

No. 21-1168

In the Supreme Court of the United States

ROBERT MALLORY, PETITIONER

v.

NORFOLK SOUTHERN RAILWAY Co., RESPONDENT

*ON WRIT OF CERTIORARI
TO THE PENNSYLVANIA SUPREME COURT*

BRIEF FOR THE PETITIONER

CHARLES J. COOPER
COOPER & KIRK, PLLC
1523 New Hampshire
Avenue, N.W.
Washington, DC 20036

DANIEL C. LEVIN
FREDERICK S. LONGER
LEVIN, SEDRAN & BERMAN
510 Walnut Street Suite 500
Philadelphia, PA 19106

ZINA BASH
KELLER POSTMAN LLC
111 Congress Avenue
Suite 500
Austin, TX 78701

ASHLEY KELLER
Counsel of Record
KELLER POSTMAN LLC
150 North Riverside Plaza
Suite 4100
Chicago, IL 60606
(312) 741-5222
ack@kellerpostman.com

WARREN POSTMAN
MATTHEW A. SELIGMAN
NOAH HEINZ
KELLER POSTMAN LLC
1100 Vermont Avenue NW
12th Floor
Washington, DC 20005
Counsel for Petitioner

QUESTION PRESENTED

Whether the Due Process Clause of the Fourteenth Amendment prohibits a State from requiring a corporation to consent to personal jurisdiction to do business in the State.

STATEMENT OF RELATED CASES

Counsel is aware of no directly related proceedings arising from the same trial-court case as this case other than the proceeding appealed here.

TABLE OF CONTENTS

Question Presentedi
Statement of Related Cases.....ii
Table of Contentsiii
Table of Authoritiesiv
Introduction..... 1
Opinions Below 4
Jurisdiction..... 4
Constitutional and Statutory Provisions Involved 5
Statement 5
Summary of Argument..... 8
Argument..... 10
 I. Pennsylvania’s Corporate Consent-By-Registration Statute Is Permissible Under the Original Public Meaning of the Due Process Clause..... 11
 A. American Courts Routinely Applied and Upheld State Consent-By-Registration Statutes Before and After the Ratification of the Fourteenth Amendment..... 12
 B. Congress Adopted a General Jurisdiction Registration Statute in 1867..... 24
 C. Because Consent-By-Registration Statutes Satisfied Due Process Historically, Pennsylvania’s Consent-By-Registration Statute Satisfies It Today 25
 II. Controlling Precedent Holds that Consent-By-Registration Statutes Produce Voluntary Consent to Jurisdiction..... 28

A. <i>International Shoe</i> and Its Progeny Did Not Overrule <i>Pennsylvania Fire</i>	29
B. There Is No Warrant to Overrule this Court’s Century-Old Precedent Upholding the Constitutionality of Corporate Registration Statutes	31
III. This Court’s Decision in <i>Burnham v. Superior Court</i> Confirms the Constitutionality of Pennsylvania’s Consent-By-Registration Statute.....	34
A. Corporate Consent-by-Registration Is a Traditional Form of Jurisdiction that Remains Valid After <i>International Shoe</i>	35
B. State Statutes Requiring Foreign Corporations to Consent to Personal Jurisdiction Satisfy Contemporary Notions of Due Process	42
IV. Norfolk Southern’s Voluntary Consent to Pennsylvania’s Personal Jurisdiction Did Not Violate the Doctrine of Unconstitutional Conditions.....	48
Conclusion	52
Appendix A – Federal Statute.....	1a
Appendix B – State Statutes.....	2a

TABLE OF AUTHORITIES

CASES	Page(s)
<i>Abood v. Detroit Bd. of Ed.</i> , 431 U.S. 209 (1977)	33
<i>Allen v. Cooper</i> , 140 S. Ct. 994 (2020)	32
<i>Asahi Metal Indus. Co. v. Superior Ct.</i> , 480 U.S. 102 (1987)	45
<i>Bagdon v. Phila. & Reading Coal & Iron Co.</i> , 111 N.E. 1075 (N.Y. 1916)	20
<i>Bailey v. Hope Ins. Co.</i> , 56 Me. 474 (1869)	22
<i>Baltimore & Ohio R.R. Co. v. Harris</i> , 79 U.S. (12 Wall) 65 (1870)	19, 24, 27
<i>Barr v. King</i> , 96 Pa. 485 (1880)	18
<i>Barron v. Burnside</i> , 121 U.S. 186 (1887)	26
<i>Barrow S.S. Co. v. Kane</i> , 170 U.S. 100 (1898)	26
<i>Bordenkircher v. Hayes</i> , 434 U.S. 357 (1978)	50

TABLE OF AUTHORITIES CONTINUED

Page(s)

Bowsher v. Synar,
478 U.S. 714 (1986)24

Brady v. United States,
397 U.S. 742 (1970) 7, 50

Bratic v. Rubendall,
99 A.3d 1 (Pa. 2014)45

*Bristol-Myers Squibb Co. v. Superior Ct. of California,
San Francisco Cnty.*,
137 S. Ct. 1773 (2017)40

Burger King Corp. v. Rudzewicz,
471 U.S. 462 (1985)10, 40, 43, 44

Burnham v. Superior Ct.,
495 U.S. 604 (1990)passim

Carnival Cruise Lines, Inc. v. Shute,
499 U.S. 585 (1991)47

Cent R.R. & Banking Co. v Carr,
76 Ala. 388 (1884)22

Cent. R.R. & Banking Co. v. Georgia Constr. & Inv. Co.,
11 S.E. 192 (S.C. 1890)20

Citizens United v. FEC,
558 U.S. 310 (2010)31, 33

TABLE OF AUTHORITIES CONTINUED

Page(s)

City Fire Ins. Co. of Hartford v. Carrugi,
41 Ga. 660 (1871)22

Com. Mut. Accident Co. v. Davis,
213 U.S. 245 (1909)26

Connecticut Mut. Life Ins. Co. v. Spratley,
172 U.S. 602 (1899)26

Cooper Mfg. Co. v. Ferguson,
113 U.S. 727 (1885)26

Cooper Tire & Rubber Co. v. McCall,
863 S.E.2d 81 (Ga. 2021)34

Cromwell v. Royal Canadian Ins. Co.,
49 Md. 366 (1878)21

Cumberland Coal Co. v. Sherman,
8 Abb. Pr. 243 (N.Y. Supreme Ct. 1858).....21

Daimler AG v. Bauman,
571 U.S. 117 (2014)29, 30

D’Arcy v. Ketchum,
52 U.S. 165 (1850)13

District of Columbia v. Heller,
554 U.S. 570 (2008)11

TABLE OF AUTHORITIES CONTINUED

Page(s)

Doyle v. Cont'l Ins. Co.,
94 U.S. 535 (1876)26

Ducat v. City of Chicago,
77 U.S. 410 (1870)27

Equitable Life Assurance Soc'y v. Brown,
187 U.S. 308 (1902)26

Farrel v. Oregon Gold-Min. Co.,
49 P. 876 (Or. 1897).....17

Fire Ass'n of Phila. v. New York,
119 U.S. 110 (1886)26

Fithian, Jones & Co. v. New York & Erie R.R. Co.,
1 Grant 457, 31 Pa. 114 (1857).....19

Flower v. Parker,
9 F. Cas. 323 (C.C.D. Mass. 1823)13

Ford Motor Co. v. Montana Eighth Jud. Dist. Ct.,
141 S. Ct. 1017 (2021)47

Fred Miller Brewing Co. v. Council Bluffs Ins. Co.,
63 N.W. 565 (Iowa 1895)22

Frost & Frost Trucking Co. v. R.R. Comm'n,
271 U.S. 583 (1926)51

TABLE OF AUTHORITIES CONTINUED

Page(s)

Fuld v. PLO
No. 22-76, 22-496 (2d Cir. June 21, 2022) 46

Gerling v. Baltimore & Ohio R.R. Co.,
151 U.S. 673 (1894) 26

Goodyear Dunlop Tires Operations, S.A. v. Brown,
564 U.S. 915 (2011) 29, 30

Halliburton Co. v. Erica P. John Fund, Inc.,
573 U.S. 258 (2014) 32

Hanson v. Denckla,
357 U. S. 235 (1958) 41

Hartford Fire Ins. Co. v. Owen,
30 Mich. 441 (1874) 22

Hess v. Pawloski,
274 U.S. 352 (1927) 38

Hilton v. S.C. Pub. Rys. Comm’n,
502 U.S. 197 (1991) 31, 34

Home Ins. Co. of N.Y. v. Morse,
87 U.S. 445 (1874) 26, 49

Hunter v. Mut. Reserve Life Ins. Co.,
218 U.S. 573 (1910) 26

TABLE OF AUTHORITIES CONTINUED

Page(s)

Hurtado v. California,
110 U.S. 516 (1884)11

In re Sealed Case,
932 F.3d 915 (D.C. Cir. 2019).....46

*Ins. Corp. of Ireland v. Compagnie des Bauxites de
Guinee*,
456 U.S. 694 (1982)10, 40, 46, 49

International Shoe Co. v. Washington,
326 U.S. 310 (1945)passim

Int’l Text-Book Co. v. Pigg,
217 U.S. 91 (1910)26

Janus v. AFSCME,
138 S. Ct. 2448 (2018)33

Johnston v. Trade Ins. Co.,
132 Mass. 432 (1882).....17

Kimble v. Marvel Ent., LLC,
576 U.S. 446 (2015)31

Knick v. Twp. of Scott,
139 S. Ct. 2162 (2019)33

Koontz v. St. Johns River Water Mgmt. Dist.,
570 U.S. 595 (2013).....48

TABLE OF AUTHORITIES CONTINUED

	Page(s)
<i>Lafayette Ins. Co. v. French</i> , 59 U.S. (18 How.) 404 (1855)	passim
<i>Littlejohn v. S. Ry. Co.</i> , 22 S.E. 761 (S.C. 1895)	17
<i>McQueen v. Middletown Mfg. Co.</i> , 16 Johns. 5 (N.Y. Sup. Ct. 1819)	14
<i>Merchants Heat & Light Co. v. J. B. Clow & Sons</i> , 204 U.S. 286 (1907)	26
<i>Mexican Cent. Ry. Co. v. Pinkney</i> , 149 U.S. 194 (1893)	26
<i>Mooney v. Buford & George Mfg. Co.</i> , 72 F. 32 (7th Cir. 1896).....	16
<i>Mut. Reserve Fund Life Ass’n v. Phelps</i> , 190 U.S. 147 (1903)	26
<i>Myer v. Liverpool, London & Globe Ins. Co.</i> , 40 Md. 595 (1874)	21
<i>N.L.R.B. v. Noel Canning</i> , 573 U.S. 513 (2014)	11
<i>Neirbo Co. v. Bethlehem Shipbldg. Corp.</i> , 308 U.S. 165 (1939)	28

TABLE OF AUTHORITIES CONTINUED

	Page(s)
<i>New Eng. Mut. Life Ins. Co. v. Woodworth</i> , 111 U.S. 138 (1884)	26
<i>New York v. Hill</i> , 528 U.S. 110 (2000)	50
<i>N.Y., Lake Erie & W.R.R. Co. v. Estill</i> , 147 U.S. 591 (1893)	26
<i>New York State Rifle & Pistol Ass'n, Inc., v. Bruen</i> No. 20-842, slip. op. 27 (2d Cir. June 23, 2022)	11, 36
<i>O'Hare Truck Serv., Inc. v. City of Northlake</i> , 518 U.S. 712 (1996)	48
<i>Old Wayne Mut. Life Ass'n v. McDonough</i> , 204 U.S. 8 (1907)	26, 38
<i>Osborne v. Shawmut Ins. Co.</i> , 51 Vt. 278 (1878).....	22
<i>State ex rel. Pac. Mut. Life Ins. Co. v. Grimm</i> , 143 S.W. 483 (Mo. 1911).....	16
<i>Payne v. Tennessee</i> , 501 U.S. 808 (1991)	34
<i>Peckham v. Inhabitants of N. Par. in Haverhill</i> , 33 Mass. 274 (1834).....	14

TABLE OF AUTHORITIES CONTINUED

	Page(s)
<i>Pennoyer v. Neff</i> , 95 U.S. 714 (1878)	7, 13
<i>Pennsylvania Fire Ins. Co. of Philadelphia v. Gold Issue Mining & Milling Co.</i> , 243 U.S. 93 (1917)	passim
<i>Pennsylvania Lumbermen’s Mut. Fire Ins. Co. v. Meyer</i> , 197 U.S. 407 (1905)	26
<i>Peretz v. United States</i> , 501 U.S. 923 (1991)	50
<i>Printz v. United States</i> , 521 U.S. 898 (1997)	24
<i>Ramos v. Louisiana</i> , 140 S. Ct. 1390 (2020)	32, 33
<i>Ratliff v. Cooper Laby’s, Inc.</i> , 444 F.2d 745 (4th Cir. 1971)	36
<i>Regan v. Taxation with Representation of Wash.</i> , 461 U.S. 540 (1983)	49
<i>Robinson v. Oceanic Steam Navigation Co.</i> , 19 N.E. 625 (N.Y. 1889)	21
<i>S. Pac. Co. v. Denton</i> , 146 U.S. 202 (1892)	26, 49

TABLE OF AUTHORITIES CONTINUED

Page(s)

Sawyer v. N. Am. Life Ins. Co.,
46 Vt. 697 (1874).....14

Ex parte Schollenberger,
96 U.S. 369 (1877)7, 24, 26

Sec. Mut. Life Ins. Co. v. Prewitt,
202 U.S. 246 (1906)26

Shaffer v. Heitner,
433 U.S. 186 (1977)37, 40

Shaw v. Quincy Mining Co.,
145 U.S. 444 (1892)26

Simon v. S. Ry. Co.,
236 U.S. 115 (1915)26, 38

Smolik v. Phila. & Reading Coal & Iron Co.,
222 F. 148 (S.D.N.Y. 1915)39

Societe Fonciere et Agricole des Etats Unis v. Milliken,
135 U.S. 304 (1890)26

St. Clair v. Cox,
106 U.S. 350 (1882)13, 26, 27

St. Louis Sw. Ry. Co. of Texas v. Alexander,
227 U.S. 218 (1913)26

TABLE OF AUTHORITIES CONTINUED

Page(s)

Steel Co. v. Citizens for a Better Env't,
523 U.S. 83 (1998)30

Terral v. Burke Constr. Co.,
257 U.S. 529 (1992)26

Thryv, Inc. v. Click-To-Call Techs., LP,
140 S. Ct. 1367 (2020)29

Tioga R.R. Co. v. Blossburg & Corning R.R. Co.,
87 U.S. 137 (1873)26

Vasquez v. Hillery,
474 U.S. 254 (1986)31, 32

W. Life Indem. Co. of Ill. v. Rupp,
235 U.S. 261 (1914)26

W. Union Tel. Co. v. Kansas ex rel. Coleman,
216 U.S. 1 (1910)26

Webster Wagon Co. v. Home Ins. Co.,
27 W. Va. 314 (1885)22

Wellness Int'l Network v. Sharif,
575 U.S. 665 (2015)46

*Williamson Cnty. Reg'l Planning Comm'n v. Hamilton
Bank*,
473 U.S. 172 (1985)33

TABLE OF AUTHORITIES CONTINUED

Page(s)

World-Wide Volkswagen Corp. v. Woodson,
444 U.S. 286 (1980)41, 42

CONSTITUTIONAL AND STATUTORY AUTHORITIES

U.S. Const. amend. XIV, § 1, cl. 25

28 U.S.C. § 1257(a)4

15 Pa. Cons. Stat. § 411.....5, 50

42 Pa. Cons. Stat. § 5301.....5, 6, 43

42 Pa. Cons. Stat. § 5322.....44

Act to Amend the Law of the District of Columbia in
Relation to Judicial Proceedings Therein, Ch. 64, § 11,
14 Stat. 403, 404 (1867)24, 25

N.Y. Code Civ. P. §§ 432, 1780.....20

OTHER AUTHORITIES

Edward Keasbey, *Jurisdiction over Foreign
Corporations*, 12 Harv. L. Rev. 1 (1898)20, 25

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2021 results*, Norfolk Southern,
[http://www.nscorp.com/content/nscorp/en/news/norfolk-
southern-reports-fourth-quarter-2021-results.html](http://www.nscorp.com/content/nscorp/en/news/norfolk-southern-reports-fourth-quarter-2021-results.html)
(Jan. 26, 2022).....44

TABLE OF AUTHORITIES CONTINUED

Page(s)

Seymour Thompson, *Commentaries on the Law of Private Corporations*, in 6 (Bancroft-Whitney Co., 1896)3, 15, 25

William F. Cahill, *Jurisdiction over Foreign Corporations and Individuals Who Carry on Business Within the Territory*, 30 Harv. L. Rev. 676 (1917)22

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BRIEF FOR THE PETITIONER

INTRODUCTION

Since 1874, Pennsylvania law has imposed a “consent-by-registration” regime under which foreign corporations operating in the State must agree to personal jurisdiction in Pennsylvania courts. Norfolk Southern registered to do business in Pennsylvania, and thereby consented to jurisdiction under a 1978 version of the original statute. Mr. Mallory sued Norfolk Southern in Pennsylvania, alleging that he developed colon cancer from exposure to toxic chemicals while working for the railroad.

Norfolk Southern did not dispute that the Due Process Clause of the Fourteenth Amendment allows a state court to exercise personal jurisdiction over a corporation that has *voluntarily* agreed to come before that court. But Norfolk Southern argued that the consent produced by

Pennsylvania's statute was not truly voluntary, and Pennsylvania's exercise of judicial authority would therefore violate the Due Process Clause. The Pennsylvania Supreme Court agreed. It reasoned that Norfolk Southern's "registration to do business in the Commonwealth does not constitute voluntary consent" and instead was "compelled submission" in violation of the Due Process Clause. Pet. App. 53a.

The decision below cannot be reconciled with the original public meaning of the Fourteenth Amendment or controlling precedent.

A mountain of historical evidence demonstrates that consent to jurisdiction required as a condition of doing business in a State constitutes voluntary, valid consent for purposes of the Due Process Clause. Contemporaneous with the ratification of the Fourteenth Amendment, *every* State had enacted a statute that required foreign corporations to consent, as a condition of doing business within the State, to personal jurisdiction that would not otherwise have been available. Moreover, the same Congress that proposed the Fourteenth Amendment enacted a consent-by-registration requirement for the District of Columbia. These statutes were commonplace because they were critical to each jurisdiction's sovereignty. Governing law at the time provided that, unless a corporation agreed to be served through an agent, a corporation could be served with process *only* by serving the corporation's principal. That rule allowed corporations to operate pervasively in States but evade jurisdiction so long as their principals remained outside the State's borders. This result was understandably regarded as "illogical and

unjust,” 6 Seymour Thompson, *Commentaries on the Law of Private Corporations*, § 7989 (1896), and consent-by-registration statutes addressed the problem by conditioning access to a State on consent to jurisdiction.

