

contingent fund, the rates of toll, and the amount received," and the amount of dividends declared.

SECTION 4. This act shall not take effect until the same shall be ratified by the state of New Jersey, by the passage of a law for that purpose. Concurrence of New Jersey required.

FINDLEY PATTERSON,
Speaker of the House of Representatives.

WILLIAM P. WILCOX,
Speaker of the Senate.

APPROVED—The first day of April, A. D., one thousand eight hundred and forty-five.

FRS. R. SHUNK.

No. 199.

A N A C T

To incorporate the Bedford Mineral Springs railroad company.

SECTION 1. *Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the authority of the same,* That Nicholas Lyons, John H. Hofius, Job Mann, G. Martin, David Patterson, Charles Smith Espy, L. Anderson, William T. Dougherty, George Mullin, George Bortz, William Penrose, Abraham B. Bunn, John Clark, Daniel Shuck, Peter Amick, James Ray, Alexander King, Jacob Barndollar, Samuel S. Stuckey, James M. Russell, George W. Bowman and L. H. Tate, are hereby appointed commissioners, and they or any three of them are authorized to open books at such times and places, and upon such notice as they may deem expedient, for the purpose of receiving subscriptions to the capital stock of the company hereinafter directed to be incorporated, to keep open the said books until such a subscription to said capital stock is subscribed as may be necessary to its incorporation: *Provided,* That the same are not kept open longer than twelve months, from the time of their first being opened; and if any of the said commissioners shall resign, neglect to act, be absent, or become legally incapacitated to act during the continuance of the duties devolved upon them by this act, others may be appointed in their stead by a majority of the persons named in this act. Commissioners.
Subscriptions.
Proviso.
Vacancies.

SECTION 2. That the capital stock of said company shall be three hundred thousand dollars, in shares of fifty dollars each, which said capital stock may be increased, if the exigencies of the company shall require it, by the said company, to any sum not exceeding six hundred thousand dollars; and any incorporated company, city or borough, shall have authority to subscribe thereto as fully as any individual, and such subscription and stock subscribed by any such incorporated body shall be represented at elections and other acts of said company, by any Capital stock.

Proviso. president, mayor, chief officer thereof, or any agent duly authorized thereby, all which subscription may be required in instalments as the company may thereafter think proper: *Provided*, That not more than one-third of the money subscribed shall be required in any one year.

Letters patent. SECTION 3. That as soon as one thousand shares are subscribed to the capital stock of said company, a majority of the commissioners named in this act shall certify, under their hands and seals, the names of the subscribers, and the number of shares subscribed by each, and that five dollars has been paid on each share, to the governor of this commonwealth; and thereupon the governor shall forthwith, by letters patent, under his hand and the seal of the commonwealth, erect and create the said subscribers, and such others as may thereafter subscribe to the capital stock of said company, and their assigns, into a body politic and corporate, in deed and in law, by the name, style and title, of "The Bedford Mineral Springs Railroad Company;" and by that name the said subscribers shall have perpetual succession, and besides, all the proper and necessary incidents of a corporation, shall be capable of suing and being sued, of impleading and being impleaded in all courts of record; of making, using and altering a common seal; of ordaining, establishing and enforcing, all ordinances, regulations and by-laws, necessary, convenient or proper, for the conducting and governing the said corporation; and generally, to do all and singular, the matters and things lawfully appertaining to the due management and well ordering of the affairs thereof; and that the said company shall have the power and right of purchasing, holding, selling, leasing, conveying and encumbering, by judgment, mortgage or otherwise, all such estates, real, personal or mixed, as may be necessary and proper for the objects and purposes hereinafter set forth.

Organization. SECTION 4. That a majority of the commissioners named in this act, and of such as shall have been substituted under the provisions thereof, shall, as soon as practicable after the reception of the letters patent from the governor, give three or more weeks' notice in both of the newspapers published in the borough of Bedford, and such further notice as they may deem advisable, of a time and place for the subscribers to the capital stock of said company to meet, and shall at such time and place, proceed to hold an election by ballot, and appoint judges thereof, for the purpose of electing from the stockholders, a president and six managers for the management of the affairs of said company, a majority of whom shall be citizens of Bedford county, who shall continue in office until the day hereinafter fixed for the annual election, and until other officers are elected under the provisions hereinafter set forth.

