

Opinion No. 238.**Corporations—Office or Place of Business—Articles of Incorporation.**

HELD: Since the statute requires the articles of incorporation to contain not only the name of the county in which the principal office or principal place of business is to be located, but also the name of the "city, town or place within the county", the complete failure to name in the articles any place more definitely and specifically than a county cannot be deemed a substantial compliance with the statute.

January 28, 1936.

Hon. Sam W. Mitchell
Secretary of State
The Capitol

With your letter of January 10 you submitted a certified copy of a certificate of the proceedings of Davis Ditch Company, which was sent to you for filing for the purpose of amending the articles of incorporation of said company. You pointed out that if the proposed amendments are made, the articles as amended will set forth only the name of the county as the principal office or principal place of business of the corporation, and not the name of any city, town or place within the county, and you inquire whether it is necessary that the articles, as amended, are required by law to contain the name of a town designated as the principal office or principal place of business of the corporation.

Section 5905, R. C. M. 1921, as

amended by Section 1, Chapter 35, Laws of 1931, provides in part as follows:

"Articles of incorporation must be prepared, setting forth: * * *

"3. The name of the county, and the city, town, or place within the county, in which its principal office or principal place of business is to be located in this State; * * *."

In our opinion, articles of incorporation, whether original or amended, must comply substantially with this provision of the statute in order for the corporation to attain or retain its *de jure* existence (State v. Rotwitt, 18 Mont. 87, 90, 44 Pac. 409; Merges v. Altenbrand, 45 Mont. 355, 363, 123 Pac. 21; Bates v. Wilson, 24 Pac. 99, 104; Martin v. Deetz, 36 Pac. 368; 14 C. J. 118, 120; Vol. 15 Report and Official Opinions of the Attorney General 411, 436).

It is also our opinion that, since the statute requires the articles to contain not only the name of the county in which the principal office or principal place of business is to be located, but also the name of the "city, town or place within the county," the complete failure to name in the articles any place more definitely and specifically than a county cannot be deemed a substantial compliance with the statute.