This history establishes that Norfolk Southern’s consent is valid for constitutional purposes. A contrary conclusion would require holding that, when the Fourteenth Amendment was ratified, it invalidated important statutes in every State. It would further require concluding that the very Congress that proposed the Fourteenth Amendment somehow thought that the provision’s principles—mirrored by the Fifth Amendment’s Due Process Clause—should not apply in the District of Columbia. Norfolk Southern’s position would have shocked the States and Congress, and it would have produced a result that was widely viewed as “illogical and unjust.”

That is also why the Pennsylvania Supreme Court’s decision conflicts with controlling precedent from this Court. In *Pennsylvania Fire Ins. Co. of Philadelphia v. Gold Issue Mining & Milling Co.*, 243 U.S. 93, 95-96 (1917), this Court held that consent-by-registration—*i.e.*, consent extracted from a State as a condition of doing business in the State—establishes personal jurisdiction that is consistent with the Fourteenth Amendment. More recent decisions addressing whether jurisdiction can be based on a defendant’s contacts with a State have never purported to analyze, let alone overrule, *Pennsylvania Fire’s* holding that consent-by-registration is voluntary and operative for purposes of the Fourteenth Amendment. And there is no good argument for disregarding the doctrine of *stare decisis* to overrule *Pennsylvania Fire* now.

Finally, even if the Court overruled *Pennsylvania Fire* and applied the more modern framework it has developed when jurisdiction is not based on consent, Pennsylvania’s statute is still constitutional. Any sensible application of “fair play and substantial justice” must hold corporate persons to the same standards as flesh-and-blood people. And this Court has unanimously held that flesh-and-blood people can be haled into a State’s courts based on voluntary presence within the State, however fleeting, and no matter the relationship between in-state contacts and the underlying dispute. Moreover, individuals can be compelled by corporations, through contracts of adhesion, to litigate their claims wherever the companies please. If wielding judicial power over real people is constitutional in those circumstances—as this Court has correctly held—there can be no doubt that a consent-by-registration statute comports with modern constitutional doctrine.

OPINIONS BELOW

The opinion of the Pennsylvania Supreme Court (Pet. App. 1a-58a) is reported at 266 A.3d 542 (Pa. 2021). The order of the Superior Court of Pennsylvania (Pet. App. 59a-63a) is unreported. The order of the Court of Common Pleas of Pennsylvania (Pet. App. 64a-82a) is unreported.

JURISDICTION

The Pennsylvania Supreme Court entered judgment on December 22, 2021. Robert Mallory filed a petition in this Court on February 18, 2022. This Court granted the petition on April 25, 2022. Jurisdiction is proper under 28 U.S.C. § 1257(a).

CONSTITUTIONAL AND STATUTORY PROVISIONS INVOLVED

The Due Process Clause of the Fourteenth Amendment provides in pertinent part:

No State shall make or enforce any law which shall abridge the privileges or immunities of citizens of the United States; nor shall any State deprive any person of life, liberty, or property, without due process of law. . . .

U.S. Const. amend. XIV, § 1, cl. 2.

Pennsylvania's corporate registration statute, 15 Pa. Cons. Stat. § 411(a)-(b), 42 Pa. Cons. Stat. § 5301(a)(2)(i), is reproduced at Pet. App. 94a-97a.

STATEMENT

1. Norfolk Southern Railway Company is one of the Nation's largest railroads. Based in Virginia, it registered to do business in Pennsylvania as a foreign corporation in 1998. JA-2. Today, it "has extensive operations in Pennsylvania, including owning 2,278 miles of track and operating eleven rail yards and three locomotive repair shops." Pet. App. 32a.

2. Section 411(a) of Pennsylvania's corporate registration statute provides that a foreign corporation "may not do business in this Commonwealth until it registers with the department under this chapter." 15 Pa. Cons. Stat. § 411(a).

Section 5301(a) then provides:

“(a) General Rule. The existence of any of the following relationships between a person and this Commonwealth *shall constitute a sufficient basis of jurisdiction*

to enable the tribunals of this Commonwealth to exercise general personal jurisdiction over such person. . . .

...

(2)(i) Corporations [that are] *qualifi[ed] as a foreign corporation* under the laws of this Commonwealth.

42 Pa. Cons. Stat. § 5301(a) (emphases added).

The operation of the statute, which has remained unchanged since 1978, *see* Act of April 28, 1978, P.L. 202, No. 53, thus requires consent to general personal jurisdiction in Pennsylvania courts as a condition of a foreign corporation's doing business in the State. No court has ever held otherwise.

3. Robert Mallory, a citizen of Virginia, worked for Norfolk Southern for almost 20 years in Ohio and Virginia. Pet. App. 32a. Mr. Mallory's work exposed him to asbestos and other toxic chemicals that caused him to develop colon cancer. *Id.* Mr. Mallory sued Norfolk Southern in the Philadelphia County Court of Common Pleas. Pet. App. 60a. Norfolk Southern moved to dismiss for lack of personal jurisdiction. *Id.* The trial court granted the motion. *Id.*

4. The trial court rejected Mr. Mallory's argument that Norfolk Southern "consented to general jurisdiction when [it] voluntarily register[ed] to do business in this Commonwealth, pursuant to § 5301." *Id.* at 62. The trial court reasoned that Norfolk Southern's "consent to jurisdiction was not voluntary" because "a foreign corporation has two choices: 1) doing business in Pennsylvania while concomitantly consenting to general personal jurisdiction, or 2) not doing business in Pennsylvania." *Id.*

5. The Pennsylvania Supreme Court affirmed. It recognized that “consent to jurisdiction by waiving one’s due process rights is an independent basis for jurisdiction, assuming that the consent is given voluntarily.” Pet. App. 6a (citing *Brady v. United States*, 397 U.S. 742, 748 (1970)). And it “acknowledg[ed] that,” since *International Shoe Co. v. Washington*, 326 U.S. 310 (1945), “the [Supreme] Court has not addressed the question of whether it violates due process when a state conditions the privilege of doing business in the forum State upon the foreign corporation’s submission to general jurisdiction.” Pet. App. 40a.

The court nevertheless disregarded this Court’s decisions holding that a corporation’s consent to jurisdiction through a registration statute is constitutionally valid. Pet. App. 48a (citing *Pennsylvania Fire*, 243 U.S. at 95-96 (holding that an Arizona corporation consented to jurisdiction in Missouri when it complied with Missouri’s foreign-corporation law by appointing an agent to accept service of process, as statutorily required); *Ex parte Schollenberger*, 96 U.S. 369, 376-77 (1877) (holding that a Pennsylvania federal court had personal jurisdiction over foreign insurance corporations based on a Pennsylvania law that required the corporations to appoint an agent to receive process in the Commonwealth in exchange for the privilege of doing business)).

The Pennsylvania Supreme Court viewed these cases—never overruled by this Court—as “relics of the *Pennoyer* era during which courts were prohibited from exercising personal jurisdiction over persons or corporations outside the geographic boundary of the courts.” Pet. App. 20a (referencing *Pennoyer v. Neff*, 95 U.S. 714

(1878)). Having cast aside this Court’s cases to the contrary, the Pennsylvania Supreme Court then concluded that “a foreign corporation’s registration to do business in the Commonwealth does not constitute *voluntary* consent to general jurisdiction but, rather, compelled submission to general jurisdiction by legislative command.” Pet. App. 53a (emphasis added); *see also id.* 54a (“We agree that ‘faced with this Hobson’s choice, a foreign corporation’s consent to general jurisdiction in Pennsylvania can hardly be characterized as voluntary,’ and instead is coerced.”) (quoting Trial Court Opinion, Pet. App. 78a).

This Court granted certiorari.

SUMMARY OF ARGUMENT

1. Pennsylvania’s corporate registration statute is constitutional under the original public meaning of the Due Process Clause. In the years before and immediately after the ratification of the Fourteenth Amendment in 1868, every State in the Union had a statute requiring out-of-state corporations to consent to personal jurisdiction to which they otherwise would not be subject. Congress enacted an analogous federal statute in 1867, mere months after Congress proposed the Fourteenth Amendment for ratification by the States. State courts routinely applied these statutes, and this Court itself did so in dozens of cases. Such consent therefore qualifies as voluntary, operative consent for purposes of the Fourteenth Amendment’s Due Process Clause.

2. Longstanding precedent from this Court confirms that conclusion. The Court in *Pennsylvania Fire*, 243 U.S. 93, (1917) expressly held that a State may require corporations to consent to general personal jurisdiction in

exchange for doing business in the State. And nothing in *International Shoe* or its progeny undermined that precedent. Those cases established an *additional* basis for jurisdiction over out-of-state defendants: sufficient contacts between the defendant and the State. They expressly declined to address—and therefore never altered the standards governing—when consent to jurisdiction is constitutionally valid.

3. Even if this Court looked beyond controlling precedent to assess the validity of consent-by-registration, the next most relevant precedent likewise confirms the constitutionality of Pennsylvania’s statute. In *Burnham v. Superior Court*, 495 U.S. 604 (1990), the Court upheld jurisdiction over individuals based on in-state service of process, with multiple opinions offering alternative paths to that conclusion. Under Justice Scalia’s plurality opinion, the Pennsylvania statute here is constitutional because it has a historical pedigree that firmly grounds it as a valid basis for personal jurisdiction. Under Justice Brennan’s concurrence, the statute is constitutional because it is a traditional basis for jurisdiction that remains consistent with contemporary notions of due process. Regardless of the approach, the Pennsylvania Supreme Court’s judgment should be reversed.

4. Pennsylvania’s statute does not violate the doctrine of unconstitutional conditions, which this Court has never applied to a waivable procedural right. Expanding the doctrine to apply here would destabilize this Court’s jurisprudence in many contexts and would require it to overrule its decisions in *Burnham* and *Pennsylvania Fire*.

ARGUMENT

All parties agree that a court may establish personal jurisdiction based on voluntary consent. BIO at 15 (“No one disputes that a defendant may consent to a court’s exercise of personal jurisdiction.”) (internal quotation marks omitted). Because “the personal jurisdiction requirement is a waivable right, there are a ‘variety of legal arrangements’ by which a litigant may give ‘express or implied consent to the personal jurisdiction of the court.’” *Burger King Corp. v. Rudzewicz*, 471 U.S. 462, 472 n. 14 (1985) (quoting *Ins. Corp. of Ireland v. Compagnie des Bauxites de Guinee*, 456 U.S. 694, 703 (1982)).

It is also undisputed that, as a matter of Pennsylvania law, Norfolk Southern consented to the jurisdiction of Pennsylvania’s courts for all purposes when it elected to register to do business in Pennsylvania. The sole question presented is whether the Due Process Clause of the Fourteenth Amendment prevents courts from treating that consent as voluntary and constitutionally valid because it was required as a condition of doing business in the State.

The original public meaning of the Fourteenth Amendment supplies a clear answer: Pennsylvania’s consent-by-registration requirement produces constitutionally valid consent. This Court’s longstanding precedents reach the same conclusion, and nothing in more recent decisions undermines—or even speaks to—the validity of traditional forms of jurisdiction, including consent.

Even if the Court applies the more modern framework it has developed when jurisdiction is not based on consent, Mr. Mallory prevails. And consent-by-registration does not constitute an unconstitutional condition, as it involves

the waiver of a procedural right, which is permissible in myriad contexts under the Due Process Clause.

The Court should reverse the Pennsylvania Supreme Court's judgment.

I. PENNSYLVANIA'S CORPORATE CONSENT-BY-REGISTRATION STATUTE IS PERMISSIBLE UNDER THE ORIGINAL PUBLIC MEANING OF THE DUE PROCESS CLAUSE.

The Fourteenth Amendment guarantees “due process of law.” Pennsylvania’s corporate registration statute is constitutional under the original public meaning of that clause. “[W]here a governmental practice has been open, widespread, and unchallenged since the early days of the Republic, the practice should guide [the Court’s] interpretation of an ambiguous constitutional provision.” *New York State Rifle & Pistol Ass’n, Inc. v. Bruen*, No. 20-842, slip op. at 27 (June 23, 2022) (quoting *N.L.R.B. v. Noel Canning*, 573 U.S. 513, 572 (2014) (Scalia, J., concurring in judgment)). Accordingly, in determining the constitutionality of a statute, the Court “consider[s] whether ‘historical precedent’ from before, during, and even after [ratification] evinces a comparable tradition of regulation.” *Bruen*, slip op. at 18 (quoting *District of Columbia v. Heller*, 554 U.S. 570, 631 (2008)).

That approach has particular force when interpreting the scope of the Due Process Clause: “[A] process of law which is not otherwise forbidden must be taken to be due process of law if it can show the sanction of settled usage [That which], in substance, has been immemorably the actual law of the land.” *Hurtado v. California*, 110 U.S. 516, 528-29 (1884). *See also Burnham*, 495 U.S. at 609

(Scalia, J.) (plurality opinion) (“To determine whether the assertion of personal jurisdiction is consistent with due process, [the Court] has relied on the principles traditionally followed by American courts.”). When interpreting the Fourteenth Amendment, this Court treats “1868, when the Fourteenth Amendment was adopted,” as the “crucial time” and asks whether the procedure in question was “an established part of the American common law.” *Burnham*, 495 U.S. at 611.

The historical record is clear: before and in the years just after 1868, every State required out-of-state corporations to consent to jurisdiction in the State’s courts as a condition of doing business in the State. Those statutes all established personal jurisdiction that would not have been available absent that consent. State and federal courts routinely treated these statutes as generating voluntary, valid consent to personal jurisdiction. Moreover, just a few months after it proposed the Fourteenth Amendment in 1866, Congress enacted a federal registration statute that required foreign corporations to consent to personal jurisdiction in the District of Columbia. That historical record establishes that consent-by-registration statutes were universally understood to produce valid, constitutional consent to jurisdiction.

A. American Courts Routinely Applied and Upheld State Consent-By-Registration Statutes Before and After the Ratification of the Fourteenth Amendment.

State statutes subjecting out-of-state corporations to personal jurisdiction as a condition of doing business in the State have a long and venerable presence in American

law. Those statutes arose to solve a problem created by traditional conceptions of corporate personhood.

Courts historically lacked jurisdiction over a defendant “where he has not been served with process nor had a day in court.” *D’Arcy v. Ketchum*, 52 U.S. 165, 174 (1850). Rendering a judgment over such a defendant would be “an illegitimate assumption of power.” *Id.* See also *Pennoyer*, 95 U.S. at 733 (for a court to render “a determination of the personal liability of the defendant, he must be brought within [the court’s] jurisdiction by service of process within the State, or his voluntary appearance”); *Flower v. Parker*, 9 F. Cas. 323, 324 (Story, Circuit Justice, C.C.D. Mass. 1823) (“No legislature can compel any persons, beyond its own territory, to become parties to any suits instituted in its domestic tribunals.”).

Then as now, all acknowledged that corporate persons act only through the conduct of flesh-and-blood people. Accordingly, “[a] corporation, being an artificial being, [which] can act only through agents, only through them can be reached, and process must, therefore, be served upon them.” *St. Clair v. Cox*, 106 U.S. 350, 353 (1882). But that led to a critical question: *which* flesh-and-blood people could be served “within the State,” *Pennoyer*, 95 U.S. at 733, to hale the *corporate* person into the State’s tribunals? See *Lafayette Ins. Co. v. French*, 59 U.S. (18 How.) 404, 407 (1855) (“The inquiry is not whether the defendant was personally within the State, but whether he, or someone authorized to act for him in reference to the suit, had notice and appeared, or if he did not appear, whether he was bound to appear.”).

Under the common law, courts supplied a narrow answer: only in-state service on the *principal* was sufficient to bring a corporation within the court's jurisdiction. Service on a mere *agent*, even when acting in his corporate capacity, did not allow a plaintiff to effect service of process on the corporation unless it *consented* to being served through that agent. *See, e.g., Peckham v. Inhabitants of N. Par. in Haverhill*, 33 Mass. 274, 286 (1834); *McQueen v. Middletown Mfg. Co.*, 16 Johns. 5, 7 (N.Y. Sup. Ct. 1819) ("The process against a corporation, must be served on its head, or principal officer, within the jurisdiction of the sovereignty where this artificial body exists.").

That rule allowed out-of-state corporations to evade personal jurisdiction by sending agents to conduct business in a State while ensuring that their principals remained elsewhere. *See, e.g., Sawyer v. N. Am. Life Ins. Co.*, 46 Vt. 697, 706 (1874) ("[T]he old law permitted the agents of any insurance company . . . to make contracts of insurance in this state, under which, causes of action would accrue to the people of the state within the jurisdiction of the state courts. The mischief was, that the jurisdiction of the state courts over these causes of action, would be unavailing, except upon voluntary appearance, for want of power in the courts to compel appearance."). As a Nineteenth Century treatise observed, "[t]hese holdings were grossly illogical and unjust. A foreign corporation could enter the domestic State by its agents, and incur obligations there in favor of the domestic citizen, and yet it could not be held answerable for the performance of those obligations, in action founded upon process served

upon its agent through whom it incurred them.” Thompson, *Commentaries on the Law of Private Corporations*, § 7989 (1896).

Blocked almost entirely from exercising jurisdiction over a foreign corporate person based on its *presence*, States responded by passing statutes to ensure that foreign corporations conducting business within their boundaries *consented* to jurisdiction. These statutes traditionally conditioned the privilege of doing business within a State on a corporation’s consenting to accept service, and thus jurisdiction over the corporation, through a resident agent. Virginia enacted such a statute in 1827. 1827 Va. Acts 77. By 1868, 21 States and the District of Columbia had some form of registration statute requiring out-of-state corporations to consent to personal jurisdiction as a condition of conducting business within the State. Every other State soon followed.

These statutes can be grouped into four categories: (1) statutes requiring foreign corporations to consent to service on an agent for all purposes (general personal jurisdiction); (2) statutes requiring specified companies to consent to service on an agent for all purposes (general personal jurisdiction); (3) statutes requiring all foreign corporations to consent to service on an agent for all purposes (general personal jurisdiction) but only for claims brought by residents of the State; and (4) statutes requiring all foreign corporations to consent to service on an agent for claims arising within the State.

