

corporation sole, shall be vested with the title of any and all property held by his predecessors, as such corporation sole, with like powers and authority over the same, and subject to all the legal liabilities and obligations with reference thereto. Such successor shall record in the office of each recording precinct wherein said corporation owns real property a certificate of his commission or certified copy of his letter of election or appointment.

Title of abeyance upon death or removal of person incorporated.

Section 10. In case in the death or removal of any such Archbishop, Bishop, President, Trustee in Trust, President of Stake, President of Congregation, Overseer, Presiding Elder, or Clergyman, who at the time of his death, resignation or removal, was holding the title to trust property for the use or benefit of any church or religious society and not incorporated as a corporation sole, the title to any and all such property held by him, of every nature and kind, shall not revert to the donor, nor rest in the heirs of such deceased person, but shall be deemed to be in abeyance, after such death, resignation, or removal, until his successor is duly appointed to fill such vacancy, and upon the appointment of such successor the title of all the property held by his predecessor shall at once, without any other act or deed rest in the person appointed to fill such vacancy.

Approved April 29, 1933.

CHAPTER 67.

AN ACT

[S. B. 55]

To prescribe the method of levying and collecting assessments on shares of stock in domestic corporations.

Be it enacted by the Legislature of the Territory of Alaska:

Assessments on shares of stock, how may be levied.

Section 1. Directors may levy assessments. Shares of stock are not assessable unless the original or

amended articles of incorporation expressly confer the authority to levy assessments, nor unless the certificates, representing the shares of stock to be assessed, contain a statement that such shares are assessable. Subject to any limitations contained in the articles of incorporation, the directors of any corporation formed or existing under the laws of the Territory may, for the purpose of paying expenses, conducting business, or paying debts, by resolution duly adopted and entered in the minutes, levy and collect assessments upon all shares of any class, or upon all shares of all classes made assessable by the articles of incorporation. This authority is in addition to that of making calls for the unpaid subscription price of shares of stock. (Idaho 1919, Section 4733.)

Section 2. Resolution levying assessment. Every resolution levying an assessment must designate the class or classes of shares upon which the assessment is levied; specify the amount thereof per share, when, to whom and where payable; fix a day, subsequent to the actual service or publication of the assessment notice, on which the unpaid assessments will be delinquent, not less than thirty nor more than sixty days from the time of passing the resolution levying the assessment, and a day for the sale of delinquent stock, not less than forty-five nor more than ninety days from the day the stock is declared delinquent. Idaho 1919, Section 4736.)

Classes of shares must be designated in resolution.

Date must be fixed for payment.

Section 3. Notice of assessment. Upon the passing of the resolution levying the assessment the secretary must cause to be published and mailed to each stockholder at his last known place of residence, a notice thereof, in the following form:

Notice of assessment, how given.

(Name of corporation in full. Location of principal place of business.) Notice is hereby given that at a meeting of the directors held on the (date), an assessment of (amount) per share was levied upon (class

Form of notice of assessment.

of stock) of the capital stock of the corporation, payable (when, to whom and where). Any stock upon which this assessment remains unpaid on the (day fixed) will be delinquent and advertised for sale at public auction, and unless payment is made before, will be sold on the (day appointed) to pay the delinquent assessment, together with costs of advertising and expenses of sale. (Signature of secretary with location of office.) (Idaho 1919. Section 4737.)

Publication of notice, manner of.

Section 4. Same: Publication. The notice must be published once a week, for four successive weeks, in some newspaper of general circulation published at the place designated in the articles of incorporation as the principal place of business. If there be no newspaper published in the place designated as the principal place of business of the corporation, then the publication must be made in the newspaper published nearest such place. (Idaho 1919, Section 4738.)

Delinquent notice, how given.

Section 5. Delinquent notice. If any portion of the assessment mentioned in the notice remains unpaid on the day specified therein for declaring the stock delinquent, the secretary must, unless otherwise ordered by the board of directors, cause to be published in the same paper in which the notice heretofore provided for was published, a notice substantially in the following form:

Form of notice of delinquency.

(Name in full. Location of principal place of business.) Notice— There is delinquent upon the following described stock on account of assessment levied on the (date), (and assessment previous thereto, if any) the several amounts set opposite the names of the respective shareholders as follows: (Names, number of certificate, number of shares, amount). and in accordance with law, so many shares of each parcel of such stock as may be necessary, will be sold at the (particular place), on the (date), at (the hour) of such day, to pay delinquent assessments thereon, together with the cost of

advertising and expenses of the sale. (Name of secretary, with location of office.) (Idaho 1919, Section 4739.)

