

SECTION 4. The said company, shall not construct any No bridge to bridge or other device, on or over the river Schuylkill, below be built be-, the bridge at Fairmount, by which the navigation of said low Fair- river may be injured or obstructed. mount.

SECTION 5. The corporate name of the said Philadelphia Style and ti- and Delaware county railroad company is hereby changed the changed. to that of "the Philadelphia, Wilmington and Baltimore railroad company," and under the latter name, shall be entitled to the privileges, and subject to the liabilities and restrictions of the said company, under its present name.

NER MIDDLESWARTH,
Speaker of the House of Representatives.

THOMAS S. CUNNINGHAM,
Speaker of the Senate.

APPROVED—The fourteenth day of March, Anno Domini, one thousand eight hundred and thirty-six.

JOS : RITNER.

No. 39.

An Act

Authorizing the Governor to incorporate the Warren and Pine Grove 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 Robert Falconer, Guy C. Irvin, Robert Commission- Russel, Archibald Tanner, Thomas Struthers, Zachariah ers appointed Eddy, Lansing Wetmore, and William A. Irvine, John Rees, Thomas Martin, Thomas Sloan, Henry Sargeant, be, and they are hereby appointed commissioners, to do and perform the several things hereinafter mentioned; that is to Form and say, they, or any three of them, shall procure a sufficient manner of number of suitable books, and in each of them enter as fol- taking sub- lows, viz: "We and each of us whose names are hereunto- scriptions. subscribed, do promise to pay to the directors of the Warren Price of and Pine Grove railroad company, the sum of fifty dollars shares fifty for every share of stock set opposite to our respective names, dollars each.

and by us respectively subscribed, in such manner and proportions, and at such times and places, as shall be determined and directed by the said directors, in pursuance of an act entitled "An act authorizing the Governor to incorporate the Warren and Pine Grove railroad company;"

Witness our hands the day of Anno Domini, one thousand eight hundred and ; and shall, thereupon, give at least twenty days previous notice, in one or more newspapers printed in the county of Warren, of the times when, and the places where some one or more of the aforesaid commissioners will attend, and receive subscriptions from all persons of lawful age who shall offer to subscribe in said books, which shall be kept open for the purpose aforesaid, at least six hours in every juridical day, for the space of three days, or until there shall be subscribed in the said books two thousand shares; and if, at the expiration of three days, the books aforesaid shall not have the number of shares aforesaid therein subscribed, then the said commissioners, at their discretion, may adjourn from time to time, and transfer the books elsewhere, until the whole number of shares aforesaid shall be subscribed, of which adjournment and transfer, the commissioners aforesaid shall give such public notice as the occasion may seem to require.

SECTION 2. When one thousand shares or more shall be actually subscribed, and five dollars on each share paid to said commissioners, the said commissioners, or a majority of them, shall certify the same, under oath or affirmation, to the Governor of this commonwealth, and on the receipt of such certificate, the Governor shall, by letters patent, under his hand and the seal of the commonwealth, create and erect the subscribers, and if the subscription be not full at the time, then those also who shall thereafter subscribe to the whole number of shares aforesaid, into a body corporate and politic, in deed and in law, by the name, style and title of "the Warren and Pine Grove railroad company," and by the same name the subscribers shall have perpetual succession, and all the privileges, franchises and immunities incident to a corporation, may sue and be sued, implead and be impleaded, in all courts of record and elsewhere, may purchase, receive, have, hold and enjoy, to them and their successors and assigns, lands, tenements and hereditaments, goods, chattels, and all estates, real, personal or mixed, of what kind or quality soever, and the same from time to time, may sell, mortgage, grant, alien and dispose of, and make dividends of such portions of the profits as they may deem proper; and also may make and have a common seal, and the same alter or renew at pleasure, and generally may do all and singular, the matters and things which to them it shall lawfully appertain to do, for the well being of the said corporation, and the due

Notice.

Who may subscribe.

Whole number of shares 2000.

Five dollars on each share to be paid.

Letters patent.

Style & title.

Powers of the company.

management and ordering of the affairs and business of the same; *Provided*, That nothing herein contained shall be so considered and construed as giving to the said corporation any banking privileges, or any other liberties, privileges or franchises, but such as may be necessary or incident to the making and maintaining the said railroad, and to the conveyance of passengers, and the transportation of goods, merchandise and commodities thereon. Proviso.
Banking
privileges
prohibited.