1. Consent to General Personal Jurisdiction by Foreign Corporations.

The first category contains statutes that required foreign corporations to submit to general personal jurisdiction. Some of those statutes applied to all foreign corporations; some applied to all foreign corporations in a particular industry like insurance. Twenty States—a majority of the States in the Union in 1868—had such statutes in the 19th century. Cases confirm the general scope of those statutes for at least six States: Massachusetts (statute enacted in 1856 for insurance companies; 1884 for all foreign corporations), Oregon (1864), Pennsylvania (1874), Missouri (1879), Indiana (1894), and South Carolina (1894). The courts treated those statutes as generating a form of voluntary and valid consent to jurisdiction that would otherwise be unavailable:

- *Mooney v. Buford & George Mfg. Co.*, 72 F. 32, 37-38 (7th Cir. 1896) (“If, in the ordinary case . . . there can be rendered against a resident debtor a judgment in garnishment . . . , there can be no objection, in reason or principle, to a like judgment against a foreign corporation, which, by law and by its own consent has become subject to the service of process in the state where sued, as if chartered or incorporated there. In both cases, alike, there is due process of law.”) (Indiana statute);
- *State ex rel. Pac. Mut. Life Ins. Co. v. Grimm*, 143 S.W. 483, 492-93 (Mo. 1911) (“An examination of the statute shows that its terms are general, and authorize each service of summons in all suits brought against foreign insurance companies. I do

not see that this court has any authority to limit or qualify the statute . . . to cases brought by resident plaintiffs, or those based upon contracts issued in this state.”);

- *Farrel v. Oregon Gold-Min. Co.*, 49 P. 876, 877-78 (Or. 1897) (“A corporation of one state cannot do business in another without the consent of the latter . . . and hence a state may impose, as a condition upon which a foreign corporation shall do business within its borders, that it accept as sufficient the service of process upon such officers or agents as may be prescribed. . . . When . . . a foreign corporation subsequently comes into the state to do business, it will be deemed to have consented to subject itself to the jurisdiction of the local courts by the service of process upon the officers or agents.”);
- *Littlejohn v. S. Ry. Co.*, 22 S.E. 761, 761-62 (S.C. 1895) (“If an individual comes within the limits of the state, and thus places himself within reach of the jurisdiction of our courts, he surely can be made a party to an action by serving him with process while here; and we do not see why the same principle should not be applied to a foreign corporation.”);
- *Johnston v. Trade Ins. Co.*, 132 Mass. 432, 434 (1882) (“[H]aving summoned the defendant, a foreign insurance company, according to the provisions of the statute, . . . this court [will] take jurisdiction of an action to recover a sum of money alleged to be due the plaintiff, [where] the plaintiff is not a resident of this State, and the contract was

made, and the property to which it relates is situated, in another State.”).

- *Barr v. King*, 96 Pa. 485, 486-88 (1880) (“[B]y general statutes all foreign corporations, as a condition on which they may transact business in this state, must establish an office and have an agent, a chief purpose of which is, that process may be served, and such corporations be compelled to answer in all suits or actions brought against them. These statutes are so comprehensive as to embrace all actions to which such corporations are liable.”).

Eleven States’ statutes used nearly identical text to that of Massachusetts, providing that the appointed agent was authorized to receive “all process,” “all lawful process,” or an equivalent phrase: Connecticut (1854 for insurance companies; 1895 for all foreign corporations), Rhode Island (1857), Vermont (1862 for insurance companies), Arkansas (1873 for insurance companies), Nevada (1873 for insurance companies; 1889 for all foreign corporations), New Jersey (1886 for insurance companies), Delaware (1893 for insurance companies), Nebraska (1895), New Hampshire (1895), North Carolina (1899 for insurance companies), Michigan (1903). Three more States’ statutes mirrored the Missouri statute that this Court upheld in *Pennsylvania Fire*: Ohio (1854 for insurance companies), Illinois (1855 for insurance companies), and Texas (1874 for insurance companies). *See* Appendix. Although Mr. Mallory’s “research has not revealed a case deciding the issue in every State’s courts, that appears to be because the issue was so well settled that it went unlitigated.” *Burnham*, 495 U.S. at 613 (plurality).

2. Consent to General Personal Jurisdiction by Specified Foreign Corporations.

As early as the 1820s, state legislatures enacted statutes requiring particular corporations to consent to general jurisdiction in order to conduct business within the State. Virginia enacted such a statute in 1827, and Pennsylvania did so in 1841. *See* Appendix. Courts treated these statutes as generating valid consent to jurisdiction:

- *Fithian, Jones & Co. v. New York & Erie R.R. Co.*, 1 Grant 457, 31 Pa. 114, 115-16 (1857) (“Th[e] corporation accepted of the privilege of extending its railroad through Susquehanna county, coupled with a provision in the Act granting this privilege, by which the company was required ‘to keep at least one manager, toll-gatherer, or other officer, a resident in the county of Susquehanna,’ on whom service of process ‘in all suits or actions which may be brought against said company’ is declared to be ‘as good and available in law as if made on the president thereof.’ This act was passed on the 16th February 1841: *P. L.* 29. The true intent of it was to bring the railroad company within the jurisdiction of this state, for the purpose of compelling it to answer in all suits or actions at law which might be brought against it.”);
- *Baltimore & Ohio R.R. Co. v. Harris*, 79 U.S. (12 Wall) 65 (1870) (upholding validity of Virginia statute conditioning operation of Maryland railroad in Virginia on consent to jurisdiction because “[i]f it do business there it will be presumed to have

assented and will be bound accordingly.” *Id.* at 81 (citing *Lafayette*, 59 U.S. (18 How.) at 405)).

3. Consent to General Personal Jurisdiction by All Foreign Corporations for Claims by Resident Plaintiffs.

The third category of cases includes state statutes requiring all foreign corporations to submit to general personal jurisdiction in suits by resident plaintiffs but not out-of-state plaintiffs. At least five States enacted such statutes: New York (1849), Wisconsin (1866), Maryland (1868), North Carolina (1873), and Mississippi (1906). *See* Appendix. *See also* Edward Keasbey, *Jurisdiction over Foreign Corporations*, 12 Harv. L. Rev. 1, 17 (1898) (noting that New York’s law “has been followed in many other States”).

Courts routinely applied these statutes as generating a valid form of consent to jurisdiction:

- *Bagdon v. Phila. & Reading Coal & Iron Co.*, 111 N.E. 1075, 1076 (N.Y. 1916) (Cardozo, J.) (“The stipulation is, therefore, a true contract. The person designated is a true agent. The consent that he shall represent the corporation is a real consent. . . . The actions in which he is to represent the corporation are not limited. The meaning must, therefore, be that the appointment is for any action which under the laws of this state may be brought against a foreign corporation.”) (citing N.Y. Code Civ. P. §§ 432, 1780);
- *Cent. R.R. & Banking Co. v. Georgia Constr. & Inv. Co.*, 11 S.E. 192, 201 (S.C. 1890) (“Section 423

of the Code provides that ‘an action against a corporation created by or under the laws of any other state, government, or country may be brought in the circuit court (1) by any resident of this state, for any cause of action; (2) by a plaintiff not a resident of this state when the cause of action shall have arisen, or the subject of the action shall be situated, within this state.’”);

- *Robinson v. Oceanic Steam Navigation Co.*, 19 N.E. 625, 627 (N.Y. 1889) (“Under this section a resident of this state, or a domestic corporation, can maintain an action against a foreign corporation for any cause of action, no matter where it arose.”);
- *Cromwell v. Royal Canadian Ins. Co.*, 49 Md. 366, 382-83 (1878) (“foreign corporations doing business in this State [are subject] to suits in our courts by our own citizens, and . . . citizens of other States shall use our courts for suits against them *only in cases* where the cause of action has arisen or the subject of the action is situated in this State. It was quite competent for the Legislature so to provide.”);
- *Myer v. Liverpool, London & Globe Ins. Co.*, 40 Md. 595, 600 (1874) (applying same Maryland statute as in *Cromwell*);
- *Cumberland Coal Co. v. Sherman*, 8 Abb. Pr. 243, 245 (N.Y. Supreme Ct. 1858) (“By section 427 of the Code, an action against a foreign corporation may be brought . . . [b]y a resident of this State for any cause of action.”).

4. *Consent to Less Than General Personal Jurisdiction.*

The fourth category contains state statutes requiring corporations to submit to personal jurisdiction for claims arising out of the corporations' activities in the State. *Every* State in the Union in 1868 enacted such a statute if it did not have a statute in one of the preceding categories. See Appendix. See also William F. Cahill, *Jurisdiction over Foreign Corporations and Individuals Who Carry on Business Within the Territory*, 30 Harv. L. Rev. 676, 690 (1917) ("The most common type [of statute] . . . forbids the doing of business in the state before the filing of a written consent to the jurisdiction of the state courts. The statute also usually requires the designation of one or more persons on whom process may be served."). And once again, courts applied those statutes in countless cases. See, e.g., *Fred Miller Brewing Co. v. Council Bluffs Ins. Co.*, 63 N.W. 565, 566 (Iowa 1895); *Webster Wagon Co. v. Home Ins. Co.*, 27 W. Va. 314, 321 (1885); *Cent. R.R. & Banking Co. v. Carr*, 76 Ala. 388, 393 (1884); *Osborne v. Shawmut Ins. Co.*, 51 Vt. 278, 281 (1878); *Hartford Fire Ins. Co. v. Owen*, 30 Mich. 441, 442-43 (1874); *City Fire Ins. Co. of Hartford v. Carrugi*, 41 Ga. 660, 671 (1871); *Bailey v. Hope Ins. Co.*, 56 Me. 474, 480 (1869).

* * *

Each statutory category rested on the same fundamental premise, which American courts affirmed repeatedly: States could condition the privilege of doing business within their borders on consent to personal jurisdiction, including general personal jurisdiction, that would not

have existed absent that consent. And that consent was voluntary and constitutionally valid.

To be sure, the second and third categories of statutes were narrower than Pennsylvania's. Statutes in the second category required consent to general jurisdiction one corporation at a time. Statutes in the third category required consent to general jurisdiction only for suits brought by residents of the State. But those differences are constitutionally immaterial, reflecting policy judgments rather than constitutional decree. There is no basis, for instance, to suggest that a State requiring consent to general jurisdiction is constitutional if its legislature trains its sights on an individual railroad operator rather than all railroad companies; or that consent is valid only if required to benefit just resident plaintiffs. Consent required as a condition of doing business in a State is either consistent with due process, or it is not. The scope of that consent is irrelevant to that fundamental question.

Even the narrowest category of statutes—the fourth category—confirms a similar principle. Though the practical effect of this category may approximate the modern-day doctrine of “specific personal jurisdiction,” a contacts-based approach had no applicability in 1868 or the years immediately after the Fourteenth Amendment was ratified. As noted *supra*, corporations could not be served where they had only agents rather than principals. Absent a corporation's consent to service on a registered agent, serving papers on a corporate agent would have had no legal effect on the corporation, regardless of how pervasive the corporation's contacts with the jurisdiction were.

Consent, therefore, was the entire basis of these state courts' jurisdiction over foreign corporations.

B. Congress Adopted a General Jurisdiction Registration Statute in 1867.

Congress enacted a corporate consent statute in 1867, less than a year after it proposed the Fourteenth Amendment to the States. Act of Feb. 22, 1867, Ch. 64 § 11, 14 Stat. 403, 404. That statute conditioned foreign corporations' privilege of doing business in the District of Columbia on their consent to suit in the District's courts. *Id.* The statute applied to all foreign corporations, and to all claims, whether they arose in the District or elsewhere. Just two years after the Fourteenth Amendment was ratified, this Court applied that federal statute in *Harris, supra*, concluding it "made the company liable to suit, where this suit was brought in all respects as if it had been an independent corporation of the same locality." 79 U.S. at 84. As the Court later explained, *Harris* "held that, although the company was a foreign corporation, it was suable in the District, because it had in effect consented to be sued there, in consideration of its being permitted by Congress to exercise therein its corporate powers and privileges." *Schollenberger*, 96 U.S. at 376.

The federal statute is powerful evidence of the meaning of the Due Process Clause. "[H]istorical analysis . . . supported by early congressional practice provides 'contemporaneous and weighty evidence of the Constitution's meaning.'" *Printz v. United States*, 521 U.S. 898, 905 (1997) (quoting *Bowsher v. Synar*, 478 U.S. 714, 723-24 (1986)). Under the prevailing principles of jurisdiction at the time, Congress understood it needed to extract

consent to jurisdiction in order to “bring the corporation into [the District’s] court[s].” 14 Stat. 404. And the fact that it enacted a statute requiring foreign corporations to do so shows that Congress understood that requirement to be consistent with the Due Process Clause, which it passed months earlier and which the States ratified just a year later.

C. Because Consent-By-Registration Statutes Satisfied Due Process Historically, Pennsylvania’s Consent-By-Registration Statute Satisfies It Today.

As shown above, in the years before and after the ratification of the Fourteenth Amendment, Congress and every State required foreign corporations to consent to personal jurisdiction that would not otherwise exist as a condition of doing business. Both commentators and treatises at the time recognized that these statutes, including those that required corporations to consent to general personal jurisdiction, produced valid consent to jurisdiction. *See, e.g.,* Keasbey, *Jurisdiction over Foreign Corporations*, 12 Harv. L. Rev. 1, 18-19 (“If, therefore, it be made an express condition of doing business within the State that a foreign corporation should submit to be sued there by any person for any cause of action arising anywhere, there would seem to be no doubt that . . . a foreign corporation would be taken to have consented to the condition The condition . . . could hardly be considered as being in conflict with the principles of public law.”); Thompson, *Commentaries on the Law of Private Corporations*, § 8004 (“This view of the law enlarges the operation of statutes under which foreign corporations subject

themselves to the jurisdiction of domestic tribunals, so as to give such tribunals jurisdiction over them in respect of all actions, and for all purposes, as fully as they would have over resident persons or domestic corporations.”).

And both before and after the ratification of the Fourteenth Amendment, this Court applied and upheld registration statutes requiring foreign corporations to consent to personal jurisdiction in dozens of cases.¹ Those cases

¹ See, e.g., *Simon v. S. Ry. Co.*, 236 U.S. 115 (1915); *W. Life Indem. Co. of Ill. v. Rupp*, 235 U.S. 261 (1914); *St. Louis Sw. Ry. Co. of Texas v. Alexander*, 227 U.S. 218 (1913); *Hunter v. Mut. Reserve Life Ins. Co.*, 218 U.S. 573 (1910); *W. Union Tel. Co. v. Kansas ex rel. Coleman*, 216 U.S. 1 (1910); *Int'l Text-Book Co. v. Pigg*, 217 U.S. 91 (1910); *Com. Mut. Accident Co. v. Davis*, 213 U.S. 245 (1909); *Merchants Heat & Light Co. v. J. B. Clow & Sons*, 204 U.S. 286 (1907); *Old Wayne Mut. Life Ass'n v. McDonough*, 204 U.S. 8 (1907); *Sec. Mut. Life Ins. Co. v. Prewitt*, 202 U.S. 246 (1906), *overruled on other grounds by Terral v. Burke Constr. Co.*, 257 U.S. 529 (1922); *Pennsylvania Lumbermen's Mut. Fire Ins. Co. v. Meyer*, 197 U.S. 407 (1905); *Mut. Reserve Fund Life Ass'n v. Phelps*, 190 U.S. 147 (1903); *Equitable Life Assurance Soc'y v. Brown*, 187 U.S. 308 (1902); *Connecticut Mut. Life Ins. Co. v. Spratley*, 172 U.S. 602 (1899); *Barrow S.S. Co. v. Kane*, 170 U.S. 100 (1898); *Gerling v. Baltimore & Ohio R.R. Co.*, 151 U.S. 673 (1894); *Mexican Cent. Ry. Co. v. Pinkney*, 149 U.S. 194 (1893); *N.Y., Lake Erie & W.R.R. Co. v. Estill*, 147 U.S. 591 (1893); *S. Pac. Co. v. Denton*, 146 U.S. 202 (1892); *Shaw v. Quincy Mining Co.*, 145 U.S. 444 (1892); *Societe Fonciere et Agricole des Etats Unis v. Milliken*, 135 U.S. 304 (1890); *Barron v. Burnside*, 121 U.S. 186 (1887); *Fire Ass'n of Phila. v. New York*, 119 U.S. 110 (1886); *Cooper Mfg. Co. v. Ferguson*, 113 U.S. 727 (1885); *New Eng. Mut. Life Ins. Co. v. Woodworth*, 111 U.S. 138 (1884); *St. Clair v. Cox*, 106 U.S. 350 (1882); *Ex parte Schollenberger*, 96 U.S. 369 (1877); *Doyle v. Cont'l Ins. Co.*, 94 U.S. 535 (1876), *overruled on other grounds by Terral v. Burke Constr. Co.*, 257 U.S. 529 (1922); *Home Ins. Co. of N.Y. v. Morse*, 87 U.S. 445 (1874); *Tioga R.R.* (*continued...*)

recognized that a corporation “may exercise its authority in a foreign territory upon such conditions as may be prescribed by the law of the place. One of these conditions may be that it shall consent to be sued there.” *Harris*, 79 U.S. at 81. Not one of those cases suggested, much less held, that the Due Process Clause prohibited a State from requiring foreign corporations to consent to personal jurisdiction as a condition of doing business.

To be sure, under the *International Shoe* line of cases, consent is no longer necessary for these States to establish personal jurisdiction over foreign corporations in certain circumstances. Business activity can supply the minimum contacts to support jurisdiction even absent consent. But that modern paradigm does not undermine the historical validity of consent-by-registration. If consent was constitutionally voluntary in 1868, it did not become unconstitutionally involuntary merely because the Court introduced a separate basis—minimum contacts—for grounding personal jurisdiction.

When the Fourteenth Amendment was ratified, a State could “impose as a condition upon which a foreign corporation shall be permitted to do business within her limits, that it shall stipulate that in any litigation arising out of its transactions in the State, it will accept as sufficient the service of process on its agents or persons specially designated, and the condition would be eminently fit and just.” *St. Clair*, 106 U.S. at 356. The “condition”—

Co. v. Blossburg & Corning R.R. Co., 87 U.S. 137 (1873); *Baltimore & Ohio R.R. Co. v. Harris*, 79 U.S. 65 (1870); *Ducat v. City of Chicago*, 77 U.S. 410 (1870); *Lafayette Ins. Co. v. French*, 59 U.S. (18 How.) 404 (1855).

consent to jurisdiction or do business elsewhere—was not an unconstitutional “Hobson’s choice,” as the Pennsylvania Supreme Court put it, in 1868. Pet App. 54a. The existence of minimum contacts as a modern method to establish personal jurisdiction cannot change the original public meaning of the Due Process Clause. If consent-by-registration was a permissible “condition” that the Due Process Clause allowed States to impose in 1868, it is a permissible condition that results in a constitutionally valid choice today.

