valid permit shall for-
4 feit and pay to the State for each and every day in which such business is transacted and
5 carried on the sum of \$100, to be recovered by suit in any court having jurisdiction. And
6 any agent, officer or employe who shall knowingly act or transact such business for such
7 corporation when it has no valid permit as provided herein shall be guilty of a misdemeanor
8 and for each offense shall be fined not to exceed \$100 or imprisoned in the county jail not to
9 exceed thirty days and pay all costs of prosecution.

SEC. 5. All acts and parts of acts inconsistent with the provisions hereof are hereby re-
2 pealed; *provided*, that nothing contained in this act shall relieve any company, corporation,
3 association or partnership from the performance of any duty or obligation now enjoined
4 upon them or required of them or either of them by the laws now in force.

With amendments proposed by judiciary committee of the Senate incorporated. [Words proposed for insertion inclosed in brackets []; those to be omitted printed in *italics*.]

A BILL

FOR AN ACT REQUIRING FOREIGN CORPORATIONS TO FILE THEIR ARTICLES OF INCORPORATION WITH THE SECRETARY OF STATE, AND IMPOSING CERTAIN CONDITIONS UPON SUCH CORPORATIONS TRANSACTING BUSINESS IN THIS STATE.

Be it enacted by the General Assembly of the State of Iowa:

SECTION 1. That hereafter any corporation for pecuniary profit, organized under the laws of any other State [or of any territory] of the United States, [or of any foreign country,] desiring to transact its business or to continue in the transaction of its business, in this State, shall be and is hereby required, on and after September, A. D. 1884[6], to file with the Secretary of State a certified copy of its articles of incorporation duly attested, accompanied by a resolution of its Board of Directors or Stockholders, authorizing the filing thereof and also authorizing service of process to be made upon any of its officers or agents in this State engaged in transacting its business, and requesting the issuance to such corporation of a permit to transact business in this State; [said application to contain a stipulation that said permit shall be subject to each of the provisions of this act.] And thereupon the Secretary of State shall issue to such corporation a permit in such form as he may prescribe for the general transaction of the business of such corporation. And upon the receipt of such permit such corporation shall be permitted and authorized to conduct and carry on its business in this State; *and as to all contracts, duties, and obligations originating and arising in or out of its business in this State such corporation shall be deemed to be a domestic corporation organized under the laws of this State.*

SEC. 2. No foreign corporation which has not in good faith complied with the provisions of this act, and taken out a permit, shall hereafter be authorized to exercise the power of eminent domain or exercise any of the rights and privileges conferred upon corporations until they have so complied herewith and taken out such permit.

SEC. 3. Any foreign corporation sued or impleaded in any of the courts of this State upon any contract made or executed in this State or to be performed in this State or for any act or omission, public or private, arising, originating, or happening in the State, who shall remove any such cause from such State court into any of the federal courts held or sitting in this State for the cause that such corporation is a non-resident of this State or a resident of another State than that of the adverse party, or of local prejudice against such corpora-

7 tion, shall thereupon forfeit and render null and void any permit issued or authority
8 granted to such corporation to transact business in this State ; such forfeiture to be deter-
9 mined from the record of removal, and to date from the date of filing of the application of
10 which such removal is effected, and whenever any corporation shall thus forfeit its said per-
11 mit no new permit shall be issued to it for the space of three months, unless the Executive
12 Council shall for satisfactory reasons cause it to be issued sooner.

SEC. 4. Any foreign corporation that shall carry on its business and transact the same, on
2 and after September 1, 1884[6], in the State of Iowa by its officers, agents, or otherwise,
3 without having complied with this statute, and taken out and having a valid permit, shall
4 forfeit and pay to the State for each and every day in which such business is transacted
5 and carried on the sum of \$100, to be recovered by suit in any court having jurisdiction.
6 And any agent, officer, or employe who shall knowingly act or transact such business for
7 such corporation when it has no valid permit as provided herein shall be guilty of a misde-
8 meanor and for each offense shall be fined not to exceed \$100 or imprisoned in the county
9 jail not to exceed thirty days and pay all costs of prosecution.

SEC. 5. All acts and parts of acts inconsistent with the provisions hereof are hereby re-
2 pealed; *provided*, that nothing contained in this act shall relieve any company, corporation,
3 association, or partnership from the performance of any duty or obligation now enjoined
4 upon them or required of them or either of them by the laws now in force.