SECTION 3. For the management of the affairs of the said corporation, seven directors shall be elected, by ballot, annually, by the stockholders of the said company, the votes to be delivered in person, or by proxy, duly authorized, which directors, shall appoint one of their own number to be president, and shall respectively serve one year, or until other directors be elected, and shall have power to make such by-laws, rules, orders and regulations, not inconsistent with the constitution and laws of the United States, and of this commonwealth, as may be necessary for the well ordering of the affairs of the said company; *Provided*, That none but stockholders shall be eligible to be elected directors; and that every such election, and in all other cases in which the stockholders shall be called upon to vote, each share of stock shall be entitled to one vote, and also, that in all cases of elections for directors, the seven stockholders having the greatest number of votes, shall be declared duly elected. Election of
officers annu-
ally.
Proviso.
Voting.

SECTION 4. No share of stock shall be entitled to a right of suffrage, which shall not have been held three calendar months prior to the day of election, nor unless it shall be held by the person in whose name it appears, absolutely and bona fide to his own right, or in that of his wife, or for his or her sole use and benefit, or as executor or administrator, trustee or guardian, or in the right and for the use and benefit of some co-partnership, corporation or society, of which he or she may be a member, and not in trust for the use and benefit of any other person; that no share or shares held by transfer, shall be entitled to vote, unless the same shall have been transferred at least three months before the election, and no share or shares shall be entitled to vote at any election, or at any general or special meeting of the said company, on which any instalment or arrearages may have been due and payable more than twenty days previously to the said election or meeting, and that all votes by proxy, shall be upon such terms and conditions as are prescribed by the act passed the twenty-eighth day of March, in the year one thousand eight hundred and twenty, entitled "An act to regulate proxies;" *Provided*, That all proxies shall be dated within sixty days of the election at which the same shall be presented. Right of suf-
frage.
Proxies.
Proviso.

SECTION 5. The aforesaid commissioners, or a majority of them, shall, as soon as practicable after the said letters patent shall have been obtained, give at least fifteen days previous public notice in the newspapers herein before mentioned, of the time and place by them appointed, for the subscribers or stockholders to meet, for the purpose of electing seven directors, as provided for in the preceding sections, and that annually thereafter, the said stockholders shall meet on the third Monday in January, for the purpose of electing directors as aforesaid, upon a like previous notice, to be given by the directors for the time being, in such newspapers as they may deem advisable; *Provided*, That if from any cause such election shall not be held at the time specified therefor, the same may be held at any other time, on notice as aforesaid; that until such election be held, the directors of the preceding year shall continue to act, and that this charter shall not be avoided by reason of the irregularity or want of such election; *And provided also*, That in case of any vacancy, from death or resignation of any director, his place shall be filled by the board of directors.

Notice when and how elections to be holden.

1st Proviso.

2d Proviso.

Vacancies.

SECTION 6. The said directors shall meet at such times and places, and be convened in such manner as they may hereafter agree upon; four directors shall be a quorum for the transaction of business, who, in the absence of the president, may appoint a president pro tem. The said directors shall appoint a secretary, treasurer, and such engineers and other officers as they may find necessary, shall fix their compensation, and may demand adequate security for the performance of their respective trusts; they shall have full power to ascertain and decide the time, manner and proportions in which the stockholders shall pay the money due on their respective shares, and to forfeit to the use of the company, the share or shares of every person failing to pay any instalment so required; to regulate tolls; to make such covenants, contracts and agreements with any person, co-partnerships or body politic whatsoever, as the execution and management of the works, and the convenience and interests of the company may require; and in general, to superintend and direct all receipts, disbursements and other affairs and proceedings of the company.

Quorum.

Secretary & treasurer.

Forfeitures.

SECTION 7. The directors first chosen as aforesaid, shall issue a certificate to each stockholder, for the number of shares he or she shall subscribe for, or hold in the said corporation, signed by the president, countersigned by the treasurer, and sealed with their common seal, subject however to all the payments due, and to grow due thereon; which stock shall be transferrable in person, or by attorney, executors, administrators, guardians or trustees, under such regulations as may be provided for by the by-laws.

Certificates.

Seal.

Transfers.