Adhering to the original public meaning of the Due Process Clause, this Court must reverse the Pennsylvania Supreme Court’s judgment.

II. CONTROLLING PRECEDENT HOLDS THAT CONSENT-BY-REGISTRATION STATUTES PRODUCE VOLUNTARY CONSENT TO JURISDICTION.

For 50 years after adoption of the Fourteenth Amendment, state statutes such as Pennsylvania’s were so universally understood to be constitutional that no challenge came before this Court. Finally, in 1917, the question was squarely presented to the Court. In *Pennsylvania Fire*, the Court unanimously upheld Missouri’s statute requiring all foreign corporations to consent to general personal jurisdiction as a condition of doing business. 243 U.S. at 95. The question was so clearly settled at the time that the Court explained that the Missouri statute “hardly leaves a constitutional question open.” *Id.* at 95. *See also Neirbo Co. v. Bethlehem Shipbldg. Corp.*, 308 U.S. 165, 175 (1939) (“A statute calling for such a designation is constitutional,

and the designation of the agent a voluntary act.”) (citation and quotation marks omitted).

The Pennsylvania Supreme Court acknowledged that this Court has never expressly overruled *Pennsylvania Fire*. See Pet. App. 35a. It nonetheless decided that *International Shoe* and its progeny, including *Daimler AG v. Bauman*, 571 U.S. 117 (2014), and *Goodyear Dunlop Tires Operations, S.A. v. Brown*, 564 U.S. 915 (2011), had impliedly overruled *Pennsylvania Fire*, along with over 150 years of precedent supporting the constitutionality of corporate registration statutes. In so holding, the Pennsylvania Supreme Court fundamentally misunderstood the *International Shoe* line of cases. Those cases *extended* jurisdiction based on contacts over *non*-consenting defendants. The Pennsylvania Supreme Court’s decision mistakenly construed them to *limit* jurisdiction based on consent.

This Court has never overruled *Pennsylvania Fire*, either explicitly or *sub silentio*. And there is no warrant for it to do so now. This Court’s rulings are consistent with the original public meaning of the Constitution, and principles of *stare decisis* favor adherence to that longstanding precedent.

A. *International Shoe* and Its Progeny Did Not Overrule *Pennsylvania Fire*.

The Pennsylvania Supreme Court concluded that this Court implicitly overruled *Pennsylvania Fire* in *Daimler* by stating that a court may “assert general jurisdiction over foreign . . . corporations to hear any and all claims against them when their affiliations with the State are so ‘continuous and systematic’ as to render them essentially at home in the forum State.” *Daimler*, 571 U.S. at 127

(quoting *Goodyear*, 564 U.S. at 919). That reasoning “wrenches out of context,” *Burnham*, 495 U.S. at 620, this Court’s statement in *Daimler* and applies it to a context that *Daimler* did not address.

International Shoe, *Goodyear*, and *Daimler* all addressed whether a *non*-consenting defendant’s contacts with a forum are sufficient to support personal jurisdiction. They did not purport to address when a defendant’s *consent* to jurisdiction is constitutionally valid. The Court in *International Shoe* expressly limited its analysis to cases where “*no consent* to be sued or authorization to an agent to accept service of process has been given.” 326 U.S. at 317 (emphasis added). The Court was similarly clear in *Daimler* and *Goodyear*. See *Daimler*, 571 U.S. at 129 (addressing the limits of “general jurisdiction appropriately exercised over a foreign corporation *that has not consented* to suit in the forum.” (emphasis added)); *Goodyear*, 564 U.S. at 927-28 (2011) (“Our 1952 decision in *Perkins v. Benguet Consol. Mining Co.* remains [t]he textbook case of general jurisdiction appropriately exercised over a foreign corporation *that has not consented* to suit in the forum.” (emphasis added)).

Even if there were any ambiguity about the scope of these holdings, it must be resolved against impliedly overruling over a century of precedent. See *Thryv, Inc. v. Click-To-Call Techs., LP*, 140 S. Ct. 1367, 1376 n. 8 (2020) (“We do not so lightly treat . . . our decisions as overruling others *sub silentio*.”); *Steel Co. v. Citizens for a Better Env’t*, 523 U.S. 83, 98 (1998) (“We think it clear that this peculiar case . . . was not meant to overrule, *sub silentio*, two centuries of jurisprudence.”).

International Shoe, *Goodyear*, and *Daimler* each expressly distinguished circumstances in which a defendant consents to jurisdiction. And none of these cases undermined in any way this Court’s holdings that requiring consent as a condition of doing business in a State is voluntary, operative consent for purposes of the Due Process Clause.

B. There Is No Warrant to Overrule this Court’s Century-Old Precedent Upholding the Constitutionality of Corporate Registration Statutes.

Because this Court has not previously overruled *Pennsylvania Fire* and the dozens of other cases upholding corporate registration statutes, Norfolk Southern can prevail only by asking that the Court do so now. The Court should reject that request. “Time and time again,” this Court has explained the “fundamental importance” of *stare decisis* “to the rule of law.” *Hilton v. S.C. Pub. Rys. Comm’n*, 502 U.S. 197, 202 (1991) (citation and quotation marks omitted). *See also Citizens United v. FEC*, 558 U.S. 310, 377 (2010) (Roberts, C.J., concurring) (“Fidelity to precedent—the policy of *stare decisis*—is vital to the proper exercise of the judicial function.”). It is “the means by which [the Court] ensure[s] that the law will not merely change erratically, but will develop in a principled and intelligible fashion.” *Vasquez v. Hillery*, 474 U.S. 254, 265 (1986).

For that reason, “an argument that [the Court] got something wrong—even a good argument to that effect—cannot by itself justify scrapping settled precedent.” *Kimble v. Marvel Ent., LLC*, 576 U.S. 446, 455 (2015). “To reverse a decision, [the Court] demand[s] a ‘special

justification,’ over and above the belief ‘that the precedent was wrongly decided.’” *Allen v. Cooper*, 140 S. Ct. 994, 1003 (2020) (quoting *Halliburton Co. v. Erica P. John Fund, Inc.*, 573 U.S. 258, 266 (2014)). *See also Ramos v. Louisiana*, 140 S. Ct. 1390, 1414 (2020) (Kavanaugh, J., concurring) (“A garden-variety error or disagreement does not suffice to overrule. In the view of the Court that is considering whether to overrule, the precedent must be *egregiously wrong as a matter of law* in order for the Court to overrule it.”) (emphasis added).

Not one of the factors this Court considers in that analysis favors overruling its longstanding and repeatedly reaffirmed precedent here. First, there is no good argument that this Court’s longstanding precedent is “egregiously wrong as a matter of law.” *Ramos*, 140 S. Ct. at 1414 (Kavanaugh, J., concurring). This Court’s decision in *Pennsylvania Fire* was plainly right, and certainly not “egregiously wrong.” That should end the matter.

Regardless, even if *Pennsylvania Fire* were wrong, Norfolk Southern cannot carry “the heavy burden of persuading the Court that changes in society or in the law dictate that the values served by *stare decisis* yield in favor of a greater objective.” *Vasquez*, 474 U.S. at 266. It cannot point to any “significant negative jurisprudential or real-world consequences” flowing from these decisions. *Ramos*, 140 S. Ct. at 1415 (Kavanaugh, J., concurring). Corporate defendants have not pointed to anything unworkable about statutes like Pennsylvania’s, which have worked perfectly well since the 1820s. Pennsylvania’s court system is fair and efficient. Norfolk Southern might incur modestly higher costs litigating in Pennsylvania’s

courts than it would in Virginia’s courts. The jury pool, perhaps, is slightly different. But if such minor business interests are sufficient to overcome *stare decisis*, then no precedent is safe.

Corporate registration statutes’ only practical consequence is that a corporation will be subject to personal jurisdiction in a State where it might not otherwise be. That burden hardly compares to, for example, the criminal convictions of hundreds of incarcerated individuals by non-unanimous juries under Jim Crow state statutes enacted with explicitly racist intent. *See Ramos*, 140 S. Ct. at 1394 (Kavanaugh, J., concurring). Nor does it compare to the silencing of political speech. *See Citizens United*, 558 U.S. at 320.

Moreover, upholding corporate registration statutes creates no procedural Catch-22 like the one this Court confronted in *Knick v. Twp. of Scott*, 139 S. Ct. 2162, 2178-79 (2019) (overruling *Williamson Cnty. Reg’l Planning Comm’n v. Hamilton Bank*, 473 U.S. 172 (1985), under which “many takings plaintiffs never have the opportunity to litigate in a federal forum that § 1983 by its terms seems to provide”). Nor do registration statutes implicate the impossible line-drawing problems the Court faced in *Janus v. AFSCME*, 138 S. Ct. 2448, 2481 (2018) (overruling *Abood v. Detroit Bd. of Ed.*, 431 U.S. 209 (1977), whose “line between chargeable and nonchargeable union expenditures has proved to be impossible to draw with precision”). To the contrary, consent-by-registration statutes provide clear, clear procedures bright-line notice to corporations.

On the other side of the ledger, Pennsylvania and other States have reasonably relied on *Pennsylvania Fire* in crafting their personal jurisdiction statutes. “*Stare decisis* has added force when the legislature, in the public sphere, and citizens, in the private realm, have acted in reliance on a previous decision.” *Hilton*, 502 U.S. at 202. The Court’s “overruling [*Pennsylvania Fire*] would require these States to reexamine their statutes,” *id.* at 203, risking their ability to establish *any* personal jurisdiction over foreign corporations in the meantime. *See, e.g., Cooper Tire & Rubber Co. v. McCall*, 863 S.E.2d 81, 91-92 (Ga. 2021). And corporate registration statutes, through which States and corporations each consent to the terms on which the corporations do business in the State, share the deep reliance interests present in “cases involving property and contract rights,” where “[c]onsiderations of *stare decisis* are at their acme.” *Payne v. Tennessee*, 501 U.S. 808, 828 (1991) (citations omitted). It would be fundamentally unfair for the Court to alter that bargain so long after the fact.

III. THIS COURT’S DECISION IN *BURNHAM V. SUPERIOR COURT* CONFIRMS THE CONSTITUTIONALITY OF PENNSYLVANIA’S CONSENT-BY-REGISTRATION STATUTE.

This Court’s unanimous decision in *Burnham* confirms that Pennsylvania’s registration statute is constitutional. In *Burnham*, the Court addressed another “traditional” basis of personal jurisdiction: physical presence. The Court upheld a state court’s personal jurisdiction over a non-resident based on in-state service of process on him while he was visiting the State. The Court did not reach a

majority in *Burnham*, but none of the opinions required the plaintiff to show that the defendant had “minimum contacts” with the State. Justice Scalia’s plurality opinion explained that so-called “tag” jurisdiction was widely accepted when the Fourteenth Amendment was ratified, and it therefore remains a valid form of jurisdiction. *Id.* at 628. Justice Brennan’s concurring opinion agreed that “history is an important factor in establishing whether a jurisdictional rule satisfies due process requirements,” but it is not “the only factor.” *Id.* at 629. Although history alone did not settle the question in his view, he assessed the “fairness” of historical tag jurisdiction rather than contacts. *Id.* at 630.² Applying either approach here, corporate consent-by-registration is clearly constitutional.

A. Corporate Consent-by-Registration Is a Traditional Form of Jurisdiction that Remains Valid After *International Shoe*.

To “determine whether the assertion of personal jurisdiction is consistent with due process,” Justice Scalia’s plurality opinion “relied on the principles traditionally

² Both Justice White and Justice Stevens noted in their separate opinions that the long tradition of tag jurisdiction strongly supported its constitutionality. *See Burnham*, 495 U.S. at 628 (White, J., concurring in part and concurring in the judgment) (“The rule allowing jurisdiction to be obtained over a nonresident by personal service in the forum State, without more, has been and is so widely accepted throughout this country that I could not possibly strike it down, either on its face or as applied in this case, on the ground that it denies due process of law guaranteed by the Fourteenth Amendment.”); *id.* at 640 (Stevens, J., concurring in the judgment) (relying, *inter alia*, on “the historical evidence and consensus identified by Justice Scalia”).

followed by American courts in marking out the territorial limits of each State's authority." *Burnham*, 495 U.S. at 609. Accordingly, the plurality examined "[d]ecisions in the courts of many States in the 19th and early 20th centuries [which] held that personal service upon a physically present defendant sufficed to confer jurisdiction, without regard to whether the defendant was only briefly in the State or whether the cause of action was related to his activities there." *Id.* at 612 (citations omitted).

The body of historical evidence supporting the constitutionality of corporate consent-by-registration is vastly greater. In the years before and after the ratification of the Fourteenth Amendment, every State enacted a statute requiring foreign corporations to submit to personal jurisdiction to which those corporations would not otherwise be subject. *See* Appendix. In comparison, to ground the constitutionality of tag jurisdiction, the plurality opinion "cited pre-*Pennoyer* cases clearly supporting the [personal service] rule from no less than nine States, ranging from Mississippi to Colorado to New Hampshire, and two highly respected pre-*Pennoyer* commentators." 495 U.S. at 614 n. 3. *Cf. Bruen*, slip op. at 29-30 ("[A]part from a handful of late 19th-century jurisdictions, the historical record compiled by respondents does not demonstrate a tradition of broadly prohibiting the public carry of commonly used firearms for self-defense.").

Moreover, as in *Burnham*, not one American court held that corporate registration statutes violated due process until the 1970s. *See Ratliff v. Cooper Laby's, Inc.*, 444 F.2d 745, 748 (4th Cir. 1971) (first case finding corporate registration statute violates Due Process Clause). *See*

also *Burnham*, 495 U.S. at 613-14 (“Particularly striking is the fact that, as far as we have been able to determine, not one American case from the period (or, for that matter, not one American case until 1978) held, or even suggested, that in-state service of process on an individual was insufficient to confer personal jurisdiction.”).

The plurality’s historical analysis was rooted in a proper recognition of *International Shoe*’s limits. The opinion rejected the suggestion that *International Shoe*’s recognition of *additional* grounds for jurisdiction undermined traditional bases for jurisdiction: “That proposition is unfaithful to both elementary logic and the foundations of our due process jurisprudence. The distinction between what is needed to support novel procedures and what is needed to sustain traditional ones is fundamental.” 495 U.S. at 619. *See also Shaffer v. Heitner*, 433 U.S. 186, 204 (1977) (“The immediate effect of this departure from *Pennoyer*’s conceptual apparatus was to *increase* the ability of the state courts to obtain personal jurisdiction over nonresident defendants.”) (citation omitted) (emphasis added). Just as *International Shoe* left undisturbed the validity of a tag jurisdiction, it likewise left untouched a corporation’s consent to jurisdiction through a registration statute as a “traditional” and valid basis of jurisdiction.

That conclusion follows from a faithful reading of *International Shoe*. In the years after *Pennoyer*, the Court “weakened” its rule to accommodate the realities of modern commerce. *Burnham*, 495 U.S. at 617. For example, the Court “initially upheld [some] laws under the Due Process Clause on grounds that they comply with

Pennoyer's rigid requirement of either 'consent' or 'presence'" even though "the consent and presence was purely fictional." *Id.* at 617-18 (citing, *e.g.*, *Hess v. Pawloski*, 274 U.S. 352, 356-57 (1927) ("The difference between the formal and implied [consent] is not substantial, so far as concerns the application of the due process clause of the Fourteenth Amendment" in case upholding statute deeming out-of-state drivers' use of State's highways to consent to service on state official)).

This Court had embraced such a fictional consent in the context of corporate registration statutes in *Old Wayne Mutual Life Ass'n v. McDonough*, 204 U.S. 8 (1907), and *Simon v. Southern Railway Co.*, 236 U.S. 115 (1915). As the Court in *Pennsylvania Fire* explained, the defendant foreign corporations in those cases had not actually consented to personal jurisdiction in the way that the defendant in *Pennsylvania Fire* had. Instead, the defendants "had been doing business in certain states without authority. They had not appointed the agent, as required by statute," to receive service of process on behalf of the corporations. 243 U.S. at 93, 95-96. Because the defendant corporations in *Old Wayne* and *Simon* had failed to comply with the statutes' requirements to appoint an agent, the Court *deemed* them to have constructively consented to receive service of process through a state official on the corporations' behalf. *See Old Wayne*, 204 U.S. at 22 ("by going into Pennsylvania without first complying with its statute, the defendant association *may be held to have assented* to the service upon the Insurance Commissioner of process in a suit brought against it there in respect of

business transacted by it in that commonwealth”) (emphasis added); *Simon*, 236 U.S. at 130.

International Shoe “cast those fictions aside and made explicit the underlying basis of these decisions: Due process does not necessarily require the States to adhere to the unbending territorial limits on jurisdiction set forth in *Pennoyer*.” *Burnham*, 495 U.S. at 618. The sweep of *International Shoe*’s holding was accordingly to *expand* state courts’ jurisdiction on the basis of the true rationale supporting the cases that came before:

“The validity of assertion of jurisdiction over a *non-consenting defendant who is not present in the forum* depends upon whether ‘the quality and nature of [his] activity’ in relation to the forum, renders such jurisdiction consistent with ‘traditional notions of fair play and substantial justice.’”

