

CHAPTER 291

CORPORATIONS

S. F. 106

AN ACT to amend, revise and codify chapter four hundred sixty-five (465), Code, 1939, relating to the legalization of acts concerning corporations.

Be It Enacted by the General Assembly of the State of Iowa:

Chapter four hundred sixty-five (465), Code, 1939, is hereby amended, revised and codified to read as follows:

1 SECTION 1. (10408) Corporations heretofore incorporated under
2 the laws of the state which have caused notice of their incorporation
3 to be published once each week for four consecutive weeks in some
4 daily, semiweekly or triweekly newspaper, instead of causing the same
5 to be published in each issue of such newspaper for four consecutive
6 weeks, are hereby legalized and are declared legal incorporations the
7 same as though the law had been complied with in all respects in re-
8 gard to the publication of notice.

1 SEC. 2. (10409) In all instances where the incorporators of corpora-
2 tions organized in this state for pecuniary profit have omitted to
3 publish notice of such incorporation within three months after the date
4 of the certificates of incorporation issued by the secretary of state, but
5 did publish such notices thereafter in the manner and form as required
6 by law, such notices of incorporation are hereby legalized and shall
7 have the same force and effect as though published within said period
8 of three months. Nothing herein contained shall be so construed as to
9 affect any pending litigation.

1 SEC. 3. (10410) In all instances where proper action has been
2 taken prior to July 1, 1940, by the stockholders for renewal of any
3 corporation for pecuniary profit and the certificates showing such
4 proceedings together with the articles of incorporation have been
5 filed and recorded in the office of the county recorder and later in the
6 office of the secretary of state, although there has been failure to file
7 such certificates and articles of incorporation in either or both of the
8 said offices within the time specified therefor by law, such renewals
9 are hereby legalized and shall be held to have the same force and effect
10 as though the filings of the said documents in the said offices had been
11 made within the periods prescribed by the statute.

1 SEC. 4. (10411) In all instances where the incorporators of cor-
2 porations organized in the state prior to January 1, 1940, have failed
3 to publish notices of such incorporation within three months from
4 and after the date of the certificates of incorporation issued by the
5 secretary of state, but did publish such notices within three months
6 after the date required by law in such cases in manner and form as
7 required by law, and in all instances where the number of incorporators
8 or the signatures or acknowledgments thereof were less than the
9 number required by law, or the articles of incorporation were other-
10 wise defective, but where the corporation or association has thereafter
11 been conducted with the requisite number of stockholders or members,

12 such notices of incorporation and the incorporation of corporations or
13 associations so defectively incorporated are in each and every case
14 hereby legalized and all the corporate acts of all such corporations and
15 associations are hereby legalized in all respects.

1 SEC. 5. (10412) In all instances where the incorporators of cor-
2 porations for pecuniary profit have omitted to publish notice of in-
3 corporation within three months from the date of the certificate of
4 incorporation issued by the secretary of state, but have published
5 notice thereafter in manner and form as by law required, such notices
6 are hereby legalized and shall have the same force and effect as though
7 published within said period of three months, as to all acts of said
8 corporation from the date of said completed publication.

1 SEC. 6. (10413) Any corporation organized under chapter two
2 (2) of title nine (IX), code of 1897, which shall have heretofore
3 adopted articles of incorporation or changed its name or amended its
4 articles, and some question has arisen as to whether such articles,
5 change in name or amendment was adopted by a majority of the
6 members of such corporation as required by section one thousand six
7 hundred fifty-one (1651), code of 1897, and section eight thousand
8 five hundred ninety-three (8593), codes of 1924, 1927, 1931 and 1935,
9 and such corporation shall have been engaged in the exercise of its
10 corporate functions for the period of at least three years, such articles,
11 change in name or amendment shall be held and considered to have
12 been duly adopted by a majority of all the members of such corpora-
13 tion and are hereby legalized and made valid.

1 SEC. 7. (10413.1) In all instances where cooperative associations
2 or corporations have been organized under the law as it appears in
3 chapter three hundred eighty-nine (389), code of 1927, where such
4 associations or corporations have filed the original articles rather than
5 a verified copy with the county recorder, or where the secretary of
6 state failed to certify the filing and acceptance of such articles, or
7 where the certificate of the secretary of state contained a facsimile
8 signature rather than the true signature of the secretary of state, or
9 where there is any defect in the articles, notice, procedure or otherwise,
10 the incorporation of such corporation or association and all of the
11 corporate acts thereof are hereby legalized in all respects.

1 SEC. 8. (10413.2) In all cases wherein a corporation organized or
2 purporting to have been organized under the laws of this state has
3 adopted articles of incorporation or other instrument of similar im-
4 port and has functioned as a corporation in carrying out the objects
5 and purposes set forth therein and in the transaction of its business,
6 but has failed to file its articles of incorporation or such other instru-
7 ment with the secretary of state, or otherwise to comply with the laws
8 of this state relating to the organization of corporations, or to take
9 appropriate action for the renewal of its existence within the period
10 limited by law, and has, subsequent thereto, filed in the office of the
11 secretary of state its renewal articles of incorporation and a certificate
12 of the adoption thereof, paid all fees in connection therewith and has
13 heretofore received a certificate from the secretary of state renewing
14 and extending its corporate existence, the acts, franchises, rights,

15 privileges and corporate existence of any such corporation are hereby
16 legalized and validated and shall have the same force and effect as if
17 all the laws of this state relating to the organization of corporations
18 and the renewal of their corporate existence had been strictly complied
19 with. Nothing in this section shall affect any pending litigation.

1 SEC. 9. (10413.3) In all cases wherein any corporation organized
2 or purporting to have been organized under the laws of this state for
3 the purpose of constructing and/or operating a bridge, one extremity
4 of which shall rest in an adjacent state, has attempted to merge or
5 consolidate its stock, property, franchises, assets and liabilities with
6 the stock, property, franchises, assets and liabilities of a corporation
7 organized or purporting to have been organized for a similar purpose
8 under the laws of such adjacent state, and such corporations have in
9 fact united and combined their stock, property, franchises, assets and
10 liabilities, such merger or consolidation, together with the action taken
11 in effecting such merger or consolidation, is hereby legalized and
12 validated, and such corporations so merging or consolidating shall be
13 deemed to have become one corporation under such name as shall have
14 been agreed upon, and such corporation shall be deemed on the date
15 of such merger or consolidation to have succeeded to all the property,
16 rights, privileges, assets and franchises and to have assumed all of the
17 liabilities of such merging or consolidating corporations. Nothing
18 in this section shall affect pending litigation.

Approved April 16, 1941.

CHAPTER 292

MARRIAGE LICENSES

S. F. 2

AN ACT to provide certain physical requirements as a prerequisite to the issuance of a marriage license.

Be It Enacted by the General Assembly of the State of Iowa:

1 SECTION 1. In addition to the requirements for a marriage license
2 as set out in chapter four hundred sixty-nine (469), Code, 1939, all
3 persons making application for license to marry shall, at any time
4 within twenty (20) days prior to such application, be examined by a
4 duly licensed physician in this state as to the existence of or freedom
5 from syphilis, and it shall be unlawful for the clerk of the district
6 court of any county in this state to issue a license to marry, except as
7 otherwise provided in this chapter, to any person who fails to present
8 for filing with such clerk a certificate signed by such physician setting
9 forth that said person to the proposed marriage is either free from
10 syphilis or not in a stage whereby it may become communicable as
11 nearly as can be determined by a thorough physical examination and
12 such standard microscopic and serological tests as are necessary for
13 the discovery of syphilis.