



be subscribed, of which adjournment and transfer the commissioners aforesaid shall give such public notice as the occasion may seem to require. But no subscription shall be valid unless the person so subscribing shall pay to the said commissioners at the time of making the same, the sum of five dollars on each share for the use of the company.

**When charter may issue** SECTION 2. When two 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 receipt of such certificate, the governor shall by letters patent under his hand and 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, into a body corporate and politic in deed and in law by the name, style, and title of "The Dividing ridge rail road 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 and 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 management and ordering of the affairs and business of the same. *Provided*, That nothing herein contained shall be 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 rail road, and to the conveyance of passengers and the transportation of goods and merchandise and commodities thereon.

**Style**

**Privileges**

**Seal**

**Proviso**

**Banking prohibited**

**Election of president and directors** SECTION 3. For the management of the affairs of the said corporation, one president and seven directors shall be elected by ballot annually by the stockholders of said company, the votes to be delivered in person or by proxy duly authorized, and shall respectively serve one year or until other directors be elected, and shall have power to make such by-laws, rules, orders, regulations, not inconsistent with the constitution and laws of the United States and this commonwealth, as may be necessary for the well ordering of the affairs of said company.

**Of by-laws**

*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, the number of votes each stockholder shall be entitled to, shall be according to the number of shares he or she shall hold in the proportion 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. And also that in all cases of elections for president and directors the eight stockholders having the greatest number of votes shall be declared duly elected. *Provided*, That the president and a majority of the directors are citizens and residents of this commonwealth.

SECTION 4. No share of stock shall be entitled to a right of suffrage which shall not be held by the person in whose name it appears absolutely and bona fide, in his own right or in that of his wife or for his or her sole use and benefit, 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.

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 public notice in the newspapers hereinbefore 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 on 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, notice as aforesaid having been given; and 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, removal from the state, or resignation of any directors or president, his place shall be filled by the board of directors, until an election takes place.
- 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 tempore*. 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-partnership or body politic whatsoever, as the execution and management of the works may require; and, in general, to superintend and direct all receipts, disbursements and other affairs and proceedings of the company.
- 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 payments due and to grow due thereon, which stock shall be transferable in person or by attorney, executors, administrators, guardians or trustees, under such regulations as may be provided by the by-laws.
- SECTION 8.** If after thirty days notice in the public papers aforesaid, of the time and place appointed for the payment of any proportion or instalment of the said capitol stock in order to carry on the work, any stockholder shall neglect to pay such proportion or instalment at the place 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 at the rate of one per centum per month for the delay of such payment; and if the same and additional
- Proviso
- Neglect not to dissolve
- Vacancies
- Meeting of directors
- Officers
- Compensati'n
- Power of directors to forfeit shares
- Regulate tolls  
Make contracts, &c.
- Certificates of stock
- Transferable
- Instalments
- Forfeiture

penalty shall remain unpaid for such space of time as that the accumulated penalty shall become equal to the sums before paid in part and on account of such shares, the same shall be forfeited to the said company, and may be sold to any person or persons willing to purchase, for such price as can be obtained for the same, or in default of payment by any stockholder of any such instalment as aforesaid, the president and managers may at their election, cause suit to be brought before any alderman or justice of the peace or in any court having competent jurisdiction, for the recovery of the same, together with the penalty aforesaid. *Provided*, That no stockholder whether original subscriber or assignee shall be entitled to vote at any election or at any general or special meeting of the said company, on whose share or shares any instalment or arrearages may be due and payable more than thirty days previously to the said election or meeting. Suits  
Who may vote

SECTION 9. At each annual meeting of the stockholders, the directors of the preceding year shall exhibit to them a 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 capitol stock, on like notice as that required for annual meetings, specifying moreover the subject 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. Annual statement  
Special meetings

SECTION 10. The president and managers of the said rail road company shall have power to survey, lay down, ascertain, mark and fix, such route as they shall deem expedient for said rail road within the county of Chester, beginning at a convenient point of intersection of the Columbia and Philadelphia rail road, between the Gap and Parkesburg, and thence through the county of Chester, in the direction of Cochranville, Jennerville, New London, Cross Roads and Kimbleville, upon or near the crown of the dividing ridge between the tributary waters of the Delaware and Chesapeake bays, to the state line, in a direction to the Wilmington and Susquehanna rail road, having due regard to the situation and nature of the ground and of buildings thereon, the public convenience and the interest of the stockholders, and so as to do the least damage to private property. *Provided*, That the said rail road shall not pass through any burying ground nor any building the value of which shall exceed three hundred dollars without first obtaining the consent of the owner. The said road shall not be more than three rods wide and the president, managers and company shall, within six months after ascertaining the route of the said rail road, cause an accurate survey of the lines of the said road to be made, a map, or Route of road  
Provide  
Shall not pass through any burying ground, &c.  
Width