Burnham, 495 U.S. at 618 (citing *International Shoe*, 326 U.S. at 319) (emphasis added). And no longer could jurisdiction be based on the old fictions. *Id.*

In contrast, there is nothing fictional about Norfolk Southern’s consent to Pennsylvania’s jurisdiction. In *Pennsylvania Fire*, where the corporation had consented to jurisdiction by *actually* appointing an agent to receive process, the Court distinguished *Old Wayne* and *Simon* precisely on the ground that in those cases “the consent was mere fiction.” 243 U.S. at 96 (citing *Smolik v. Phila. & Reading Coal & Iron Co.*, 222 F. 148 (S.D.N.Y. 1915) (Hand, J.)). As Judge Learned Hand explained, “[t]he actual consent in the cases at bar has no such latitudinarian possibilities; it must be measured by the proper meaning to be attributed to the words used, and, where that

meaning calls for wide application, such must be given.” *Smolik*, 222 F. at 151. And this Court’s subsequent cases confirm that neither *International Shoe* nor any other case disturbed *actual* consent as a basis for personal jurisdiction. *See, e.g., Burger King*, 471 U.S. at 472 n.14; *Ins. Corp. of Ireland*, 456 U.S. at 703.³

For that reason, Pennsylvania’s statute is also consistent with principles of interstate federalism. As this Court explained, limitations on a State’s authority to hale a non-consenting foreign defendant into its courts arise from “territorial limitations on the power of the respective States” as well as the individual rights of the

³ This Court’s decision in *Shaffer v. Heitner*, 433 U.S. 186 (1977), is not to the contrary. That case addressed the constitutionality of *in rem* jurisdiction, which purports to be “based on the court’s power over property within its territory” rather than over the person of the defendant. *Id.* at 199. The Court stated that “all assertions of state-court jurisdiction must be evaluated according to the standards set forth in *International Shoe* and its progeny.” *Id.* at 212. But “*Shaffer* was . . . not [saying] that all bases for the assertion of *in personam* jurisdiction . . . must be treated alike and subjected to the ‘minimum contacts’ analysis of *International Shoe*.” *Burnham*, 495 U.S. at 621 (plurality). Instead, that categorical statement applies only to legal fictions and is therefore inapplicable to this case. The Court explained that “[t]he *fiction* that an assertion of jurisdiction over property is anything but an assertion of jurisdiction over the owner of the property supports an ancient form without substantial modern justification.” *Shaffer*, 433 U.S. at 212 (emphasis added). Indeed, *Shaffer* itself noted that *International Shoe* “approved the practice of considering a foreign corporation doing business in a State to have consented to being sued in that State.” 433 U.S. at 201 (citing *International Shoe*, 95 U.S. at 735-36; *Lafayette Ins. Co. v. French*, 59 U.S. (18 How.) 404 (1855)).

defendant. *Bristol-Myers Squibb Co. v. Superior Ct. of California, San Francisco Cnty.*, 137 S. Ct. 1773, 1780 (2017) (quoting *Hanson v. Denckla*, 357 U. S. 235, 251 (1958)). Accordingly, when a State seeks to exercise jurisdiction solely on the basis of a foreign defendant's contacts across state lines, "the Due Process Clause, acting as an instrument of interstate federalism, may sometimes act to divest the State of its power to render a valid judgment." *World-Wide Volkswagen Corp. v. Woodson*, 444 U.S. 286, 294 (1980) (citing *Hanson*, 357 U.S. at 251, 254). But that federalism interest cannot bar a State's exercise of jurisdiction over a consenting defendant. Just as a corporation's home State has no interest in preventing the company from consenting to a forum selection clause in a contract, it has no interest in intervening when a company agrees to jurisdiction with one of its sister States.

The plurality opinion in *Burnham* thus establishes a clear framework for the constitutional standards of personal jurisdiction: Traditional forms of jurisdiction that are grounded in reality rather than fiction, such as actual consent and in-state service of process, remain valid. *International Shoe* eliminated attempts to contort broader exercises of jurisdiction into those traditional categories, replacing legal fictions with an analysis of the defendant's contacts with the State. Neither *International Shoe* nor any other case undermined the continuing validity of a corporation's consent as a basis for personal jurisdiction.

B. State Statutes Requiring Foreign Corporations to Consent to Personal Jurisdiction Satisfy Contemporary Notions of Due Process.

The result is the same if the Court conducts “an independent inquiry into the fairness” of registration statutes to “satisfy contemporary notions of due process.” *Burnham*, 495 U.S. at 629-30 (Brennan, J., concurring). The flesh-and-blood individual defendant in *Burnham* was exposed to service of process for any claim whatsoever—the functional equivalent of general personal jurisdiction—based on his transitory presence in California. In this case, the question under Justice Brennan’s approach is whether consent, a universally accepted method of establishing personal jurisdiction, comports with “traditional notions of fair play and substantial justice” when obtained through a registration statute. *Id.* at 629. Each of the factors Justice Brennan’s concurrence considered weighs dramatically more in favor of the constitutionality of personal jurisdiction here.

First, the concurrence recognized “that history is an important factor in establishing whether a jurisdictional rule satisfies due process requirements.” *Id.* As demonstrated above, the historical record is clear that States routinely exercised personal jurisdiction over foreign corporations on the basis of registration statutes. *See supra*.

Second, the concurrence found that “historical background relevant” because “the fact that American courts have announced the rule for perhaps a century . . . provides a defendant voluntarily present in a particular State today ‘clear notice that [he] is subject to suit’ in the

forum.” *Id.* at 636-37 (quoting *World-Wide Volkswagen Corp. v. Woodson*, 444 U.S. 286, 297 (1980)). For that reason, “our common understanding *now*, fortified by [over a century] of judicial practice,” is that corporate registration statutes are a valid basis for personal jurisdiction. *Id.*

The practical realities of corporations’ doing business in multiple States reinforce the historical notice on which Justice Brennan based his reasoning. There can be no question that Norfolk Southern and other corporate defendants have been provided vastly superior notice of their consent to suit than a father traveling to California to see his children. *Cf. Burnham*, 495 U.S. at 636-37. A corporation with a sophisticated legal department can be fairly charged with knowledge of legal precedent and a State’s statute books, particularly *in a State where it has registered to do business*, to a far greater degree than individual people who are subject to tag jurisdiction simply by traveling there. *See Burger King*, 471 U.S. at 476 (“Territorial presence frequently will enhance a potential defendant’s affiliation with a State and reinforce the reasonable foreseeability of suit there”). Corporate registration statutes, moreover, provide *actual* notice because they require foreign corporations to file paperwork that in turn constitutes the “sufficient basis for jurisdiction.” 42 Pa. Cons. Stat. § 5301(a). Norfolk Southern cannot plead ignorance of Pennsylvania’s statute. Jurisdiction based on corporate registration is thus, to say the least, “consistent with reasonable expectations, and [therefore] is entitled to a strong presumption that it comports with due process.” *Burnham*, 495 U.S. at 637.

Third, corporations like Norfolk Southern that have registered to do business in the forum State have “actually ‘avail[ed]’ [themselves], of significant benefits provided by the State” to a profoundly greater extent than an individual passing through for a visit. *Burnham*, 495 U.S. at 637 (quoting *Burger King*, 471 U.S. at 476). Norfolk Southern’s presence in Pennsylvania illustrates the point. It owns thousands of miles of track and a dozen facilities, the “safety” of which have been “guaranteed by the State’s police, fire, and emergency medical services” for decades. *Id.* Its employees are “free to travel on the State’s roads and waterways” as part of the business it conducts as a transportation company. *Id.* It goes without saying that Norfolk Southern has “enjoy[ed] the fruits of the State’s economy as well,” *id.* at 638, recently reporting its 2021 “[i]ncome from railway operations was a record \$4.45 billion, up 48% or \$1.45 billion.” Norfolk Southern reports fourth-quarter and full-year 2021 results, *available at* <http://www.nscorp.com/content/nscorp/en/news/norfolk-southern-reports-fourth-quarter-2021-results.html>.

Fourth, the burdens on corporations litigating in States where they have registered to do business are exceptionally “slight.” *Burnham*, 495 U.S. at 638. Norfolk Southern, which already has an extensive, permanent presence in Pennsylvania, need not even avail itself of the “[m]odern transportation and communications [that] have made it much less burdensome for [it] to defend [it]self” there. *Id.* (quoting *Burger King*, 471 U.S. at 474). It surely has the resources—and indeed the trains—to transport its counsel to court proceedings if necessary. If an individual’s one-time, cross-country travel to

California “is an indication that the suit in the forum likely would not be prohibitively inconvenient,” then Norfolk Southern surely cannot complain. *Id.* at 639. And as with individual defendants, “any burdens that do arise can be ameliorated by a variety of procedural devices,” including *forum non conveniens*. *Id.* See Pa. Cons. Stat. § 5322(e) (“Inconvenient forum.—When a tribunal finds that in the interest of substantial justice the matter should be heard in another forum, the tribunal may stay or dismiss the matter in whole or in part on any conditions that may be just.”); *Bratic v. Rubendall*, 99 A.3d 1, 8 (Pa. 2014).

Fifth, Pennsylvania’s interests in the litigation plainly exceed a State’s interests in a suit brought against an individual who was merely passing through. See, e.g., *Asahi Metal Indus. Co. v. Superior Court*, 480 U.S. 102, 113 (1987). In-state service of process grounds personal jurisdiction over that defendant for literally any claim whatsoever. If a resident of Texas traveled to Pittsburgh for a weekend and was served process by a resident of Idaho for a claim arising in Alabama, the Pennsylvania courts would indisputably have personal jurisdiction over the itinerant defendant for that claim. Pennsylvania’s interest in litigation against a \$60 billion corporation that does extensive business there is incomparably greater. Just like New York and other States that enacted hybrid statutes in the late 19th century, Pennsylvania’s statute enables its residents to sue Norfolk Southern for any claim, including those arising from (for example) an accident in Virginia, thus avoiding the necessity of litigating in a far-off State.

Pennsylvania has a further interest in ensuring that in-state corporations, which are subject to its general

personal jurisdiction under *Daimler*, are not at a competitive disadvantage compared to out-of-state corporations. Its corporate registration statute ensures that all corporations that do business in the State compete on a level playing field on which all must answer any claims in Pennsylvania’s fair and efficient courts. *See Burnham*, 495 U.S. at 638 (“Without transient jurisdiction, the latter right would create an asymmetry, since a transient would have the full benefit of the power of the State’s courts as a plaintiff while retaining immunity from their authority as a defendant.”).

Just as States have an interest in adjudicating claims against corporations operating in their jurisdictions, the federal government has similarly important interests that would be threatened by Norfolk Southern’s position. Federal law continues to require foreign entities to consent to personal jurisdiction. Just days ago, the United States defended the constitutionality of the Promoting Security and Justice for Victims of Terrorism Act of 2019 (“PSJVTA”), which specifies that if the Palestinian Authority or Palestinian Liberation Organization “engage in certain activities, they will be deemed to have consented to personal jurisdiction in civil cases brought under the [Anti-Terrorism Act].” Brief for United States at 2, *Fuld v. PLO*, No. 22-76, 22-496 (2d Cir. June 21, 2022). As the United States explains, “[a]s long as a defendant’s consent is ‘knowing and voluntary,’ the court’s exercise of jurisdiction is permissible and consistent with due process.” *Id.* at 21 (quoting *Wellness Int’l Network v. Sharif*, 575 U.S. 665, 685 (2015)). And “[c]onsistent with those principles, the PSJVTA sets out a reasonable ‘legal arrangement’

through which Congress specified the conduct by which the PA and PLO may, knowingly and voluntarily, constructively consent to personal jurisdiction.” *Id.* at 21-22 (quoting *Ins. Corp. of Ireland*, 456 U.S. at 703). *See also In re Sealed Case*, 932 F.3d 915, 922–23 (D.C. Cir. 2019) (upholding personal jurisdiction over foreign banks based on their consent “imposed” as “condition” of doing business in United States).

Finally, “notions of fair play and substantial justice,” to say nothing of the Fourteenth Amendment’s text, establish that the Due Process Clause protects all types of persons equally. There is nothing fair or just about affording greater constitutional protections to a corporate person than one who draws breath. *See Ford Motor Co. v. Montana Eighth Jud. Dist. Ct.*, 141 S. Ct. 1017, 1038 (2021) (Gorsuch, J., concurring) (“[I]t seems corporations continue to receive special jurisdictional protections in the name of the Constitution. Less clear is why.”). Yet that double standard is precisely the rule Norfolk Southern seeks. It asks this Court to discard history and tradition to sharply curtail where it can be subject to general personal jurisdiction, even though this Court (correctly and unanimously) applied history and tradition to subject flesh-and-blood people to tag jurisdiction for any suit under the sun if served with process during even a fleeting moment within a State’s territory. *Burnham*, 495 U.S. at 628.

Norfolk Southern is left to seek an unprincipled rule that holds flesh-and-blood people to the historical standards of personal jurisdiction while exempting large corporations on the spurious ground that conditioning access to

a State's market on consent to jurisdiction renders the consent involuntary. BIO at 15. Never mind that corporations, for their part, do not hesitate to condition the supply of essential goods and services and even jobs on real people consenting to jurisdiction in far-flung venues of the businesses' choosing. *See Carnival Cruise Lines, Inc. v. Shute*, 499 U.S. 585 (1991). People with beating hearts, on Norfolk Southern's view, can constitutionally be forced to choose between difficult tradeoffs. A Fortune 500 company with immense resources, political clout, and global operations is not deprived of its free will or due process when the people of Pennsylvania put the shoe on the other foot. "Fair play and substantial justice" do not require special jurisdictional protections for corporations.

Norfolk Southern consented to Pennsylvania's general personal jurisdiction as a condition of doing business in the State. It has taken great advantage of that bargain, as real people do every day in their contracts for essential goods, services, and labor. This Court should hold Norfolk Southern to its constitutionally permissible bargain.

**IV. NORFOLK SOUTHERN'S VOLUNTARY
CONSENT TO PENNSYLVANIA'S
PERSONAL JURISDICTION DID NOT
VIOLATE THE DOCTRINE OF
UNCONSTITUTIONAL CONDITIONS.**

In a final attempt to evade its consent to jurisdiction, Norfolk Southern suggests that Pennsylvania's jurisdictional statute violates the doctrine of unconstitutional conditions. BIO at 15. That doctrine has no application in this procedural context. *Cf., e.g., Koontz v. St. Johns River Water Management Dist.*, 570 U.S. 595, 604 (applying the

doctrine under the Takings Clause); *O'Hare Truck Serv., Inc. v. City of Northlake*, 518 U.S. 712, 721 (1996) (applying the doctrine to First Amendment rights). Norfolk Southern's argument relies on this Court's statement that the "government may not deny a benefit to a person because he exercises a constitutional right." *Koontz*, 570 U.S. at 604 (2013) (quoting *Regan v. Taxation with Representation of Wash.*, 461 U.S. 540, 545 (1983)). That snippet of dicta is plainly overbroad, which is why no court has ever adopted the sweeping position Norfolk Southern urges.

As an initial matter, as noted above, *see supra* n. 1., this Court applied state statutes requiring foreign corporations to submit to personal jurisdiction in dozens of cases dating back to the 1850s and continuing through at least the 1930s. During that period, the Court had already begun to recognize the doctrine of unconstitutional conditions. In *Home Ins. Co. v. Morse*, 87 U.S. 445 (1874), this Court found unconstitutional a Wisconsin statute that conditioned a foreign corporation's right to do business on it forfeiting the right to remove cases brought by Wisconsin residents to federal court. In reaching that conclusion, the Court expressly distinguished *Lafayette*, 59 U.S. (18 How.) 404 (1855), the first case in the line upholding a State's conditioning the right to do business on a foreign corporation's appointing an agent for service of process. *See also S. Pac. Co. v. Denton*, 146 U.S. 202, 207-08 (1892) (same). Accordingly, from the inception of the doctrine of unconstitutional conditions, this Court has recognized its inapplicability to corporate registration statutes like Pennsylvania's.

If the Court reverses course to apply the doctrine here, it risks destabilizing numerous cases in which the government conditioned a benefit on a person forfeiting a waivable procedural right. Personal jurisdiction rights under the Due Process Clause are quintessential waivable rights. *See Ins. Corp. of Ireland*, 456 U.S. at 703 (“Because the requirement of personal jurisdiction represents first of all an individual right, it can, like other such rights, be waived.”). For example, like personal jurisdiction, this Court has “recognized that [t]he most basic rights of criminal defendants are . . . subject to waiver.” *New York v. Hill*, 528 U.S. 110, 114 (2000) (quoting *Peretz v. United States*, 501 U.S. 923, 936 (1991)). The government thus routinely settles both civil and criminal cases on the condition that the defendant forfeit his constitutional right to a trial by jury. *See, e.g., Bordenkircher v. Hayes*, 434 U.S. 357 (1978); *Brady v. United States*, 397 U.S. 742 (1970). Under Norfolk Southern’s view of the law, all such settlements are apparently unconstitutional.

Norfolk Southern can offer no principled reason why Pennsylvania’s statute imposes an unconstitutional condition, whereas waivers of other procedural rights—in which the liberty of a defendant is frequently at stake—do not. That is particularly true because Pennsylvania’s statute imposes only a slight sanction on a company who violates it: if it fails to register to do business and thus declines to agree to personal jurisdiction as a defendant, then it may not bring a case in Pennsylvania’s courts as a plaintiff. *See* 15 Pa. Cons. Stat. § 411(b). That is hardly an unconstitutional condition; it is simply a fair and sensible

regulation of foreign corporations' access to the Commonwealth's court system.

Indeed, Norfolk Southern's argument is irreconcilable even with this Court's personal jurisdiction jurisprudence. Every State's long-arm statute subjects individual defendants to personal jurisdiction for any claim whatsoever if he enters the State. This Court unanimously upheld that jurisdiction in *Burnham*, 495 U.S. at 619. But accepting Norfolk Southern's argument would mean that *Burnham* was wrongly decided. Applying Norfolk Southern's approach to unconstitutional conditions, long-arm statutes would be said to condition a benefit on the individual's forfeiting a right. Traveling within the State is a benefit. See *Frost & Frost Trucking Co. v. R.R. Comm'n*, 271 U.S. 583 (1926) (holding California could not condition a trucking company's access to state highways on the company agreeing to operate as a common carrier). But state long-arm statutes require that individuals who accept that benefit forfeit their due process right not to be haled into court absent minimum contacts—precisely the right Norfolk Southern says is unconstitutionally conditioned here. If the Court follows Norfolk Southern's logic, then every State's exercise of tag jurisdiction is an unconstitutional condition. There is no principled reason the doctrine would apply to personal jurisdiction based on presence but not based on consent.

Rather than revisit foundational cases in personal jurisdiction doctrine and beyond, the Court should reaffirm that the doctrine of unconstitutional conditions does not apply to waivable personal jurisdiction rights. At a bare minimum, it should hold that the doctrine does not apply

where, as here, the condition is firmly established as a traditional means of securing a waiver of the constitutional right at issue.

CONCLUSION

The judgment of the Supreme Court of Pennsylvania should be reversed.

Respectfully submitted,

CHARLES J. COOPER
COOPER & KIRK, PLLC
1523 New Hampshire
Avenue, N.W.
Washington, DC 20036

DANIEL C. LEVIN
FREDERICK S. LONGER
LEVIN, SEDRAN &
BERMAN
510 Walnut Street
Suite 500
Philadelphia, PA 19106

ZINA BASH
KELLER POSTMAN LLC
111 Congress Avenue
Suite 500
Austin, TX 78701

ASHLEY KELLER
Counsel of Record
KELLER POSTMAN LLC
150 North Riverside
Plaza
Suite 4100
Chicago, IL 60606
(312) 741-5222
ack@kellerpostman.com

WARREN POSTMAN
MATTHEW A. SELIGMAN
NOAH HEINZ
KELLER POSTMAN LLC
1100 Vermont Avenue
NW
12th Floor
Washington, DC 20005

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No. 21-1168

In the Supreme Court of the United States

ROBERT MALLORY, PETITIONER

v.