SECTION 8. At each annual meeting of the stockholders, the directors of the preceding year shall exhibit to them a *Statement of complete statement of the affairs and proceedings of the company for such year, and that special meetings of the stockholders may be called by order of the directors, or by stockholders holding one fourth in amount of the capital stock, on like notice as that required for annual meetings, specifying moreover, the object of the meeting, but no business shall be transacted at such special meeting, unless a majority in value of the stockholders shall attend in person or by proxy.*

SECTION 9. The said company be, and they are hereby authorized, as soon as they conveniently can, to locate and construct a railroad of one or more tracks, from Warren, by the shortest and best route, to a convenient point on the New York state line, near the Canewango creek, and to make, construct and erect such warehouses, toll houses, carriages, cars and all other works and appendages, necessary for the convenience of the said company in the use of the said railroad.

SECTION 10. It shall and may be lawful for the said company, their officers, engineers and agents, to enter upon any lands for the purpose of exploring, surveying and locating the route of the said railroad, doing thereto no unnecessary damages, and when the said route shall be determined by the said company, it shall be lawful for the said company, their agents, officers, engineers, contractors and servants, at any time to enter upon, take possession of, and use such land.

SECTION 11. When the said company cannot agree with the owner or owners of such required land, for the purchase thereof, or where, by reason of legal incapacity or absence of any such owner or owners, no such agreement or purchase can be made, the court of Common Pleas for the proper county, on application thereto, by or on behalf of either party, and at the costs and charges of said company, shall nominate and appoint twelve discreet and disinterested persons of the said county, and shall issue a precept to the sheriff of the said county, to summon the said twelve persons to meet on the land so required, or from whence the said materials shall or may be taken, at a day to be expressed in the warrant, not less than ten nor more than twenty days thereafter; and the sheriff upon receiving the said warrant, shall forthwith summon the said twelve persons, and shall give at least eight days notice to the respective parties, and the said sheriff shall attend at the time and place named in the warrant, and when nine or more of the said persons shall have appeared, shall, in the case of land so required, administer to each of them an oath or affirmation that "he will faithfully, justly and impartially value the land occupied or required

Location and construction of the road.

Route.

Authority to enter upon lands.

Mode and manner of assessing damages.

Oath.

for such railroad, or other works, and all damages which the owner or owners shall sustain or may have sustained by reason of the construction of the said railroad and other works, taking into consideration the advantages as well as the disadvantages of the same to the said owner or owners, according to the best of his skill and judgment; and in the case of materials taken for the purpose aforesaid, that he will faithfully, justly and impartially value the materials so taken, and fix the rate of compensation to be paid therefor by the said company, to the said owner or owners, taking into consideration the advantages as well as the disadvantages arising from the construction of such railroad and other works, to the said owner or owners, according to the best of his skill and judgment;" whereupon, the said persons shall proceed to view the land so required, or the place from whence such materials shall or may be taken, as the case may be, and to hear the evidence of the respective parties; and their verdict, signed by the sheriff and at least seven of the jury, shall be returned by the sheriff, within five days thereafter, to the prothonotary of the said county, who shall file the same; and the said sheriff and persons shall be entitled to the like fees for their respective services, as are allowed to the execution of an order issued by the Orphans' court, for the valuation of lands of an intestate, under the intestate laws of this commonwealth; *Provided*, That if the proper officer of said company, at any time before application made by any person having sustained damage by reason of the construction of said railroad, in the manner hereinbefore directed, shall tender to such person a sum of money, in full compensation of his damages, said company shall not be liable for costs on any subsequent proceeding, unless such person shall recover a verdict more favorable than the previous tender of said company.

Proviso.

Costs.

Exceptions
to verdict.

SECTION 12. Either party shall be at liberty to make exceptions to any verdict, rendered according to the provisions of the preceding section, within twenty days after the same shall be returned and filed by the prothonotary as aforesaid, which exceptions shall be heard by the court of Common Pleas of the proper county, who may either affirm, or set aside the same, as shall be lawful and right, and if no such exceptions be filed within twenty days, or if any verdict be affirmed, then the verdict shall stand as a judgment against the party against whom it is given, but if any such verdict be set aside by the court, a new precept shall issue to the sheriff in the manner before specified; *Provided*, That upon the subsequent proceedings, if the party excepting does not recover a verdict more favorable than the verdict so excepted to and set aside, such party shall pay all costs of such subsequent proceedings,

Proviso.

Costs.