By-laws. SECTION 5. That it shall be the duty of the president and managers, as speedily as convenient, and from time to time, to make, alter, and amend such by-laws as they may deem proper for the management and regulation of said company, which shall be and continue from thence in force until altered or abrogated by the general meeting of the stockholders.

General meetings. SECTION 6. That there shall be a general meeting of the stockholders of said company, held in the borough of Bedford, on the first Monday of August of each and every year, for the purpose of electing a president and managers thereof, and of revising, altering, or abrogating any of the by-laws of said company, and of examining the affairs of said company, an exposition of which shall be then submitted to them by the president and managers thereof; of which meeting, at least three weeks' notice shall be given by publication in such newspapers as said president and managers shall deem best calculated to give full and effectual information.

SECTION 7. That on all occasions wherein a vote of the stockholders of said company is to be taken, the number of votes to which each stockholder shall be entitled, shall be according to the number of shares he, she or they, shall hold in the proportions following, that is to say— For each share not exceeding two shares, one vote; for every two shares above two and not exceeding ten, one vote; for every four shares above ten and not exceeding thirty, one vote; for every ten shares above thirty and not exceeding one hundred, one vote; but no share or number of shares above one hundred, as aforesaid, shall confer any additional right of voting; such shares to be held by the person voting bona fide in his own right, or as husband, executor, administrator, guardian, trustee or assignee, and that corporations may vote by their chief or other officer, or agent duly appointed: *Provided always*, That no share of stock shall entitle the holder thereof to the right of suffrage, unless the same has been held by the person offering to vote, at least thirty days before the day of election; that no share of stock shall confer a right to vote on which any arrearages shall be due and unpaid at the time of election; and that in all cases when votes shall be given by proxy, the proxies shall have been obtained and bear date within thirty days of the time of the election.

Votes.

Proviso.

Proxies.

SECTION 8. That the Bedford Mineral Springs railroad company, hereby directed to be incorporated as soon as the letters patent shall issue, as directed by this act, shall be and they are hereby invested with all the rights, powers, and privileges necessary for the construction and repair of a railroad from the borough of Bedford, or its vicinity, to some suitable point or points to, near or upon the southern boundary line of the state of Pennsylvania, and to join and intersect any railroad, canal, or other public improvement which has been or may be authorized by the state of Maryland, at or near such point or points as may be deemed advisable and expedient by the said company.

Powers.

SECTION 9. That the said railroad company is hereby authorized and empowered, so far as the same is allowed or permitted, or may be allowed or permitted by any acts of the legislature of the state of Maryland, to enter the territory of the said state of Maryland, and to continue, construct and repair said road thereon, so far as may be necessary and proper to intersect, unite with, or approximate, for the advantage of trade, the Baltimore and Ohio railroad, at or near the town of Cumberland, in Allegheny county, Maryland, or any other railroad, canal, or public improvement, authorized, or to be authorized by the state of Maryland.

Authority to intersect Baltimore and Ohio railroad.

SECTION 10. That it shall be lawful for the said company, their officers, engineers, contractors and agents, to enter upon any lands for the purpose of exploring, surveying and locating the route of said railroad, doing thereto no unnecessary damage; and when the route of the said road shall be determined upon by the said company, it shall be lawful for said company, their agents, officers, engineers, contractors and servants, at any time, to enter upon, take possession of, and use any such lands as may be necessary to carry into effect the purposes of this act; and shall also have power to enter upon any lands adjoining, or in the neighborhood of such route, and to dig, take and carry away therefrom any stone, gravel, clay, sand or earth, necessary for constructing, maintaining and repairing said railroad, or for constructing any bridges, culverts, viaducts, and other buildings, which may be required in carrying into effect the construction, maintaining and repair of said railroad; for all which compensation shall be made to the owner or owners of any such lands and materials as shall be agreed upon between the parties, or as is hereinafter pointed out.

Power to enter upon lands for materials, &c.

Mode of assessing and settling damages.

