

**Corporations, Character Determined by Recital of Purposes.
Corporations, Agricultural Society Organized for Profit. Agri-
cultural Society, When Organized for Profit. Fees, for Filing
Articles of Agricultural Society Organized for Profit.**

An agricultural society or corporation, whose articles show that certain purposes for which it is organized will bring profit to the members, cannot file its articles under Section 4224 et seq., Revised Codes. It must pay the fee provided in the general incorporation law for filing articles.

Helena, Montana, December 28, 1909.

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

Dear Sir:

I am in receipt of your request for an opinion as to the classification of the proposed incorporation of the Yellowstone Valley Producers' Association, said articles having been submitted to you for filing under sections 4224 to 4229, revised codes.

The articles contain the following recital: "all the aforesaid purposes being without any object of pecuniary profit." Upon this recital the proposed incorporators claim that they have brought themselves within the provisions of section 4224. However, in the enumeration of the purposes for which said company is formed we find the following: "to secure fair prices for, and to sell agricultural and horticultural products produced by members of this association * * * and marketing agricultural and horticultural products."

These alleged purposes clearly give the association authority to sell the products of the members thereof, and the whole tenor of the proposed articles show that the very purpose of the association is to secure better prices for their products; and, therefore, clearly contradict the statement contained therein that the purposes are without any object of pecuniary profit.

These articles show clearly that this company is not an "agricultural society," within the meaning of that term as used in said section 4224.

A comprehensive definition of agricultural societies is found in the case of

Downing v. Indiana State Board of Agriculture, 28 N. E. 123, which reads as follows:

"It seeks to bring together people engaged in agricultural pursuits, as well as those engaged in manufacturing farm machinery, and other articles adapted to use in the cultivation of the soil and harvesting of crops, and other articles used by the public, as well as those engaged in raising stock, and to exhibit to those in attendance the crops resulting from the various methods of farming, and the various machinery manufactured for the use of those engaged in agricultural pursuits, as well as the various breeds of stock; and give to the people of the state, and particularly those engaged in agricultural pursuits, an opportunity of discussing various methods of farming and farm implements used, and the different breeds of stock raised, and to educate the people in this way in the pursuits of agriculture, and to educate and improve the condition of the agriculturist, that he may gain a knowledge of the best methods of farming, best machinery to use, and the best breeds of stock. An agricultural society is defined in the Century Dictionary as 'a society for promoting agricultural interests, such as the improvement of land, of implements, of the breeds of cattle,' etc.

It will be noticed that this definition does not include the selling and marketing of the products of the members of the association, which is a business proposition, and, necessarily, is intended to be carried on for the purpose of profit to such members.

Therefore, in our opinion, such articles do not come within the provisions of said sections 4224 to 4229. The association is more in the nature of a co-operative association, defined in section 4210, et sec. However, the proposed articles state sufficient facts to entitle them to be filed under the general corporation law, and as there is no capital stock in said company they could be filed under the general corporation law upon the payment of the minimum fee of twenty dollars.

Very truly yours,

ALBERT J. GALEN,

Attorney General.