Section 6. Same: Additional requirements. The notice must specify every certificate of stock, the name of the holder as it appears on the books of the corporation, the number of shares it represents and the amount due thereon, except when certificates may not have been issued to parties entitled thereto, in which case the number of shares and amount due thereon must be stated. (Idaho 1919, Section 4740.)

Additional requirements of notice.

Section 7. Same: Publication. The notice, when published in a daily paper must be published for ten days, excluding Sundays and legal holidays, previous to the day of sale. When published in a weekly paper it must be published in each issue for two weeks previous to the day of sale. The first publication of all delinquent sales must be at least fifteen days prior to the day of sale. (Idaho 1919, Section 4741.)

Delinquent notice, how published.

Section 8. Delinquent stock may be sold. By the publication of the notice the corporation acquires jurisdiction to sell and convey a perfect title to all of the stocks described in the notice of sale, upon which any portion of the assessment or costs of advertising remains unpaid at the hour appointed for the sale, but must sell no more of such stock than is necessary to pay the assessment due and costs of advertising and sale. (Idaho 1919, Section 4742.)

Jurisdiction of sale of stock for delinquent assessment.

Section 9. Conduct of sale. On the day, at the place, and at the time, appointed in the notice of sale, the secretary must, unless otherwise ordered by the board of directors, sell, or cause to be sold, at public auction to the highest bidder, for cash, so many shares of each parcel of the described stock as may be necessary to pay the assessment and charges thereon, according to the terms of sale; if payment is made before

Sales, how conducted.

the time fixed for sale, the party paying is only required to pay the actual cost of advertising in addition to the assessment. (Idaho 1919, Section 4743.)

Purchaser,
who is.

Section 10. Purchaser. The person offering at such sale to pay the assessment and costs for the smallest number of shares or fraction of a share, is the highest bidder, and the stock purchased must be transferred to him on the stock books of the corporation on payment of the assessment and costs. (Idaho 1919, Section 4744.)

When corpora-
tion may pur-
chase.

Section 11. Corporation may purchase. If at the sale of stock no bidder offers the amount of the assessment and costs and charges due, the same may be bid in and purchased by the corporation, through the secretary, president or any director thereof, at the amount of the assessment, charges and costs due; and said amount must be credited as paid in full on the books of the corporation, and entry of the transfer of the stock to the corporation made. While the stock remains the property of the corporation it is not assessable, nor must any dividend be declared thereon, but all assessments and dividends must be apportioned upon the stock held by the stockholders of the corporation. (Idaho 1919, Section 4745.)

Dates of sale
may be extend-
ed, how.

Section 12. Postponement of sale. The dates fixed in any notice of assessment or notice of delinquent sale, published as aforesaid, may be extended from time to time for not more than thirty days, by resolution of the directors, entered on the records of the corporation; but no such resolution is effectual unless notice of such extension or postponement is appended to, and published with, the notice to which the order relates. (Idaho 1919, Section 4747.)

Effect of
defective
proceedings.

Section 13. Defective proceedings. No assessment is invalidated by a failure to make publication of the notices, nor by the nonperformance of any act re-

quired in order to enforce the payment of the same; but in case of any substantial error or omission in the course of proceedings for collection, all previous proceedings except the levying of the assessment, are void, and publication must begin anew. (Idaho 1919, Section 4748.)

Section 14. Action to recover stock sold. No action shall be sustained to recover stock sold for delinquent assessments, upon the ground of irregularity in the assessment, irregularity or defect in the notice of sale or in its publication, or defect or irregularity in the sale, unless the party seeking to maintain such action first pays or tenders to the corporation, or the party holding the stock sold, the sum for which the same was sold, together with all subsequent assessments which may have been paid or may be due thereon, and interest on such sums from the time they were paid; and no such action shall be sustained unless the same is commenced within six months after such sale was made. (Idaho 1919, Section 4749.)

Tender necessary as basis for action to recover stock if sale irregular.

Section 15. Proof of publication. The publication of notice required by this Act may be proved by the affidavit of the printer, publisher, foreman or principal clerk of the newspaper in which the same was published; and the affidavit of the secretary or auctioneer is prima facie evidence of the time and place of sale, or the quality and particular description of the stock sold, and to whom, and for what price, and of the fact of the purchase money being paid. Such affidavit must be filed in the office of the corporation, and copies of the same, certified by the secretary thereof, are prima facie evidence of the facts therein stated. Certificates of files and records of the corporation in his office, signed by the secretary, and under the seal of the corporation, are prima facie evidence of their contents. (Idaho 1919, Section 4750.)

Publication, how proven and filed.

Approved April 29, 1933.