SECTION 11. That when the said company cannot agree with the owners of any lands, buildings, enclosures and materials, for the purchase, lease or compensation proper for the damage done to or sustained by, or likely to be done to or sustained by any such owners of such lands and materials, which it may be necessary for said company to enter, occupy, use or pass over, or to take away, in the construction and repair of said railroad; or when, by reason of any legal incapacity of any such owner to contract, or in consequence of the absence of such owners or owner, no such purchase, lease or compensation can be agreed upon, the court of quarter sessions of the county in which such railroad is being constructed, on application thereto by petition, either by said company or owner, or any one in behalf of either, and at the costs and charges of the said company, when the application is made by said company, or when the said company is adjudged to pay damages, shall issue their precept to the sheriff of the proper or adjoining county, as said court may deem advisable, commanding said sheriff to summon twenty discreet and disinterested persons from the proper or adjoining counties, to meet on or adjoining the lands required, or from whence materials are or may be taken, or at some convenient place adjacent, in not less than ten nor more than twenty days thereafter, giving such reasonable notice as the court may designate, to both parties, as may be best calculated to advise an absent party; and if twelve or more of said jurors attend, they shall be empanelled; and if twelve do not attend, the sheriff may summon others, at a day fixed by him for that purpose, or at once; and the said twelve or more jurors being so empanelled, and sworn or affirmed, faithfully, justly and impartially, to value the lands and tenements so occupied, used or required, or intended to be occupied, used or required for such railroad and works therewith connected, and all the damages which the owner or owners will sustain, or may have sustained, by reason of the construction or proposed construction, repair, or proposed repair of the said railroad, as the case may be, taking into consideration the advantages and disadvantages of the same to the owner or owners, according to the best of their knowledge and judgment; and in case of materials taken, or proposed to be taken for the purposes aforesaid, that they will faithfully, justly and impartially, value the materials so taken or to be taken, and find the rate of compensation to be paid therefor by said company, taking into consideration the advantages and disadvantages arising to said owner from the construction of said railroad, and the works thereof; and thereupon, the said inquest shall proceed to view the lands and tenements so used or intended to be used, and the materials used or intended to be used, or if necessary, the place wherever taken or intended to be taken, and to hear the evidence of the several parties; and for that purpose shall have power to swear, or direct the swearing or affirming of witnesses, and make report of their proceedings, stating the damages assessed or compensation adjudged, and to whom payable, and in what manner, to the said court, who, upon confirmation thereof, may order such damages to be paid, or order new inquisitions, until full justice is rendered: *Provided always nevertheless*, That any owner or owners applying for a review, shall be liable for the costs of the proceedings prayed for, in case a report more favorable is not obtained on such review.

Proviso.

Bridges, causeways, &c.

SECTION 12. That the said railroad shall be so constructed by the said company, as not to impede the free use and passage of any public or private roads, which they may find it expedient to intersect; but it shall be the duty of said company to cause to be made sufficient bridges and causeways over any such roads so intersected, as soon as expe-

dent, so as to enable all persons and vehicles to pass over the railroad with safety and convenience, and to maintain such causeways and bridges in good repair; and said company, for the accommodation of all persons owning or possessing lands through which said railroad may pass, shall cause to be made good and sufficient bridges or causeways, at such convenient places as the owner or occupier may designate, so as to enable such owner or occupier, and others, to pass over the same with wagons and other vehicles with safety: *Provided always*, That Proviso. the said company shall not be obliged to make more than one bridge or causeway upon each plantation or lot of ground.

SECTION 13. That the said company shall permit at any time such Company to per- bridges or causeways to be made across said railroad, at the intersection mit causeways to of any public or private road, as the reviewers laying out the same may be made over rail- deem expedient: *Provided*, That the same are so made as not to im- road. pede or render inconvenient the passage of the cars and carriages upon said railroad, and the said company shall also permit any owner of lands, through which the said railroad may pass, to erect such bridges or causeways as the court of quarter sessions of the county may adjudge convenient and proper, upon views and reviews, conducted as required by the general road laws of this commonwealth: *Provided*, The same Proviso. are so constructed as not to impede or render inconvenient the passage of cars and carriages upon such railroad.

