Foreign Corporation—Annual Statement Of—Report Of—Session Law 1901, Page 150.

Annual statement of foreign corporation must contain information called for by Act of March 9th, 1901, and must be in the form indicated by Section 1 of said Act.

Helena, Montana, May 11, 1905.

Hon. A. N. Yoder, Secretary of State, Helena, Montana.

Dear Sir:—The statement of the Cook Gold Mining & Milling Company, dated January 2, 1905, signed only by Richard T. Cook, President, and which you have submitted to this office, together with the inquiry as to whether it is your duty to file the same, does not comply with the law in several respects, to-wit:

(1) It wholly ignores subdivision 3 of Section 1 of the act of March 9, 1901, relating to reports of foreign corporations; (2) it does not contain the information called for by subdivision 6 of Section 1 of said act; (3) it is not verified by the oath of the secretary of the corporation; (4) and is not attested by a majority of its board of directors.

Under the provisions of this act of the legislature, the penalty for failing to make the necessary report is directed against the corporation

not against its officers. Hence, an attempted compliance with the law by a single officer of the corporation could not have the effect of freeing the corporation from its responsibility or relieving it from the discharge of its duty.

In the affidavit of the president, attached to this report, is contained the statement that the other directors and officers of the company refused to sign or attest the statement, or to prepare and file one of their own. The president of the company perhaps had in mind Section 451 of the Civil Code, as amended by the laws of 1903, p. 45, but this law relates to domestic corporations.

At the request of the parties, as indicated by the letter, there will be no objection, if you so desire, of stating to Mr. Cook the reasons for the rejection of the statement.

Other phases of this question were discussed in the letter to you, dated April 25, 1905, to which reference is hereby made.

Yours very truly,

ALBERT J. GALEN,
Attorney General.