

for in duplicate, one of which shall be filed with the State Board of Tax Commissioners, and he shall prepare a duplicate list accurately describing all real property so escheated, one of which shall be filed with the said State Board of Tax Commissioners and one in the office of the Commissioner of Public Lands.

SEC. 6. The State Board of Tax Commissioners shall keep a record in which shall be entered memoranda of all matters and proceedings in relation to escheats, and in which shall be entered a description of all real property escheated, and they shall also keep an account of all moneys collected and paid into the State Treasury under the provisions of this act.

Record of
Tax Com-
mission.

SEC. 7. All escheats shall inure to and become a part of the permanent common school fund of the State, and all escheated real property shall be managed, sold and handled in the manner provided by law for the management, disposition and sale of the State common school lands.

Escheats
belong to
permanent
school
fund.

SEC. 8. It shall be the duty of the Attorney General and of the several county attorneys of the State to advise and assist the said State Board of Tax Commissioners in any and all of the matters and proceedings that may be had under the provisions of this act.

Attorney
General—
duty of.

Passed the Senate February 25th, 1907.

Passed the House March 8th, 1907.

Approved by the Governor March 12th, 1907.

CHAPTER 134.

[S. B. 194.]

CORPORATIONS OTHER THAN THOSE FORMED FOR THE PURPOSE OF PROFIT.

AN ACT relating to the organization and powers of corporations other than those formed for the purpose of profit.

Be it enacted by the Legislature of the State of Washington:

SECTION 1. Corporations may be formed under the provisions of this act for any lawful purpose except the carry-

Formation—
purposes.

ing on of a business, trade, avocation or profession for profit.

Members—
shares to be
equal.

SEC. 2. The incorporators and members of a corporation formed under the provisions of this act may be individuals, copartnerships or corporations. It shall have no capital stock, and shares therein shall not be issued. The interest of each incorporator or member shall be equal to that of any other, and no incorporator or member can acquire any interest which will entitle him to any greater voice, vote, authority or interest in the corporation than any other member.

Membership
assignable.

SEC. 3. The corporation may issue membership certificates, which certificates shall be assignable under such provisions, rules and regulations as may be prescribed by the by-laws of the company.

Termination
of member-
ship.

SEC. 4. A membership in a corporation formed hereunder may be terminated by voluntary withdrawal, by expulsion and by death. Losses of membership through any such causes and the incidents thereof shall be governed by the by-laws of the company.

Organiza-
tion—
articles.

SEC. 5. Not less than five individuals, co-partnerships, or corporations shall be required to form a corporation hereunder. Articles of incorporation shall be prepared, executed and acknowledged in triplicate; one copy shall be filed in the office of the Secretary of State, another in the office of the county auditor of the county in which the principal place of business of the corporation is located, and the third retained in the possession of the corporation. Such articles shall state the name of the corporation, the purposes for which it is formed, the place where its principal place of business will be, the term for which it is to exist, not exceeding fifty years, the number of the trustees thereof, and the names of the trustees who shall manage the affairs of the corporation for such length of time, not less than two months, nor more than six months, as may be designated in such articles, until the trustees shall be elected by the members. The formation of the corporation shall be complete upon the filing of the articles as herein provided.

SEC. 6. Before transacting any business or acquiring ^{By-laws.} any property the members of the corporation must meet and adopt by-laws. The vote of a majority of all the members of the corporation shall be necessary to the adoption of such by-laws and when adopted the same must be written in a book to be kept by the corporation. The corporation may by its by-laws provide for the time, place and manner of calling and conducting its meetings, the number of trustees, the time of their election, their term of office, the mode and manner of their removal, the mode and manner of filling vacancies on the board caused by death, resignation, removal or otherwise, the power and authority of the trustees, the compensation of the trustees or of any officer, the mode and manner of conducting business, the mode and manner of conducting elections, the qualifications for membership, on what conditions there may be a succession of membership, the manner in which membership shall cease, the mode and manner of expulsion of a member, the termination of a member's interest in the corporate property upon the cessation of his membership, and whether he shall be remunerated therefor, and if so in what manner, the amount of membership fee, and the dues, installments or labor which each member may be required to pay or perform, if any, the charges which may be made for services rendered or supplies furnished the members of the corporation by it, the manner of collection or enforcement of membership fees, dues or charges, and the method of forfeiting the membership interest for nonpayment or nonperformance, the method, time and manner of permitting the withdrawal of a member, if at all, and how his interest may be ascertained and payment made therefor, if the company decide that he should be reimbursed therefor, the formation of a surplus fund and the manner and proportions in which such surplus fund shall be distributed, either upon the order of the corporation or upon its dissolution, and generally, all such other matters as may be proper to carry out the purpose for which the corporation was formed.

Powers of
corporation.