SECTION 14. That as soon as any portion of said railroad is com- Regulation of pleted, the said company shall have power to place thereon cars, cars, carriages, carriages or wagons, constructed as they may deem best adapted for tolls, &c. the transportation of passengers and commodities, and shall also have power to permit individuals to place such cars, carriages or wagons thereon, of such construction, and under such limitations and restrictions as they may deem proper; and the said company is hereby authorized to charge and take toll for freight and transportation of passengers, goods, wares, merchandize and commodities, at such rates as the president and board of managers of said company may from time to time establish.

SECTION 15. That any person or persons who shall wilfully and Penalty for injur- maliciously, by any means injure or destroy any part of the railroad ing works. constructed by said company, or any of the works, buildings, vehicles, machines, engines, implements, or materials of said company, such person so offending, on conviction thereof, shall be punished by fine and imprisonment at the discretion of the court, in the county jail of the county of Bedford, for any term not exceeding three years.

SECTION 16. That no stockholder indebted to the company shall be Transfer, divi- allowed to transfer his stock, or any part thereof, or to receive any dends, &c. dividend or any portion thereof, until such debt is discharged or satisfactorily secured.

SECTION 17. That if after thirty days' notice in the public papers of Penalty for neg- the time and place appointed for the payment of any instalment of lect to pay in- said capital stock, any stockholder shall neglect to pay such instalment stalments. at the place and time appointed, for the space of thirty days after the time so appointed, every such stockholder or his assignee, shall, in addition to the instalment so called for, pay legal interest thereon, from the time such instalment was required to be paid; and if such stockholder shall neglect the payment thereof for the space of ninety days, the said company shall have the right to declare the said stock and all the payments thereon, forfeited to the company; and after such declaration of forfeiture, the said stock and payments shall be vested in said company, to whom power is hereby given to sell and dispose of the same for the use of the said company: *Provided always*, That the said company

shall have the power to sue for and recover such instalment at their election.

Annual or semi-annual dividends. SECTION 18. That the president and managers of the said company, shall, annually or semi-annually declare and make such dividend as they may deem proper, of the net profits arising from the resources of the said company, after deducting the current and probable contingent expenses; and they shall divide the same among the proprietors of the stock of the said company, in proportion to their respective shares; that when the said dividends exceed ten per cent. per annum, the tolls and charges for freight shall be so reduced as to keep the per centage below that amount; and that an annual statement of accounts, under oath, shall be made to the legislature by the president or treasurer of said company: *Provided always*, That until the completion of the main line of the said railroad, the said president and managers shall have the power, if they deem it expedient, to apply the whole of the profits aforesaid, to the construction and completion of the said road: *And provided also*, That no declaration of dividends shall be so made as to impair the capital stock of the said company: *And provided further*, That whenever the dividends exceed six per cent. per annum, the said company shall pay a tax of eight per cent. on all such dividends above six per cent., into the treasury of this state for the use of the commonwealth.

Proviso.

Powers of commissioners. SECTION 19. That the commissioners appointed in the first section of this act, shall have the power to manage and conduct the affairs of the company hereby incorporated, until the officers thereof shall be elected as directed by this act: *Provided*, That the said company shall not at any time, be directly or indirectly engaged in any banking or commercial or manufacturing concerns.

Commencement and completion limited. SECTION 20. That if the president, managers and company, shall not proceed to carry on said work within five years from the passage of this act, and shall not complete the same as aforesaid, in ten years, according to the true intent and meaning of this act, or if after the completion of said railroad, the said company shall suffer the same to go to decay and be impassable for the space of two years, then this charter shall become null and void, except so far as to compel said company to make reparation for damages.

Repeal. SECTION 21. That if the said company shall, at any time, misuse or abuse any of the privileges hereby granted, the legislature may resume all and singular the rights and privileges hereby granted to the said company: *Provided*, That the state may at any time after the expiration of thirty years, have the privilege of purchasing the entire interest and property of the said corporation, at a just and reasonable valuation or appraisement, to be made in such manner as may at any time hereafter be provided for by law.

State may purchase works.

FINDLEY PATTERSON,
Speaker of the House of Representatives.
WILLIAM P. WILCOX,
Speaker of the Senate.

APPROVED—The second day of April, one thousand eight hundred and forty-five.

FRS. R. SHUNK.