Map to be filed in secretary's office  
 2nd proviso

plot of which survey they shall cause to be filed in the secretary's office of this state, which map or plot or a certified copy thereof, shall be sufficient evidence of the course of the said road, which may then be opened, and all expenses incurred thereby, shall be defrayed by the said company. *Provided*, That the manner of forming the connexion of the said rail road with the Philadelphia and Columbia rail road, shall be made in accordance with the directions of the canal commissioners.

To enter upon lands, &c.

SECTION 11. It shall be lawful for the president and managers of the said rail road company and their agents, and all persons employed by or under them, for the purpose contemplated in this act, to enter upon any land they shall deem necessary for laying out said road, and also for the purpose of searching for and procuring stone and gravel for constructing said road; but no stone, sand or gravel shall be taken away from any land without the consent of the owner thereof, until the rate of compensation for the same be ascertained, which rate of compensation, if the parties cannot agree thereon, shall be ascertained in the manner hereafter prescribed as for the compensation for lands over which the said road may be laid.

Double or single track  
 May purchase lands

SECTION 12. It shall and may be lawful for the company hereby incorporated to make, erect, or establish a double or single track rail road, on the route laid out, as aforesaid; and the said company are also hereby empowered to erect, make, and establish all works, edifices, and devices to such rail road, as may, by the said company, be deemed expedient, for the purpose of carrying into effect the objects of their incorporation, and also to contract and agree with the owner or owners, for the purchase of any lands or tenements which may be necessary for the purpose of erecting the said rail road, works, devices, and edifices.

If company cannot agree with owners of land  
 Court to appoint jury

SECTION 13. 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 cost and charges of said company, shall nominate and appoint twelve discreet and disinterested persons of 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 precept, shall forthwith sum-

mon 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 precept, 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 for such rail road 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 rail road, and other works, taking into consideration the advantages, as well as the disadvantages of the same, to the 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 rail road, 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 from whence such materials may have been, or shall be taken, as the case may be, and to have 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 rail road, 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 proceedings, unless such person shall recover a verdict more favorable than the previous tender of said company: *Provided further*, That the said company shall not be permitted to occupy any lands, or to take from such land any materials, without first paying for, or giving adequate security for the payment of the same.

Notice

Oath

To consider advantages and disadvantages

To value materials, &amp;c.

View

Report

Proviso

Tender

2nd proviso

SECTION 14. 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

Exceptions may be taken.

days

- 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 proceeding, 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** SECTION 15. The said rail road shall be so constructed by the said company as not to obstruct or impede the free use or passage of any canal or public road, or roads which may cross or enter at the same, being now laid out, or hereafter to be laid out; and in all places where the said rail road may cross, or in any way interfere with any public road or canal, it shall be the duty of the said company to make, or cause to be made a good and sufficient bridge, causeway, or causeways, to enable all persons passing or travelling such canal or public road, to pass over or under the said railway, which bridge and causeway, or causeways, shall be made and maintained by the said company, and the sufficiency of the same shall be judged by the supervisor or supervisors of the proper townships; and if the said company shall refuse or neglect to make such bridge, causeway, or causeways, or when made, to keep the same in good repair, they shall be liable to pay a penalty of five dollars for every day the same shall be neglected or refused to be made or repaired, to be recovered by the supervisors of the township, with costs for the use of the township, as debts of like amount are by law recoverable, and shall moreover be liable to an action or actions at the suit of any person who may be aggrieved thereby; and the service of process upon any officer or agent of said company, shall be as good and available in law, as if served upon the president thereof.
- Rail road not to obstruct passage of any canal or public road, &c.**
- Causeways**
- Penalty on neglect to make**
- How recovered**
- Process how served**
- Causeways for landholders**
- Proviso** SECTION 16. For the accommodation of all persons owning or possessing land through which the said rail road may or shall pass, and to prevent inconveniences to such persons in crossing or passing the same, it shall be the duty of the said company, when required, to make, or cause to be made a good and sufficient causeway, or causeways, wherever the same may be necessary to enable the occupant or occupants of said lands to cross or pass over, or under the same with wagons, carts, and implements of husbandry, as occasion may require: *Provided*, That the said company shall in no case be required to make, or cause to be made more than one such causeway through each plantation or lot of land, for the

