

Opinion No. 40**Corporations—Articles of Incorporation
—Amendments—Mutual Rural
Insurance Companies.**

HELD: Section 6186, R. C. M., 1921, as amended, prescribing the name a mutual rural insurance company shall bear, can only govern in cases of companies coming into existence on or after July 1, 1931, and does not apply to cases where the articles of incorporation of a company organized and chartered prior to that time are being amended to extend the corporate existence.

January 24, 1933.

You request advice as to the status of "Cascade County Farmers Mutual Insurance Company," and as to its right to file with you amended articles of incorporation.

It is reasonably certain from the data you have furnished us that the corporation did not file a certified copy of its articles of incorporation in the office of the state auditor until some day between March 20, 1913, and July 20, 1913. Having been incorporated for a term of twenty years its existence, without any affirmative action on its part at all, would not end at the earliest until the 20th of March, 1933. (*Merges v. Altenbrand*, 45 Mont. 355; *S. Fletcher's Cyclopedia Corporations*, Section 4062; 14 C. J. 177, 178).

Apparently the members of the corporation were well within their rights when at its annual meeting on January 18, 1933, after notice thereof, they voted among other things, to extend the period of its life an additional twenty

years and to amend its articles of incorporation accordingly. (Sections 5918, 5926 and 6186, as amended, and Section 6202, Revised Codes, 1921; *Merges v. Altenbrand*, above.)

Section 6186 as amended by Chapter 62, Laws of 1931, to which you have called our attention, in prescribing the name the corporation shall bear, can only govern in the case of mutual rural insurance companies coming into existence on or after July 1, 1931.

An extension of the life of a corporation does not create a new corporation, in contemplation of law, but merely continues the life of the corporation under its original charter, and therefore, it does not in any way affect the identity of the corporation, or its property, or contract rights, or liabilities. The act of extension relates back to the date of the charter, and there is no alteration or break in the continued existence of the corporation originally formed. (8 *Fletcher's Cyclopedia Corporations*, Sec. 4104).

There being nothing before us to indicate that the proceedings which culminated in the adoption of certain amendments to the articles of incorporation were otherwise than fair and regular, we advise that the amended articles of incorporation be filed.