NORFOLK SOUTHERN RAILWAY CO., RESPONDENT

*On Writ of Certiorari
to the Pennsylvania Supreme Court*

**STAUTORY APPENDIX TO
BRIEF FOR THE PETITIONER**

DANIEL C. LEVIN
FREDERICK S. LONGER
Levin, Sedran & Berman
510 Walnut Street Suite 500
Philadelphia, PA 19106

CHARLES J. COOPER
Cooper & Kirk, PLLC
1523 New Hampshire
Avenue, N.W.
Washington, D.C. 20036

ZINA BASH
Keller Postman LLC
111 Congress Avenue
Suite 500
Austin, Texas 78701

ASHLEY KELLER
Counsel of Record
Keller Postman LLC
150 North Riverside Plaza
Suite 4100
Chicago, Illinois 60606
(312) 741-5222
ack@kellerpostman.com

WARREN POSTMAN
MATTHEW A. SELIGMAN
Keller Postman LLC
1100 Vermont Avenue NW
12th Floor
Washington, D.C. 20005
Counsel for Petitioner

APPENDIX A

Federal Statute

District of Columbia

1867

14 Stat. 404 (1867).

SEC. 11. *And be it further enacted*, That in actions against foreign corporations doing business in the District of Columbia, all process may be served on the agent of such corporation or person conducting its business aforesaid, or in case he is absent and cannot be found, by leaving a copy thereof at the principal place of business in the District, and such service shall be effectual to bring the corporation before the court.

Process how served in actions against foreign corporations. SEC. 11. *And be it further enacted*, That in actions against foreign corporations doing business in the District of Columbia, all process may be served on the agent of such corporation or person conducting its business aforesaid, or in case he is absent and cannot be found, by leaving a copy thereof at the principal place of business in the District, and such service shall be effectual to bring the corporation before the court.

APPENDIX B

State Statutes

Alabama

1867

Ala. Code § 6-1180 (1867).

§ 1180. (941 *b*) *Insurance companies incorporated by other states, procure comptroller's certificate and perform certain conditions.* – No agent of any fire, river, or marine insurance company incorporated by any other state than the state of Alabama, shall, directly, or indirectly take any risk or transact any business of insurance in this state, without first procuring a certificate of authority from the comptroller of this state; and before obtaining such certificate, such agent must furnish the comptroller a statement under oath of the president or secretary of the company, for which he may act, which statement shall show –

....

4. The act of incorporation of the company; and such statement shall be filed in the office of the comptroller, with a written instrument under the seal of the company authorizing such agent to acknowledge service of process, for and in behalf of such company; consenting that service of process upon such agent shall be taken and held as if service upon the company according to the laws of this state, or any other state, waiving all claims of error by reason of such service. And no insurance company, or agent of any insurance company incorporated by any

other state shall transact any business of insurance unless such company is possessed of at least one hundred thousand dollars of actual capital invested in stock of at least par value, or in bond or mortgage of real estate worth double the amount for which the same is mortgaged; and upon the above statement and written instrument being deposited with the comptroller, and furnishing satisfactory evidence as before provided, it shall be the duty of the comptroller to issue a certificate thereof with the authority to transact business of insurance, to the agent applying for the same.

§ 1180. (941b) *Insurance companies incorporated by other states, procure comptroller's certificate and perform certain conditions.*—^aNo agent of any fire, river, or marine insurance company incorporated by any other state than the state of Alabama, shall, directly, or indirectly, take any risk or transact any business of insurance in this state, without first procuring a certificate of authority from the comptroller of this state; and before obtaining such certificate, such agent must furnish the comptroller a statement under oath of the president or secretary of the company, for which he may act, which statement shall show—

1. The name and locality of the company.
2. The amount of the capital stock.
3. The amount of its capital stock paid in.
4. The act of incorporation of the company; and such statement shall be filed in the office of the comptroller, with a written instrument under the seal of the company authorizing such agent to acknowledge service of process, for and in behalf of such company; consenting that service of process upon such agent shall be taken and held as if service upon the company according to the laws of this state, or any other state, waiving all claims of error by reason of such service. And no insurance company, or agent of any insurance company incorporated by any other state shall transact any business of insurance unless such company is possessed of at least one hundred thousand dollars of actual capital invested in stock of at least par value, or in bond or mortgage of real estate worth double the amount for which the same is mortgaged; and upon the above statement and written instrument being deposited with the comptroller, and furnishing satisfactory evidence as before provided, it shall be the duty of the comptroller to issue a certificate thereof with the authority to transact business of insurance, to the agent applying for the same.

a. 24 Feb'y, 60, p. 113, § 1.

1875**Ala. Const. art. XIV, § 4 (1875).**

§ 4. No foreign corporation shall do any business in this State without having at least one known place of business and an authorized agent or agents therein; and such corporation may be sued in any county where it does business by service of process upon an agent anywhere in this State.

§ 4. No foreign corporation shall do any business in this State without having at least one known place of business and an authorized agent or agents therein; and such corporation may be sued in any county where it does business by service of process upon an agent anywhere in this State.

1876**Ala. R. of Chancery Prac. § 24 (1876).**

24. *Corporation, service of.*—Domestic corporations may be served with process, by executing it upon the president, or other head thereof, secretary, cashier, or managing agent thereof. If affidavit is made that the officers named in the preceding part of this rule are unknown, absent from, or reside out of the State, the process may be served upon any white person in the employ of such corporation, or doing business for it. Process may be served on foreign corporations, by executing it upon any agent of such corporation or white person in its employ in this State or by publication, a copy of which may be sent to any of the officers named in the first part of this rule. If a summons to answer a bill is personally served on the agent or person in the employ of such foreign corporation, such agent or employee may be required to answer on oath, as in case of other defendants to bills, and under like penalties.

24. *Corporation, service of.*—Domestic corporations may be served with process, by executing it upon the president, or other head thereof, secretary, cashier, or managing agent thereof. If affidavit is made that the officers named in the preceding part of this rule are unknown, absent from, or reside out of the State, the process may be served upon any white person in the employ of such corporation, or doing business for it. Process may be served on foreign corporations, by executing it upon any agent of such corporation or white person in its employ in this State; or by publication, a copy of which may be sent to any of the officers named in the first part of this rule. If a summons to answer a bill is personally served on the agent or person in the employ of such foreign corporation, such agent or employee may be required to answer on oath, as in case of other defendants to bills, and under like penalties.

1876

Ala. Code § 5-1209 (1876).

1209 (1444, 1446). Foreign life insurance companies procure license from auditor, and perform certain conditions. No agent of any life insurance company, incorporated by any other state or foreign government, shall, directly or indirectly, take any risk or transact any business of insurance in this state without first procuring a license from the auditor of this state, and before obtaining such license, such agent must furnish the auditor a statement under oath of the president or secretary of the company for which he may act, which statement shall show,

Such statement shall be filed in the office of the auditor, with a written instrument under the seal of the company, authorizing such agent to acknowledge service of process for and in behalf of such company, and consenting that service of process upon such agent shall be taken and held as binding upon the company;

1209 (1444, 1446). Foreign life insurance companies procure license from auditor, and perform certain conditions.

No agent of any life insurance company, incorporated by any other state or foreign government, shall, directly or indirectly, take any risk or transact any business of insurance in this state without first procuring a license from the auditor of this state, and before obtaining such license, such agent must furnish the auditor a statement under oath of the president or secretary of the company for which he may act, which statement shall show,—

1. The name and locality of the company.
2. The amount of the capital stock.
3. The amount of its capital stock paid in.
4. The act of incorporation of the company.

Such statement shall be filed in the office of the auditor, with a written instrument under the seal of the company, authorizing such agent to acknowledge service of process for and in behalf of such company, and consenting that service of process upon such agent shall be taken and held as binding upon the company; and such life insurance company, or its agent, shall furnish the auditor satisfactory evidence that it is possessed of at least one hundred thousand dollars of actual capital, invested in securities of at least par value, or in bonds, or mortgages of

real estate worth double the amount for which the same is mortgaged. Upon the above statement and written instrument being deposited with the auditor, and evidence furnished as before provided, it shall be the duty of the auditor to issue a license to transact business of insurance to the agent applying for the same.

1897

Ala. Code § 91-3277 (1897).

3277. Service on designated agent of foreign corporation; proof of agency.—When a foreign corporation has filed an instrument in writing designating one or more agents in this state as provided by this Code, process issuing against such foreign corporation may be served upon any agent so designated; and the certificate of the secretary of state, or of the auditor, as the case may be, showing such designation, is evidence of the fact of such agency. If the agent designated by such foreign corporation shall die, resign, remove from the state, or his authority shall cease from any cause, and no other agent

shall be designated by such foreign corporation, the service of process issuing against it may be made upon the secretary of state, or, if the process be against an insurance company, upon the auditor; and the officer serving such process upon the secretary of state, or the auditor, as the case may be, must immediately transmit a copy thereof by mail to such corporation, at its home office, and state such fact in his return.*

*Last clause added by joint committee.

3277. Service on designated agent of foreign corporation; proof of agency.—When a foreign corporation has filed an instrument in writing designating one or more agents in this state as provided by this Code, process issuing against such foreign corporation may be served upon any agent so designated; and the certificate of the secretary of state, or of the auditor, as the case may be, showing such designation, is evidence of the fact of such agency. If the agent designated by such foreign corporation shall die, resign, remove from the state, or his authority shall cease from any cause, and no other agent shall be designated by such foreign corporation, the service of process issuing against it may be made upon the secretary of state, or, if the process be against an insurance company, upon the auditor; and the officer serving such process upon the secretary of state, or the auditor, as the case may be, must immediately transmit a copy thereof by mail to such corporation, at its home office, and state such fact in his return.*

*Last clause added by joint committee.

Arkansas

1869

Ark. Code of Prac. in Civ. & Crim. Cases, § 72 (1869).

SECTION 72. Where the defendant is a foreign corporation, having an agent in this State, the service may be upon such agent.

SECTION 72. Where the defendant is a foreign corporation, having an agent in this State, the service may be upon such agent.

1873

Ark. Code Ann. § 76-3561 (1873).

SEC. 3561. No insurance company, not of this state, nor its agents, shall do business in this state, until it has filed with the insurance commissioner of this state a written stipulation, duly authenticated by the company, agreeing that any legal process affecting the company, served on the insurance commissioner or the party designated by him, or the agent specified by said company to receive service of process for the company, shall have the same effect as if served personally on the company within this state. And if such company should cease to maintain such agent in this state, so designated, such process may thereafter be served on the insurance commissioner; but so long as any liability of the stipulating company to any resident of this state continues, such stipulation cannot be revoked or modified, except that a new one may be substituted, so as to require or dispense with service at the office of said company within this state, and that such

service, according to this stipulation, shall be sufficient personal service on the company. The term "process" includes any writ, summons, subpoena or order, whereby any action, suit or proceedings shall be commenced, or which shall be issued in or upon any action, suit or proceedings.

SEC. 3561. No insurance company, not of this state, nor its agents, shall do business in this state, until it has filed with the insurance commissioner of this state a written stipulation, duly authenticated by the company, agreeing that any legal process affecting the company, served on the insurance commissioner or the party designated by him, or the agent specified by said company to receive service of process for the company, shall have the same effect as if served personally on the company within this state. And if such company should cease to maintain such agent in this state, so designated, such process may thereafter be served on the insurance commissioner; but so long as any liability of the stipulating company to any resident of this state continues, such stipulation cannot be revoked or modified, except that a new one may be substituted, so as to require or dispense with service at the office of said company within this state, and that such service, according to this stipulation, shall be sufficient personal service on the company. The term "process" includes any writ, summons, subpoena or order, whereby any action, suit or proceedings shall be commenced, or which shall be issued in or upon any action, suit or proceedings.

1874

Ark. Const. art. XIII, § 11 (1874).

SEC. 11. Foreign corporations may be authorized to do business in this state under such limitations and restrictions as may be prescribed by law. Provided, that no such corporation shall do any business in this state except while it maintains therein one or more known places of business and an authorized agent or agents in the same upon whom process may be served;

SEC. 11. Foreign corporations may be authorized to do business in this state under such limitations and restrictions as may be prescribed by law. Provided, that no such corporation shall do any business in this state except while it maintains therein one or more known places of business and an authorized agent or agents Foreign corporations.

in the same upon whom process may be served; and, as to contracts made or business done in this state, they shall be subject to the same regulations, limitations and liabilities as like corporations of this state, and shall exercise no other or greater powers, privileges or franchises than may be exercised by like corporations of this state, nor shall they have power to condemn or appropriate private property.

1909

1909 Ark. Acts 293.

SECTION 7488. Any and all foreign and domestic corporations who keep or maintain in any of the counties of this State a branch office or other place of business, shall be subject to suits in any of the courts in any of said counties where said corporation so keeps or maintains such office or place of business, and service of summons or other process of law from any of the said courts held in said counties upon the agent, servant or employee in charge of said office or place of business shall be deemed good and sufficient service upon said corporations and shall be sufficient to give jurisdiction to any of the courts of this State held in the Counties where said service of summons or other process of law is had upon said agent, servant or employee of said corporations. *Act April 1, 1909, p. 293.*

SECTION 7488. Any and all foreign and domestic corporations who keep or maintain in any of the counties of this State a branch office or other place of business, shall be subject to suits in any of the courts in any of said counties where said corporation so keeps or maintains such office or place of business, and service of summons or other process of law from any of the said courts held in said counties upon the agent, servant or employee in charge of said office or place of business shall be deemed good and sufficient service upon said corporations and shall be sufficient to give jurisdiction to any of the courts of this State held in the Counties where said service of summons or other process of law is had upon said agent, servant or employee of said corporations. *Act April 1, 1909, p. 293.*

California

1863

Cal. Civ. Prac. Act § 29 (1863).

§ 29. *Summons, how served.* [1854, 1861.] The summons shall be served by delivering a copy thereof, as follows:

1st. If the suit is against a corporation, to the President or other head of the corporation, Secretary, Cashier or Managing Agent thereof.

2d. If the suit be against a foreign corporation, or a nonresident joint stock company or association, doing business within this State, to an Agent, Cashier or Secretary thereof.

§ 29. *Summons, how served.*

[1854, 1861.] The summons shall be served by delivering a copy thereof, as follows :

1st. If the suit be against a corporation, to the President or other head of the corporation, Secretary, Cashier or Managing Agent thereof.

2d. If the suit be against a foreign corporation, or a non-resident joint stock company or association, doing business within this State, to an Agent, Cashier or Secretary thereof.

1870**1870 Cal. Stat. 881.**

7630. SECTION 1. Every corporation heretofore created by the laws of any other State, and doing business in this State, shall, within one hundred and twenty (120) days after the passage of this act, and any corporation hereafter created and doing business as aforesaid, within sixty (60) days from the time of commencing to do business in the State, designate some person residing in the county in which the principal place of business of said corporation in this State is, upon whom process issued by authority of or under any law of this State may be served; and within the time aforesaid, shall file such designation in the office of the secretary of State, and a copy of such designation, duly certified by said officer, shall be evidence of such appointment; and it shall be lawful to serve on such person so designated, any process issued as aforesaid; such service shall be made on such person in such manner as shall be prescribed in case of service required to be made on foreign corporations, and such service shall be deemed to be a valid service thereof.

7630. SECTION 1. Every corporation heretofore created by the laws of any other State, and doing business in this State, shall, within one hundred and twenty (120) days after the passage of this act, and any corporation hereafter created and doing business as aforesaid, within sixty (60) days from the time of commencing to do business in the State, designate some person residing in the county in which the principal place of business of said corporation in this State is, upon whom process issued by authority of or under any law of this State may be served; and within the time aforesaid, shall file such designation in the office of the secretary of State, and a copy of such designation, duly certified by said officer, shall be evidence of such appointment; and it shall be lawful to serve on such person so designated, any process issued as aforesaid; such service shall be made on such person in such manner as shall be prescribed in case of service required to be made on foreign corporations, and such service shall be deemed to be a valid service thereof.

To designate some person upon whom process may be served.

7631. SEC. 2. In all cases where such designation shall not be made as aforesaid, it shall be lawful to serve such process on any person who shall be found within this State acting as the agent of said corporation or doing business for them.

If designation not made.

7632. SEC. 3. Service made in accordance with any provisions of this act shall be as effectual as if made in the form and manner required by law, and shall be deemed a full compliance with any statute requiring personal or other service to be made.

Service.

7633. SEC. 4. The term "process" in this act shall be held and deemed to include any writ, summons or order whereby any action, suit or proceeding shall be commenced, or which shall be issued in or upon any action, suit or proceeding, by any court, officer or magistrate.

"Process," how construed.

1905

Cal. Pol. Code § 633 (1905).

[Name of agent upon whom process may be served.]

The insurance commissioner must require, as a condition precedent to the transaction of life insurance business in this state, that every life insurance corporation or company created by the laws of any other state, or of any foreign country must file in his office the name of an agent, and his place of residence in this state, on whom summons and other process may be served in all actions or other legal proceedings against such corporation or company; all process so served gives jurisdiction over such corporation or company. The agent so appointed must be the principal agent of such corporation or company in this state. Any such foreign corporation or company shall, as a further condition precedent to the transaction of insurance business in this state, and in

consideration of the privilege to transact such insurance business in this state, make and file with the insurance commissioner an agreement or stipulation, executed by the proper authorities of such corporation or company, in form and substance as follows:

[Form of stipulation whereby service may be made upon insurance commissioner.] The (giving name of corporation or company) does hereby stipulate and agree that in consideration of the permission granted by the state of California to it to transact insurance business in this state, that if at any time such corporation or company shall, under the existing provisions of law in this state in relation to insurance companies, be without an agent in this state on whom summons or other legal process may be served, service of such summons or other legal process may be made upon the insurance commissioner, such service upon the commissioner to have the same force and effect as if made upon the corporation or company.

