

Banks, State. Name, Change Of. Place of Business, of State Bank.

General corporation laws relative to change of name and change of place of business, applicable to.

Change of name of state banks, Section 3814, Revised Codes, applies.

Place of business of state banks, Section 3849, Revised Codes, applies.

Oct. 8th, 1910.

Mr. C. E. Kumpe,
State Bank Examiner,
Helena, Montana.

Dear Sir:—

I acknowledged receipt of your request for an opinion as to the right of a state bank to change its name and location, or either, which request you accompanied with a communication from Mr. R. L. Henderson, Cashier of the First State Bank of Kendall.

Section 3908, Revised Codes of 1907, provides:

"That the provisions of this title are applicable to every corporation, unless such corporation is excepted from its operation, or unless a special provision is made in relation thereto inconsistent with some provision in this title, in which case the special provision prevails."

The title referred to in said section is Title I, Part IV, being the general provision applicable to all corporations. I have examined Title II, relating to banks and banking corporations and in particular, Chapters 1 and 6 thereof, relating respectively to banks of discount and deposit, and regulation of banking corporations, and from such examination I am unable to find any provision with reference to the changing of the name of a banking corporation, or the change of location, and it is therefore my opinion that the provisions of Section 3908 authorizes such change in accordance with the general corporation law. See *people vs. Auburn*, 55 Pac. 10.

Section 3849, Revised Codes, provides:

"Every corporation that has been or may be created under the general laws of this state may change its principal place of business from one place to another in the same county, or from one city or county to another city or county within the state. * * * * Before either such changes are made, the consent in writing of the holders of two-thirds the capital stock must be obtained and filed in the office of the corporation. When such consent is obtained, notice of the intended removal or change, must be published at least once a week for three successive weeks in some newspaper published in the county wherein said principal place of business is situated, if there is one published therein; if not, in a newspaper of an adjoining county, giving the name of the county or city where it is situated, and that to which it is intended to remove it."

With reference to the change of name, Sections 3812, 3813, and 3814, Revised Codes of 1907, apply providing:

"That the name of any corporation now organized and existing or which may hereafter be organized under any of the statutes of this state relating to corporations may be altered, changed or amended by a vote of a majority of the stockholders of such corporation duly assembled at any regular meeting or at any special meeting duly called for that purpose.

"Whenever the name of a corporation is changed, altered or amended under the provisions of this act it shall be the duty of the secretary thereof to certify the same for record to the secretary of state and to the county clerk of the county wherein the principal place of business of such corporation is situated.

"Nothing in this contained, shall impair or affect any liability or obligation of any corporation whose name is changed, altered or amended hereunder."

Yours very truly,

ALBERT J. GALEN,
Attorney General