SECTION 13. It shall be the duty of the [said company to construct and keep in repair good and sufficient passages ^{Passages} across the said railroad, where any public road shall intersect ^{across the} and cross the same, so that the passage of carriages, horses, ^{read.} persons and cattle along the said roads shall not be obstructed; and also, when the said railroad shall intersect any farm, to provide and keep in repair a suitable passage for the use of the said farm.

SECTION 14. On the completion of the said railroad, the same shall be esteemed a public highway for the conveyance of passengers and transportation of merchandise and commodities, under such regulations as shall be prescribed by the directors, and it shall and may be lawful for the said company to demand and receive such sum or sums of money ^{Tolls.} for tolls, of persons and property, as they shall, from time to time, think reasonable; *Provided*, That the toll on any species of property, shall not exceed eight cents per ton per mile, nor upon passengers, more than four cents per mile. ^{Proviso.}

SECTION 15. If any owner or driver of any car, carriage, wagon or conveyance on the said railroad, shall pass by any place appointed for receiving tolls, without making payment thereof, with intent to defraud the said company, he, she or they so offending, shall forfeit, and pay for every such offence for the use of said company, the sum of twenty dollars, to be sued for and recovered by action of debt, before any justice of the peace, in like manner, and subject to the same rules and regulations as debts under one hundred dollars may be sued for and recovered, together with costs of suit. ^{Penalty for defrauding the company.}

SECTION 16. Dividends of so much of the profits of the company as shall appear advisable to the directors, shall be declared at least twice a year, and paid to the stockholders, or their legal representatives, on demand, at any time after the expiration of ten days therefrom, but they shall in no case exceed the amount of nett profits actually acquired by the company, so that the capital stock shall never be thereby impaired; and if the said directors shall make any dividends which shall impair the capital stock of the said company, those of them consenting thereto, shall be liable ^{Liability of directors.} in their individual capacities to the said company, for the amount of the stock so divided, and each director present when such dividend shall be made, shall be adjudged to be consenting thereto, unless he forthwith enter his protest on the minutes of the board, and give public notice thereof to the stockholders, at the declaring such dividend. ^{Dividends.}

SECTION 17. No suit or action shall be brought or prosecuted by any person or persons, for any penalties incurred under this act, unless such suit or action shall be commenced within one year next after the offence shall have been committed, or the cause of action shall have accrued, and the ^{Time of bringing suit}

defendant or defendants in such suit or action, may plead the general issue, and give this act and the special matter in evidence, and that the same was done in pursuance and by authority of this act.

Penalty for damage done to the road, &c.

SECTION 18. If any person or persons shall wilfully and knowingly break, injure or destroy the railroad, or any part thereof, or any work, edifice or device, or any part thereof, to be erected by the said company, in pursuance of this act, or shall in any manner obstruct the free passage along the said railroad, he, she or they, shall forfeit and pay to the said company three times the actual damage thereby sustained, to be sued for and recovered with costs of suit, in any court having cognizance thereof, by action of debt, in the name and for the use of the company.

Time of commencing and completing the road.

SECTION 19. If the said company shall not commence the construction of the said railroad within the term of three, and complete the same within the term of ten years from the passage of this act, then this charter shall be null and void.

The number of shares may be increased.

SECTION 20. If any increase of the capital stock be deemed necessary by the stockholders, to complete the said railroad, or to lay another track, it may be lawful for the said president, managers and company, at a stated or special meeting convened for the purpose, to increase the number of shares, so that they shall not in the whole exceed three thousand, and to receive and demand the monies for shares so subscribed in like manner, and under like penalties, as are herein before provided for the original subscription, or shall be provided for by their by-laws.

Reservation of powers by the legislature.

SECTION 21. If at any time the said company shall misuse or abuse any of the privileges hereby granted, the legislature may resume all and singular, the rights and privileges hereby granted to said company, and the legislature reserves the right to reduce and regulate the tolls hereby authorized.

Annual statement to the Auditor General.

SECTION 22. That the president or secretary of the said company shall annually, on the first Monday of December, transmit to the Auditor General a full statement, under oath, of the affairs of said company, and that the said company shall pay into the state treasury, for the use of the commonwealth, a tax of eight per centum on all dividends which may exceed six per centum on the capital stock actually paid in.

Tax.

NER MIDDLESWARTH,
Speaker of the House of Representatives.
THOMAS S. CUNNINGHAM,
Speaker of the Senate.

APPROVED—The fourteenth day of March, Anno Domini, one thousand eight hundred and thirty-six.

JOS: RITNER.