[Name of agent upon whom process may be served.] The insurance commissioner must require, as a condition precedent to the transaction of life insurance business in this state, that every life insurance corporation or company created by the laws of any other state, or of any foreign country must file in his office the name of an agent, and his place of residence in this state, on whom summons and other process may be served in all actions or other legal proceedings against such corporation or company; all process so served gives jurisdiction over such corporation or company. The agent so appointed must be the principal agent of such corporation or company in this state. Any such foreign corporation or company shall, as a further condition precedent to the transaction of insurance business in this state, and in consideration of the privilege to transact such insurance business in this state, make and file with the insurance commissioner an agreement or stipulation, executed by the proper authorities of such corporation or company, in form and substance as follows:

[Form of stipulation whereby service may be made upon insurance commissioner.] The (giving name of corporation or company) does hereby stipulate and agree that in consideration of the permission granted by the state of California to it to transact insurance business in this state, that if at any time such corporation or company shall, under the existing provisions of law in this state in relation to insurance companies, be without an agent in this state on whom summons or other legal process may be served, service of such summons or other legal process may be made upon the insurance commissioner, such service upon the commissioner to have the same force and effect as if made upon the corporation or company.

Connecticut1849

Conn. Gen. Stat. § 11-17 (1849).

SECT. 17. In suits against towns, societies, communities, or corporations, the service of the writ, by the officer leaving a true and attested copy of the same with their clerk, or either of the selectmen, or of the committee, or the secretary or cashier, or, in the case of a private corporation, if they have no such secretary or cashier, then at the banking house, toll house, manufacturing house, or other principal place, in this state, where such corporation transact their business or exercise their corporate powers, shall be sufficient notice for them to appear and answer.

Process against
corporations,
how served.

SECT. 17. In suits against towns, societies, communities, or corporations, the service of the writ, by the officer leaving a true and attested copy of the same with their clerk, or either of the selectmen, or of the committee, or the secretary or cashier, or, in the case of a private corporation, if they have no such secretary or cashier, then at the banking house, toll house, manufacturing house, or other principal place, in this state, where such corporation transact their business or exercise their corporate powers, shall be sufficient notice for them to appear and answer.†

1854

Conn. Gen. Stat. § 12-3 (1854).

SECT. 3. Every insurance company not incorporated by this state, but transacting business in it, shall by a written power of attorney appoint some citizen of this state residing therein, their attorney, with power and authority accept service of all lawful process against said company, in this state, and to cause an appearance to be entered, in

any action in like manner as if said corporations had existed, and been duly served with process within this state. A copy of such power of attorney duly certified and authenticated, shall be filed with the secretary of state, and copies thereof duly certified by such secretary, shall be received in evidence in all courts of this state. In case of the decease or disability of said attorney to act, it shall be the duty of said corporation to make a new appointment, so that at all times while any liability remains outstanding on such insurance, there shall be within this state an attorney as aforesaid. Service of process upon such attorney shall be deemed to be sufficient service upon his principal.

SECT. 3. Every insurance company not incorporated by this state, but transacting business in it, shall by a written power of attorney appoint some citizen of this state residing therein, their attorney, with power and authority to accept service of all lawful process against said company, in this state, and to cause an appearance to be entered, in any action in like manner as if said corporations had existed, and been duly served with process within this state. A copy of such power of attorney duly certified and authenticated, shall be filed with the secretary of state, and copies thereof duly certified by such secretary, shall be received in evidence in all courts of this state. In case of the decease or disability of said attorney to act, it shall be the duty of said corporation to make a new appointment, so that at all times while any liability remains outstanding on such insurance, there shall be within this state an attorney as aforesaid. Service of process upon such attorney shall be deemed to be sufficient service upon his principal.

Attorney to be appointed in this state to accept service of legal process, &c.

Copy of power of attorney to be filed in office of secretary of state.

1866**Conn. Gen. Stat. § 7-389 (1866).**

Sect 389. Every such company or association shall also appoint, in writing, some person, a citizen of this state, as its attorney, with full power to accept the service of legal process in all suits before any court in this state, for any liability incurred by such company or association in this state; and said writing must declare that said service of legal process shall be binding on such company or association, and waive all claim of error by reason of such service; which writing shall be filed in the office of the commissioner of insurance. Service of legal process upon such attorney shall be sufficient service upon his principal; and in case of the death or removal of said attorney, said corporation shall immediately make a new appointment, so that said corporation shall at all times have such an attorney within this state.

SECT. 389. Every such company or association shall also appoint, ^{Every foreign in-} in writing, some person, a citizen of this state, as its attorney, ^{surety company} with full power to accept the service of legal process in all suits before ^{shall appoint an} any court in this state, for any liability incurred by such company or association in this state; and said writing must declare that said service of legal process shall be binding on such company or association, and waive all claim of error by reason of such service; which writing shall be filed in the office of the commissioner of insurance. Service of legal process upon such attorney shall be sufficient service upon his principal; and in case of the death or removal of said attorney, said corporation shall immediately make a new appointment, so that said corporation shall at all times have such an attorney within this state.

1895**Conn. Gen. Stat. §§ 281-1 to 281-2 (1895).**

§ 3931. Secretary of state to be resident attorney. Every foreign corporation with an office or place of business in this state, except insurance companies, surety companies, and building and loan associations, shall, before doing business in this state, appoint in writing the secretary of state and his successors in office to be its attorney, upon whom all process in any action or proceeding against it may be served; and in such writing such corporation shall agree that any process against it which is served on such secretary shall be of the same legal force and validity as if served on the corporation, and that such appointment shall continue in force so long as any liability remains outstanding against the corporation in this state. Such written appointment shall be acknowledged before some officer authorized to take acknowledgments of deeds and shall be filed in the office of said secretary, and copies certified by him shall be sufficient evidence of such appointment and agreement. Service upon said attorney shall be sufficient service upon the principal, and may be made by leaving a duly attested copy of the process with the secretary of state or at his office.

1895, ch. 281, §§1.
1901, ch. 157, §53. **§ 3931. Secretary of state to be resident attorney.** Every foreign corporation with an office or place of business in this state, except insurance companies, surety companies, and building and loan associations, shall, before doing business in this state, appoint in writing the secretary of state and his successors in office to be its attorney, upon whom all process in any action or proceeding against it may be served; and in such writing such corporation shall agree that any process against it which is served on such secretary shall be of the same legal force and validity as if served on the corporation, and that such appointment shall continue in force so long as any liability remains outstanding against the corporation in this state. Such written appointment shall be acknowledged before some officer authorized to take acknowledgments of deeds and shall be filed in the office of said secretary, and copies certified by him shall be sufficient evidence of such appointment and agreement. Service upon said attorney shall be sufficient service upon the principal, and may be made by leaving a duly attested copy of the process with the secretary of state or at his office.

Delaware

1852

Del. Code Ann. tit. 10, §§ 1246-47 (1852).

SEC. 6. Suits may be brought against any corporation, at law by summons, and by subpoena in chancery. Process may be served on the president or head officer, if residing in the State, and if not, on any officer, director, or manager of the corporation; and if such corporation shall appear, the suit shall proceed as in other cases, and if it shall not appear, the plaintiff shall have judgment by default, or *pro confesso* decree, service of the process being first proved. In a suit upon the note of a bank, payable at one of its branches, service of process upon the president, or cashier, of that branch, shall be sufficient. Copies of any rules of court, notice, proceeding, or order, may be served in the same way as original process, or upon the attorney of record.

SEC. 7. In any suit against a corporation whose officers out of the State, process may be served by publishing the substance thereof in a newspaper of this State, and of the State where the head officer resides, twenty days before the return thereof, and such service shall be sufficient.

¹⁹⁴⁶
Suits.
Service of
process.

SEC. 6. Suits may be brought against any corporation, at law by summons, and by subpoena in chancery. Process may be served on the president or head officer, if residing in the State, and if not, on any officer, director, or manager of the corporation; and if such corporation shall appear, the suit shall proceed as in other cases, and if it shall not appear, the plaintiff shall have judgment by default, or *pro confesso* decree, service of the process being first proved. In a suit upon the note of a bank, payable at one of its branches, service of process upon the president, or cashier, of that branch, shall be sufficient. Copies of any rules of court, notice, proceeding, or order, may be served in the same way as original process, or upon the attorney of record.

Service of
rules, &c.

¹⁹⁴⁷
Service of
process on
officers out
of the State.

SEC. 7. In any suit against a corporation whose officers reside out of the State, process may be served by publishing the substance thereof in a newspaper of this State, and of the State where the head officer resides, twenty days before the return thereof, and such service shall be sufficient.

1893

Del. Code Ann. tit. 5, ch. 347, § 7 (1893).

SEC. 7. No insurance company or corporation shall be engaged in, prosecute or transact any insurance business within the limits of this State, without first having obtained authority therefor, agreeably to the provisions of this act, and every such company, not incorporated under the laws of this State, shall, before doing business as aforesaid, deliver to the "Insurance Commissioner" a certified copy of its charter or declaration of organization, and also a certificate, in such form as may be provided by the "Commissioner," of the name and residence of some person or agent within this State, upon whom service of process may be made, and all process against such company issued out of the courts of this State, may then and thereafter be served upon such person or agent so designated,

SEC. 7. No insurance company or corporation shall be engaged in, prosecute or Unlawful to do
 transact any insurance business within the limits of this State, without first having ob- business in this
 tained authority therefor, agreeably to the provisions of this act, and every such com- State.
 pany, not incorporated under the laws of this State, shall, before doing business as afore- What companies
 said, deliver to the " Insurance Commissioner " a certified copy of its charter or decla- are to deliver
 ration of organization, and also a certificate, in such form as may be provided by the certified copy of
 " Commissioner," of the name and residence of some person or agent within this State, their charter to
 upon whom service of process may be made, and all process against such company is- commissioner.
 sued out of the courts of this State, may then and thereafter be served upon such person Agent upon
 or agent so designated, and no person or persons shall procure or solicit any citizen or whom service
 resident of this State to take out a policy of insurance in any insurance company or may be made.
 corporation not authorized to transact business within this State, [or act within this Chap. 439, vol. 17.
 State as agent for such company or corporation (or any person or association of indi-
 viduals doing a like business and not authorized to transact business within this State)
 or otherwise in any many manner, directly or indirectly, aid in the transaction of the
 business of or in the collection of any premiums, dues or assessment by or for such
 company, corporation, person or association of individuals, except in the prosecution or
 defense of suits at law, under penalty of a fine of not less than one hundred dollars or
 more than five hundred dollars, or imprisonment not exceeding six months, or both, at
 the discretion of the court.] It shall not be lawful for any person to act within this State as agent or otherwise in receiving or procuring applications, or in any manner, When unlawful
 for agent to act.

directly or indirectly, to aid in transacting the business of insurance permitted by
 this act without first obtaining from the Insurance Commissioner a certificate of author-
 Chap. 439, vol. 17. ity, [under penalty of a fine of not exceeding five hundred dollars, or imprisonment not
 exceeding thirty days, or both, at the discretion of the court.]

1915

Del. Code Ann. tit. 9, §§ 2101a, 2101d, 2101e (1915).

2101a. Sec. 188. **Doing Business in This State:** — No corporation created by the laws of any other State, or the laws of the United States, shall do any business in this State, through or by branch offices, agents or representatives located in this State, until it shall have filed in the office of the Secretary of State of this State a certified copy of its charter and the name or names of its authorized agent or agents in this State, together with a sworn statement of the assets and liabilities of such corporation, and shall have paid to the Secretary of State, for the use of the State. ten dollars; and the certificate of the Secretary of State under his seal of office, of the filing of such charter, shall be delivered to such agent or agents upon the payment to said Secretary of State of the usual fees for making certified copies; the said certificate shall

be prima facie evidence of such company's right to do business in this State. This Section shall not apply to insurance companies doing business in this State. . .

2101d. Sec. 191. Service of Process Upon: — All process sued out in this State in any Court of this State against such corporation, all orders made by any court of this State, all rules and notices of any kind required to be served on or given to any such corporation, may be served on or given to such person or agent so certified as aforesaid, and such service or notice shall be as effectual and shall operate as if it had been served on or given to said corporation.

2101e. Sec. 192. Agent for Service of Process: — Any such foreign corporation, by filing a certificate of the same kind and nature, executed as aforesaid, may change such agent or person and substitute another person or agent for the purposes aforesaid, provided, however, every such person or agent shall at the time of his appointment be a resident of this State. And provided further, however, if any person or agent designated and certified as aforesaid shall die or remove from this State, then the foreign corporation for which such person or agent had been so designated and certified shall, within tendays after the death or removal as aforesaid of such agent or person, substitute, designate and certify to the Secretary of State, the name of another person or agent for the purposes aforesaid, and all process, orders, rules and notices mentioned in the foregoing 2101d, Sec. 191, may be served on or given to such substituted person or agent with like effect as is prescribed in said Section.

2101a. Sec. 188. Doing Business in This State:—No corporation created by the laws of any other State, or the laws of the United States, shall do any business in this State, through or by branch offices, agents or representatives located in this State, until it shall have filed in the office of the Secretary of State of this State a certified copy of its charter and the name or names of its authorized agent or agents in this State, together with a sworn statement of the assets and liabilities of such corporation, and shall have paid to the Secretary of State, for the use of the State, ten dollars; and the certificate of the Secretary of State under his seal of office, of the filing of such charter, shall be delivered to such agent or agents upon the payment to said Secretary of State of the usual fees for making certified copies; the said certificate shall be prima facie evidence of such company's right to do business in this State. This Section shall not apply to insurance companies doing business in this State.

2101d. Sec. 191. Service of Process Upon:—All process sued out in this State in any Court of this State against such corporation, all orders made by

any court of this State, all rules and notices of any kind required to be served on or given to any such corporation, may be served on or given to such person or agent so certified as aforesaid, and such service or notice shall be as effectual and shall operate as if it had been served on or given to said corporation.

2101e. Sec. 192. Agent for Service of Process:—Any such foreign corporation, by filing a certificate of the same kind and nature, executed as aforesaid, may change such agent or person and substitute another person or agent for the purposes aforesaid, provided, however, every such person or agent shall at the time of his appointment be a resident of this State. And provided further, however, if any person or agent designated and certified as aforesaid shall die or remove from this State, then the foreign corporation for which such person or agent had been so designated and certified shall, within ten days after the death or removal as aforesaid of such agent or person, substitute, designate and certify to the Secretary of State, the name of another person or agent for the purposes aforesaid, and all process, orders, rules and notices mentioned in the foregoing 2101d, Sec. 191, may be served on or given to such substituted person or agent with like effect as is prescribed in said Section.

Florida

1870

Fla. Code of Proc. § 85 (1870).

Sec. 85. How summons Served and Returned. The summons shall be served by delivering a copy thereof as follows:

1. If the suit be against a corporation, to the president or other head of the corporation, secretary, cashier, treasurer, a director or managing agent thereof; but such service can be made in respect to a foreign corporation only when it has property within this State, or the cause of action arose therein, or where such service shall be made within this State personally upon the president, treasurer, or secretary thereof.

SEC. 85. How summons Served and Returned.

The summons shall be served by delivering a copy thereof as follows :

1. If the suit be against a corporation, to the president or other head of the corporation, secretary, cashier, treasurer, a director or managing agent thereof; but such service can be made in respect to a foreign corporation only when it has property within this State, or the cause of action arose therein, or where such service shall be made within this State personally upon the president, treasurer, or secretary thereof.

1885**1885 Fla. Laws 8596.**

2231. Foreign company to designate agent on whom process can be served.-No surety company not incorporated under the authority of this State shall, directly or indirectly, take risks or transact business in this State until it shall have first filed an agreement under the seal of the company in the office of the State treasurer, signed by the secretary and treasurer thereof, agreeing on the part of the company, that service of process in any civil action against the company may be made upon any agent of such company in this State, all authorizing such agent for and in behalf of such company to admit such service of process on him and agreeing that the service of process upon any agent shall be valid and binding upon the company, as if made upon the president or secretary thereof, and agreeing also to deposit with the State treasurer in case of the contest with the holder of any surety or fidelity bond over any claim for loss or damage growing out of a contract of insurance or guarantee of fidelity, an amount in current funds or marketable securities sufficient to cover such claim in full, to be held until and subject to the termination of the controversy, and the treasurer of the State is hereby required to make a demand upon the company for such deposit when notified by a policy-holder of the institution of any suit for loss or damage growing out of any such contract as aforesaid, and the agreement shall continue in force so long as any liability remains outstanding against the company in this State.

Service upon any such agent shall be deemed sufficient service upon the company. Whenever lawful process

against a surety company shall be served upon any such company in this State, he shall forthwith forward a copy of the process served on him by mail, postpaid and directed to the secretary of the company.

2231. Foreign company to designate agent on whom process can be served.—No surety company not incorporated under the authority of this State shall, directly or indirectly, take risks or transact business in this State until it shall have first filed an agreement under the seal of the company in the office of the State treasurer, signed by the secretary and treasurer thereof, agreeing on the part of the company, that service of process in any civil action against the company may be made upon any agent of such company in this State, and authorizing such agent for and in behalf of such company to admit such service of process on him and agreeing that the service of process upon any agent shall be valid and binding upon the company, as if made upon the president or secretary thereof, and agreeing also to deposit with the State treasurer in case of the contest with the holder of any surety or fidelity bond over any claim for loss or damage growing out of a contract of insurance or guarantee of fidelity, an amount in current funds or marketable securities sufficient to cover such claim in full, to be held until and subject to the termination of the controversy, and the treasurer of the State is hereby required to make a demand upon the company for such deposit when notified by a policy-holder of the institution of any suit for loss or damage growing out of any such contract as aforesaid, and the agreement shall continue in force so long as any liability remains outstanding against the company in this State.

ib., sect. 2, 3.

Service upon any such agent shall be deemed sufficient service upon the company. Whenever lawful process against a surety company shall be served upon any such company in this State, he shall forthwith forward a copy of the process served on him by mail, postpaid and directed to the secretary of the company.

1892

Fla. Stat. § 11.1019 (1892).

1019. Upon a private corporation.—Process against a corporation, domestic or foreign, may be served:

1. Upon the president or vice-president or other head of the corporation. In the absence of such head:

2. Upon the cashier or treasurer, or secretary, or general manager; or, in the absence of all of the above:
3. Upon any director of such company; or, in the absence of all of the above:
4. Upon any business agent resident in the county in which the action is brought.
5. If a foreign corporation shall have none of the foregoing officers or agents in this State, service may be made upon any agent transacting business for it in this State.

1019. Upon a private corporation.—Process against a corporation, domestic or foreign, may be served :
1. Upon the president or vice-president or other head of the corporation. In the absence of such head :
2. Upon the cashier or treasurer, or secretary, or general manager ; or, in the absence of all of the above :
3. Upon any director of such company ; or, in the absence of all of the above :
4. Upon any business agent resident in the county in which the action is brought.
5. If a foreign corporation shall have none of the foregoing officers or agents in this State, service may be made upon any agent transacting business for it in this State.