accommodation of any one person owning or possessing land through which the said rail road may or shall pass, and the said causeway or causeways, when so made, shall be maintained and kept in repair by said company; and if said company shall refuse or neglect to make such causeway or causeways, or when made, to keep the same in good repair, the said company shall be liable to pay any person aggrieved thereby all damages sustained by such person in consequence of such refusal or neglect, to be sued for and recoverable before any magistrate, or any court having cognizance thereof; and the service of process upon any officer or agent of said company, shall be as good and available in law, as if served upon the president thereof: *Provided*, That this act shall not be so construed as to prevent owners of land, through whose property the said rail road passes, from constructing a bridge or causeway, or crossing place, over or under said rail road, in conformity with such as are usually made by said company.

Not more than one for each plantation

To be kept in repair by company

Penalty on neglect

How recovered

2nd proviso

On completion of ten miles to be esteemed a high-way

Tolls

Proviso

Regulations

Evasion of payment of tolls, penalty fixed

How recovered

SECTION 17. On the completion of any part of the said road, or any portion of one track, not less than ten miles, the same shall be esteemed a public highway for the conveyance of passengers, merchandize, and commodities, under such regulation as shall be prescribed by the managers; and it shall and may be lawful for the said company to demand and receive such sum, or sums of money for tolls, as they shall from time to time think reasonable: *Provided*, That the tolls on said road shall at no time be less per mile, than those charged per mile on the Philadelphia and Columbia rail road, for the same description of property, or for passengers, excepting the article of limestone, the toll on which may be reduced to any sum which the said company may deem proper. And it shall be further lawful for the president and managers of said company to prescribe the kind of carriages, wagons, and conveyances which shall be used on the said rail road for the transportation of persons and commodities, and to adopt such regulations as to the transit of wagons and carriages on the said road, as may seem to them most conducive to the interest of the public, and persons using the same.

SECTION 18. If any owner or driver of any car, carriage, wagon, or conveyance upon the said rail road, 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 dol-

lars may be sued for and recovered, together with costs of suits.

**SECTION 19.** 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, 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  
Amount limited  
Liabilities of directors  
Protest to be entered

**SECTION 20.** When actual operations shall have commenced, and at the end of every year thereafter, there shall be furnished to the legislature an abstract of the accounts of the company, showing the whole amount of their capital actually paid into the funds of the company, the sums expended, the tolls and other profits accruing within the year, and the amount of dividends declared in each year, or the losses sustained, as the case may be, which abstract shall be verified by the oath or affirmation of the president of the company for the time being, and said company shall pay annually into the treasury 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.

Accounts to be furnished legislature  
To be sworn to  
Tax on dividends

**SECTION 21.** No suit or action shall be brought or presented 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 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.

Suits

**SECTION 22.** If any person shall wilfully and knowingly break, injure, or destroy the rail road, 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 rail road, 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

Damages to be paid by persons injuring rail-road

court having cognizance thereof, by action of debt, in the name, and for the use of the company.

SECTION 23. The company shall not prevent any person or persons, being the owner or owners of lands bordering on the said rail road, or adjacent thereto, making such lateral rail roads, and to connect them with the said rail road, from their said lands, as the said person or persons may conceive necessary, for the purpose of transporting merchandize, stone, timber, produce, or coal upon the said rail road.

SECTION 24. If the said company shall not commence the construction of said rail road within the term of three years, and finish the same within six years after the passage of this act, then the charter shall be null and void.

SECTION 25. If any increase of the capital stock be deemed necessary, by the stockholders, to complete the said rail road, 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 eight thousand, and to receive and demand the moneys for shares so subscribed, in like manner, and under like penalties, as are hereinbefore provided for the original subscription, or shall be provided for by their by-laws.

SECTION 26. If 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, and to purchase the rail road at any time after fifteen years from the passage of this act, by paying to the said company a sum of money, which, together with the tolls received, shall be equal to the cost and expenses of said rail road, with an interest of eight per cent. per annum thereon.

WM. HOPKINS,

*Speaker of the House of Representatives.*

CHARLES B. PENROSE,

*Speaker of the Senate.*

APPROVED—The twenty-sixth day of March, Anno Domini, eighteen hundred and thirty-nine.

DAVID R. PORTER.