SEC. 7. Corporations formed under this act shall have power of succession by their corporate name for fifty years, in such name may sue and be sued in any court, may make and use a common seal and alter the same at pleasure, may receive gifts and devises, may purchase, hold and convey real and personal property, as the purposes of the corporation may require, may appoint such subordinate agents or officers as the business may require, may demand assessments of members and sell or forfeit their interests in the corporation for default with respect to any lawful provision of the by-laws, may enter into any lawful contracts and incur obligations essential to the transaction of its affairs for the purpose for which it was formed, may borrow money and issue notes, bills or evidence of indebtedness, and may mortgage its property to secure the same as its by-laws may provide, and, generally, may do all things necessary or proper to carry out the purpose of its creation.

Change of
purposes.

SEC. 8. The purpose or purposes for which a corporation is created hereunder may be altered, modified, enlarged, or diminished by the vote of two-thirds of all the members at a special meeting called for such purpose, notice of which meeting shall be given in the manner provided by the by-laws for the giving of notice for the election of trustees.

Amendment
of by-laws.

SEC. 9. The by-laws of the corporation shall prescribe the manner in which they may be amended.

Dissolution.

SEC. 10. Any corporation formed under this act may be dissolved and its affairs wound up voluntarily by the written request of two-thirds of the members. Such request must be addressed to the trustees and specify reasons why the winding up of the affairs of the corporation is deemed advisable, and name three persons, members of the corporation, to act in liquidation. Upon the filing of such request with the trustees, and a copy thereof in the office of the Secretary of State, and of the county auditor of the county where the principal place of business of the corporation is located, the power of the trustee shall cease and the persons appointed shall proceed to wind up the corporation, realize upon its assets, pay its debts and divide

the residue of the money among the members in the proportion to which each member is entitled under the by-laws. This shall be done within the time designated in such request or such further time as may be granted by writing signed by two-thirds of the members and filed in the office of the Secretary of State and of the county auditor of the county where the principal place of business of the corporation is located. No receiver of such a corporation or of its property, or of any right therein, can be appointed by any court upon the application of any member save after judgment of dissolution in an action brought by the State to forfeit its franchise.

SEC. 11. Any corporation formed under the provisions of this act that shall engage in any business, trade, avocation or profession for gain or which shall enter into any agreement or combination in restraint of trade, or to fix or establish the price of any commodity, or to limit or regulate the production or distribution of any commodity, or which shall attempt to restrain trade, or fix or establish the price of any commodity, or limit or regulate the production or distribution of any commodity shall forfeit its right to exist as a corporation and judgment of dissolution may be entered in an action brought by the State to have such forfeiture declared. Nothing herein contained shall be construed to forbid such a corporation accumulating a surplus fund through membership fees and dues, or from charges made its members for services rendered or supplies furnished them by it, and the distribution of such fund among the members in the manner provided by the by-laws.

Not to engage in business for gain, etc.

SEC. 12. Any corporation heretofore formed under any law of this State, the purpose or purposes for the creation of which is such that it might have been formed and carry on business hereunder, may avail itself of the privileges and incur the liabilities prescribed by this act upon a majority vote of all the members to the effect that it desires to reorganize hereunder, the result of such vote to be evidenced by a certificate executed by the president and secretary under the seal of the corporation and filed in the

Existing corporations may reorganize under act.

office of the Secretary of State and of the county auditor of the county where the principal place of business of the corporation is located. Upon the filing of such certificate it shall be endowed with all the privileges and affected by all the liabilities prescribed hereunder, but the time of its existence fixed by its articles shall not be enlarged by such action.

License
fee.

SEC. 13. All corporations formed under the provisions of this act shall pay to the Secretary of State, for the use of the State, the same fee for filing its articles of incorporation and the same annual license fee, as is prescribed by law for other corporations having a capital stock:

Passed the Senate February 18th, 1907.

Passed the House March 8th, 1907.

Approved by the Governor March 12th, 1907.

CHAPTER 135.

[S. B. 92.]

SALE AND DISTRIBUTION OF GRAIN SACKS MANUFACTURED AT THE STATE PENITENTIARY.

AN ACT providing for the manner of sale and distribution of all grain sacks manufactured at the State Penitentiary, and declaring an emergency.

Be it enacted by the Legislature of the State of Washington:

Grain sacks
to be sold
directly to
farmers.

SECTION 1. All grain sacks manufactured at the State Penitentiary shall be sold directly to the farmers of the State of Washington who are actually engaged in growing grain, and no sacks shall be sold outside the State of Washington nor to any person not engaged in grain growing: *Provided*, That if, during the time hereinafter specified for making application therefor, application shall not be made by actual consumers for all the sacks so manufactured, then the State Board of Control may sell to other persons and elsewhere all sacks in excess of those applied for by actual consumers.

May be
sold to
others,
when.