

filing fee should be charged by the Secretary of State and that amendments to articles of incorporation should be filed in the same manner as the original articles. May I ask for a review of this opinion by your office at this time?

"It appears to me that Section 145 of the Revised Codes of 1921 is intended to set up a schedule of fees which may be charged whenever service is performed by the office of the Secretary of State and it would appear to me that where the fee for such service, either in a change of name, increase of capital stock, or other amendment to articles, is not provided by the special act, the provisions of Section 145 would apply."

From the letter of the attorney for the Pondera Producers Co-Operative, Inc., which is attached to your letter, we quote the following:

"The Pondera Producers Co-Operative, Inc., a co-operative association, desires to change its name to The Pondera Poultry Growers, Inc. I have advised them that it is necessary to follow the procedure outlined in the statute, to-wit: Section 5918 of the Revised Codes as amended by Chapter 38 of the Laws of 1931 in reference to the changing of names by corporation. I find no provision in the statutes of this state for the change of name of a co-operative association and assume that the statute above mentioned applies.

"However, under the law in reference to the organization of an ordinary corporation the original articles of the corporation are filed with the County Clerk and Recorder and a certified copy filed with the Secretary of State while in the cases of a co-operative association the filing is just reversed and before proceeding on behalf of the association I desire to know that your office will issue the certificate of change of name if the proceedings as outlined in the above mentioned are followed.

We find very little in the statutes and court decisions bearing on your questions. In Section 6379 of the Act it is provided that such corporations shall be "subject to all duties, restrictions and liabilities set forth in the general laws in relation to similar corporations, except so far as the same may be limited or enlarged by this

Opinion No. 451.

Co-Operative Associations—Corporations—Fees—Secretary of State.

HELD: The general laws governing corporations must control when questions concerning the incorporation of or the government of co-operative associations are not covered by the Co-operative Associations Act, Sections 6375-6396, R. C. M., 1921.

Where the question of fees for services performed by the office of the Secretary of State is not covered by the Co-operative Associations Act, the general laws governing corporations will control.

February 7, 1934.

You submit the following matter and request an opinion thereon:

"Your predecessor in office, under date of January 14, 1927 (Vol. 12, page 22, Opinions of the Attorney General, 1926-28), gave this office an opinion to the effect that a cooperative association organized under Chapter 25 of Part III of the Civil Code of Montana, 1921, is not governed by the general corporation act and no

Act." When, therefore, any questions arise in relation to the incorporation of any concern under the Act, or in relation to its government after incorporation, if such question is not covered by any provision of the Act, resort must be had to the general corporation provisions of the statutes governing similar corporations. In *Anderson v. Equity Co-operative Association of Roy*, 67 Mont. 291, the court held a co-operative concern liable under Section 6003 for not filing its annual report and, in the opinion, quoted that part of Section 6397 set out above.

The second paragraph of your letter raises a question not referred to by the attorney for the Pondera Producers Co-Operative, Inc., and a direct answer to your question as to the proper fee for your office to charge requires a construction of the statutes not easily arrived at. The general laws governing corporations must control except where specifically modified by special act. Where the Co-operative Act provides specific fees for specific service that Act controls. We do not think that it was the intention of the Legislature to grant to any corporation or person the right to any service where the cost of the service rendered by the State would be greater than the fees authorized to be charged. Where there is doubt about the amount of the fee authorized by the special act, we advise following the general provisions of the statutes. Any aggrieved party has a right to appeal to the courts for redress.