

Foreign Corporations—Filing in Office of County Clerk.

Foreign corporations doing business in this state need file a copy of its articles of incorporation and its annual statement only in the office of the County Clerk wherein its principal place of business is located.

May 28th, 1917.

Hon. C. T. Stewart,
Secretary of State,
Helena, Montana.

Dear Sir:

You have requested of me an opinion as to whether or not foreign corporations coming into this State for the purpose of conducting a farm loan business must file a copy of their articles of incorporation and their annual statement in the office of the county clerk in every county they make farm loans or simply in the office of the county clerk in which their principal office is located.

By Section 4413 of the Revised Codes of 1907, a foreign corporation, before doing business in this State, shall file in the office of the Secretary of State and in the office of the county clerk of the county wherein they intend to carry on business, a duly authenticated copy of its articles of incorporation, and also a certain verified statement. By section 4416 such foreign corporation shall file its annual statement in the office of the county clerk of the county wherein the business of said corporation is carried on, and a duplicate thereof in the office of the Secretary of State. The above sections of the codes were formerly Sections 1030 and 1033 of the Civil Code of 1895, and Sections 442 and 445 of the 5th division of the Compiled Statutes of 1887, but the above underlined words have remained the same.

In *Manhattan Trust Company v. Davis*, 23 Mont. at 273, our Supreme Court held that the requirements of Compiled Statutes 1887, Sections 442-444, that a foreign corporation shall, before doing any business of any kind within the territory, file certain papers with the recorder of the county where it intends to do, or is doing, business, and invalidating its contracts and imposing on it a forfeiture of a certain sum per day during the period of its neglect, and Section 445, requiring it to file an annual report in the county where its business is carried on, are complied with by filing the same with the recorder of the county where its principal office for doing business within the state is located, and filings need not be made in every county where it may transact any item of business, and on pages 282-3 the court says:

“The law contemplates one filing with the secretary of state, and one filing with the county recorder of the county wherein the corporation intends to carry on and transact business.
* * * We do not believe the legislature contemplated any such policy, for, had they done so, they could easily have said that the papers provided for should be filed in each and every county in which the corporation intended to do business, or into which it might possibly thereafter extend its business.”

In view of the foregoing it would appear to me that it would be necessary for a foreign corporation doing business in this state to file a copy of its articles of incorporation and its annual statement only in the office of the county clerk of the county wherein its principal place of business is located.

Respectfully,

S. C. FORD,

Attorney General.