Feb. 11, 1884.
sec 2; Nov. 21,
1829, sec. 8;
Chap. 2560, sec.
1, Feb. 12, 1885.

1913

1913 Fla. Laws 6422.

2661c. Filing written consent to service of process on comptroller; effect of service.—Every such Foreign Investment Company shall also file with the Comptroller its written consent, irrevocable, that actions may be commenced against it in the proper Court of any County in this State in which a cause of action may arise, or in which the plaintiff may reside, by the Service of Process upon the Comptroller and stipulating that such service of

process shall be taken and held in all Courts to be valid and binding as personal service upon the Company itself. Such written consent given to the Comptroller by said Companies shall be authenticated by the seal of said Foreign Investment Company, and by the signatures of the President and Secretary of the Corporation, and shall be accompanied by a duly certified copy of the Order of Resolution of the Board of Directors of the said Corporation, authorizing the President and Secretary to execute same. When service shall be perfected in such manner upon any such Company, the same shall constitute due Service of Process upon such Company, and binding and effective in all respects. (Id. § 3.)

2661c. Filing written consent to service of process on comptroller; effect of service.—Every such Foreign Investment Company shall also file with the Comptroller its written consent, irrevocable, that actions may be commenced against it in the proper Court of any County in this State in which a cause of action may arise, or in which the plaintiff may reside, by the Service of Process upon the Comptroller and stipulating that such service of process shall be taken and held in all Courts to be valid and binding as personal service upon the Company itself. Such written consent given to the Comptroller by said Companies shall be authenticated by the seal of said Foreign Investment Company, and by the signatures of the President and Secretary of the Corporation, and shall be accompanied by a duly certified copy of the Order of Resolution of the Board of Directors of the said Corporation, authorizing the President and Secretary to execute same. When service shall be perfected in such manner upon any such Company, the same shall constitute due Service of Process upon such Company, and binding and effective in all respects. (Id. § 3.)

Georgia1845**1845 Ga. Laws 40.**

80. *Be it enacted*, That from and after the passing of this Act, service of all bills, subpoenas, writs, attachments, and other original process necessary to the commencement of any suit against any corporation in any Court of Law or Equity in this State may be executed by leaving the same at the place of transacting the usual and ordinary public business of said corporation, if any such place of business there shall be within the jurisdiction of the Court in which said suit may or shall be commenced; and if any corporation shall not have any such place for the transaction of, its usual and ordinary public business, then by leaving the same at its last notorious place of transacting its said business, and publishing a copy of said subpoena, attachment or other original process, in one of the public gazettes of this State for the space of three months; and any copy of the newspaper containing said publication shall be received in all the Courts of this State as sufficient evidence of such service. *

*For mode of service so as to obtain judgment against the corporators individually, see Art. X. "Corporations," sec. 276.

80. *Be it enacted*, That from and after the passing of this Act, service of all bills, subpoenas, writs, attachments, and other original process necessary to the commencement of any suit against any corporation in any Court of Law or Equity in this State may be executed by leaving the same at the place of transacting the usual and ordinary public business of said corporation, if any such place of business there shall be within the jurisdiction of the Court in which said suit may or shall be commenced; and if any corporation shall not have any such place for the transaction of its usual and ordinary public business, then by leaving the same at its last notorious place of transacting its said business, and publishing a copy of said subpoena, attachment or other original process, in one of the public gazettes of this State for the space of three months; and any copy of the newspaper containing said publication shall be received in all the Courts of this State as sufficient evidence of such service.*

*For mode of service so as to obtain judgment against the corporators individually, see Art. X. "Corporations," sec. 276.

1867

Ga. Code. Ann. § 2-4-3329 to 2-4-3335 (1867).

§ 3329. All railroad companies shall be liable to be sued in any County in which the cause of action originated, by any one whose person or property has been injured by such railroad company, their officers, agents, or employees, in or by the running of the cars or engines, for the purpose of recovering damages for such injury; and also on all contracts to be performed in the County where the suit is brought.

§ 3330. [The lessees of any railroad, or the person, or persons, or company having possession of the same, shall be liable to suit of any kind in the same Court or jurisdiction as the lessors or owners of the railroad were before the lease.] (a)

§ 3331. [Whenever any person may have any claim or demand upon any insurance company having agencies, or more than one place of doing business, it shall be lawful for such person or persons to institute suit against said

insurance company within the County where the principal office of such company is located, or in any County where said insurance company may have an agency, or place of doing business which was located at the time the cause of action accrued, or the contract was made, out of which said cause of action arose.] (a)

3332. [In all such suits, service shall be effected upon such insurance company by leaving a copy of the bill or writ with the agent of the company, if any; if no agent should be in the County, then at the agency or place of doing business, or where the same was located at the time such cause of action accrued, or the contract was made, out of which the same arose.] (a)

§ 3333. [The Court sitting in the County where goods are received for shipment, or where goods are to be delivered, shall have jurisdiction over all express companies which now do or may hereafter do business in this State, and the judgment shall bind all the property of said companies.] (b)

§ 3334. [Such express companies may be effectually sued in any proceeding in law or equity against them (in all cases where their chief officer does not reside in this State), by leaving the bill, writ, subpoena, attachment, or other original process necessary to commence the same, at any of the offices of such company doing business in this State, or by serving the same upon any agent of said company within this State, and the judgment or decree obtained in cases so commenced, shall bind the property of the defendant as fully as though service had been effected on the president or other chief officer.] (b)

§ 3335. [When the chief officer of any express company shall reside in this State, it shall be the duty of such company to post in a public and conspicuous place, at each office where it transacts business, the name of its president or other chief officer, on whom service can be perfected in this State; otherwise, service made as provided for in the preceding Section shall be deemed sufficient and proper service.] (b)

§ 3329. All railroad companies shall be liable to be sued in any County in which the cause of action originated, by any one whose person or property has been injured by such railroad company, their officers, agents, or employees, in or by the running of the cars or engines, for the purpose of recovering damages for such injury; and also on all contracts to be performed in the County where the suit is brought.

§ 3330. [The lessees of any railroad, or the person, or persons, or company having possession of the same, shall be liable to suit of any kind in the same Court or jurisdiction as the lessors or owners of the railroad were before the lease.] (a)

§ 3331. [Whenever any person may have any claim or demand upon any insurance company having agencies, or more than one place of doing business, it shall be lawful for such person or persons to institute suit against said insurance company within the County where the principal office of such company is located, or in any County where said insurance company may have an agency,

or place of doing business which was located at the time the cause of action accrued, or the contract was made, out of which said cause of action arose.] (a)

§ 3332. [In all such suits, service shall be effected upon such insurance company by leaving a copy of the bill or writ with the agent of the company, if any; if no agent should be in the County, then at the agency or place of doing business, or where the same was located at the time such cause of action accrued, or the contract was made, out of which the same arose.] (a)

§ 3333. [The Court sitting in the County where goods are received for shipment, or where goods are to be delivered, shall have jurisdiction over all express companies which now do or may hereafter do business in this State, and the judgment shall bind all the property of said companies.] (b)

§ 3334. [Such express companies may be effectually sued in any proceeding in law or equity against them (in all cases where their chief officer does not reside in this State), by leaving the bill, writ, subpoena, attachment, or other original process necessary to commence the same, at any of the offices of such company doing business in this State, or by serving the same upon any agent of said company within this State, and the judgment or decree obtained in cases so commenced, shall bind the property of the defendant as fully as though service had been effected on the president or other chief officer.] (b)

§ 3335. [When the chief officer of any express company shall reside in this State, it shall be the duty of such company to post in a public and conspicuous place, at each office where it transacts business, the name of its president or other chief officer, on whom service can be perfected in this State; otherwise, service made as provided for in the preceding Section shall be deemed sufficient and proper service.] (b)

1873

Ga. Code Ann. § 2-3-3369 (1873).

§3369. (3293.) *Service of process-how perfected.* Service of all bills, subpoenas, writs, attachments, and other original process necessary to the commencement of any suit against any corporation in any Court of law or equity, except as hereinafter provided, may be perfected by serving any officer or agent of such corporation, or by

leaving the same at the place of transacting the usual and ordinary public business of such corporation, if any such place of business then shall be within the jurisdiction of the Court in which said suit may be commenced. The officer shall specify the mode of service in his return.

§3369. (3293.) *Service of process—how perfected.* Service of all bills, subpoenas, writs, attachments, and other original process necessary to the commencement of any suit against any corporation in any Court of law or equity, except as hereinafter provided, may be perfected by serving any officer or agent of such corporation, or by leaving the same at the place of transacting the usual and ordinary public business of such corporation, if any such place of business then shall be within the jurisdiction of the Court in which said suit may be commenced. The officer shall specify the mode of service in his return.

1882

Ga. Code Ann. § 2-4-3408 (1882).

§3408. (3331.) *Suits against insurance companies.* [Whenever any person may have any claim or demand upon any insurance company having agencies, or more than one place of doing business, it shall be lawful for such person, or persons, to institute suit against said insurance company within the county where the principal office of such company is located, or in any county where said insurance company may have an agency or place of doing business, or in any county where such agency or place of doing business was located at the time the cause of action accrued, or the contract was made, out of which said cause of action arose.] (b.)

§3408. (3331.) *Suits against insurance companies.* [Whenever any person may have any claim or demand upon any insurance company having agencies, or more than one place of doing business, it shall be lawful for such person, or persons, to institute suit against said insurance company within the county where the principal office of such company is located, or in any county where said insurance company may have an agency or place of doing business, or in any county where such agency or place of doing business was located at the time the cause of action accrued, or the contract was made, out of which said cause of action arose.] (b.)

(b) Acts of 1861, pp. 58, 59. Acts of 1862-3, p. 161. Acts of 1878-9, p. 54.

1901**Ga. Code. Ann. § 14-5-6419 (1901).**

§6419. *Service on such associations.*—Each such corporation, society or association now doing, or hereafter admitted to do, business in this State, and not having its principal office within this State, and not being organized under the laws of this State, may be served with each and all processes of law, whether mesne or final, in any action or special proceedings against said corporation, society or association as follows: The party in whose favor suit is being brought, through his attorney at law shall notify in writing the Insurance Commissioner of Georgia of his intention to bring such suit or action, and request the said Insurance Commissioner to appoint some resident of the county of the residence of said plaintiff in said case, and it shall be the duty of the Insurance Commissioner immediately to appoint some resident of said county to accept service of process in all cases in the name of the said corporation, society or association; and the said service, when so made, shall be deemed and held and accepted by said corporation, society or association to be legal personal service and binding, the same as if made upon any agent or officer of said society or corporation; *provided*, that the said party or his attorney shall, twenty days before the appearance term for said suit or action, cause to be sent to the Insurance Commissioner a copy of the petition. When such service has been made upon such attorney for service on any such corporation, society or association, and copy of same has been forwarded to said Commissioner as hereinbefore provided, it shall be the duty of said Insurance Commissioner immediately to notify the said corporation, society or association of such service by letter, enclosing copy of said petition, together

with process filed in said case, prepaid and directed to the secretary or its corresponding officer.

^{A. 1900, p. 71.} § 6419. *Service on such associations.*—Each such corporation, society or association now doing, or hereafter admitted to do, business in this State, and not having its principal office within this State, and not being organized under the laws of this State, may be served with each and all processes of law, whether mesne or final, in any action or special proceedings against said corporation, society or association as follows: The party in whose favor suit is being brought, through his attorney at law shall notify in writing the Insurance Commissioner of Georgia of his intention to bring such suit or action, and request the said Insurance Commissioner to appoint some resident of the county of the residence of said plaintiff in said case, and it shall be the duty of the Insurance Commissioner immediately to appoint some resident of said county to accept service of process in all cases in the name of the said corporation, society or association; and the said service, when so made, shall be deemed and held and accepted by said corporation, society or association to be legal personal service and binding, the same as if made upon any agent or officer of said society or corporation; *provided*, that the said party or his attorney shall, twenty days before the appearance term for said suit or action, cause to be sent to the Insurance Commissioner a copy of the petition. When such service has been made upon such attorney for service on any such corporation, society or association, and copy of same has been forwarded to said Commissioner as hereinbefore provided, it shall be the duty of said Insurance Commissioner immediately to notify the said corporation, society or association of such service by letter, enclosing copy of said petition, together with process filed in said case, prepaid and directed to the secretary or its corresponding officer.

Illinois1855**112 Ill. Comp. Stat. § 68 (1855).**

(68.) SEC. I. *Be it enacted by the People of the State of Illinois, represented in the General Assembly, That it shall not be lawful for any agent or agents of any insurance company, incorporated by any other State than the State of Illinois, directly or indirectly, to take risks or transact any business of insurance in this State, without first producing a certificate of authority from the auditor of State; and before obtaining such certificate, such agent or agents shall furnish the said auditor with a statement, under the oath of the president or secretary of the company for which he or they may act, which statement shall show, . . .*

Which statement shall be filed in the office of said auditor, together with a written instrument, under the seal of the company, signed by the president and secretary, authorizing such agent to acknowledge service of process, for and in behalf of such company, consenting that service of process upon such agent shall be taken and held to be as valid as if served upon the company, according to the laws of this State or any other State, and waiving all claim of error, by reason of such service. And no insurance company, or agent or agents of any insurance company incorporated by any other State, shall transact any business of insurance in this State, unless such company is possessed of at least one hundred thousand dollars of actual capital, invested in stocks of at least par value, or in bonds or mortgages of real estate, with double the amount for which the same is mortgaged. And upon the filing of

the aforesaid statement and instrument with the auditor of State, and furnishing him with satisfactory evidence of such investment, as aforesaid, it shall be the duty of said auditor to issue a certificate thereof, with authority to transact business of insurance, to the agent or agents applying for the same.

(68.) SEC. I. *Be it enacted by the People of the State of Illinois, represented in the General Assembly,* That it shall not be lawful for any agent or agents of any insurance company, incorporated by any other State than the State of Illinois, directly or indirectly, to take risks or transact any business of insurance in this State, without first producing a certificate of authority from the auditor of State; and before obtaining such certificate, such agent or agents shall furnish the said auditor with a statement, under the oath of the president or secretary of the company for which he or they may act, which statement shall show,

- 1st. The name and locality of the company.
- 2nd. The amount of its capital stock.
- 3rd. The amount of capital stock paid up.
- 4th. The assets of the company, including, 1. The amount of cash on hand, and in the hands of agents or other persons; 2. The real estate unencumbered; 3. The bonds owned by the company, and how they are secured, with the rate of interest thereon; 4. Debts of the company, secured by mortgage; 5. Debts otherwise secured; 6. Debts for premiums; 7. All other securities.
- 5th. The amount of liabilities, due or not due, to banks or other creditors, by the company.
- 6th. Losses adjusted and due.
- 7th. Losses adjusted and not due.
- 8th. Losses unadjusted.
- 9th. Losses in suspense, waiting for further proof.
- 10th. All other claims against the company.
- 11th. The greatest amount insured in any one risk.
- 12th. The greatest amount allowed by the rules of the company to be insured in any one city, town or village.
- 13th. The greatest amount allowed to be insured in any one block.
- 14th. The act of incorporation of such company.

Which statement shall be filed in the office of said auditor, together with a written instrument, under the seal of the company, signed by the president and secretary, authorizing such agent to acknowledge service of process, for and in behalf of such company, consenting that service of process upon such agent shall be taken and held to be as valid as if served upon the company, according to the laws of this State or any other State, and waiving all claim of error, by reason of such service. And no insurance company, or agent or agents of any insurance company incorporated by any other State, shall transact any business of insurance in this State, unless such company is possessed of at least one hundred thousand dollars of actual capital, invested in stocks of at least par value, or in bonds or mortgages of real estate, with double the amount for which the same is mortgaged. And upon the filing of the aforesaid statement and instrument with the auditor of State, and furnishing him with satisfactory evidence of such investment, as aforesaid, it shall be the duty of said auditor to issue a certificate thereof, with authority to transact business of insurance, to the agent or agents applying for the same.

1874

73 Ill. Comp. Stat. 22 (1874).

2-. FOREIGN COMPANIES—AGENT—SERVICE OF PROCESS.] § 22. It shall not be lawful for any insurance company, association, or partnership incorporated by or organized under the laws of any other state of the United States, or any foreign government, for any of the purposes specified in this act, directly or indirectly, to take risks or transact any business of insurance in this state unless possessed of the amount of actual capital required of similar companies formed under the provisions of this act; and any such company desiring to transact any such business, as aforesaid, by any agent or agents in this state, shall first appoint an attorney in this state on whom process of law can be served, and file in the office of the auditor of public accounts a written instrument, duly signed and sealed, certifying such appointment, which shall continue until another attorney be substituted; and any process issued by any court of record in this state, and served upon such attorney by the proper officer of the county in which such attorney may reside or may be found, shall be deemed a sufficient service of process upon such company, but service of process upon such company may also be made in any other manner provided by law.

SERVICE AFTER COMPANY STOPS BUSINESS.] In case any insurance company, not incorporated in this state, shall cease to transact business in this state, according to the laws thereof, the agents last designated, or acting as such for such corporation, shall be deemed to continue agents for such corporation for the purpose of serving process for commencing action upon any policy or liability issued or contracted while such corporation

transacted business in this state; and service of such process, for the causes aforesaid, upon any such agent, shall be deemed a valid personal service upon such corporation.

22. FOREIGN COMPANIES—AGENT—SERVICE OF PROCESS.] § 22. It shall not be lawful for any insurance company, association, or partnership incorporated by or organized under the laws of any other state of the United States, or any foreign government, for any of the purposes specified in this act, directly or indirectly, to take risks or transact any business of insurance in this state unless possessed of the amount of actual capital required of similar companies formed under the provisions of this act; and any such company desiring to transact any such business, as aforesaid, by any agent or agents in this state, shall first appoint an attorney in this state on whom process of law can be served, and file in the office of the auditor of public accounts a written instrument, duly signed and sealed, certifying such appointment, which shall continue until another attorney be substituted; and any process issued by any court of record in this state, and served upon such attorney by the proper officer of the county in which such attorney may reside or may be found, shall be deemed a sufficient service of process upon such company, but service of process upon such company may also be made in any other manner provided by law.

SERVICE AFTER COMPANY STOPS BUSINESS.] In case any insurance company, not incorporated in this state, shall cease to transact business in this state, according to the laws thereof, the agents last designated, or acting as such for such corporation, shall be deemed to continue agents for such corporation for the purpose of serving process for commencing action upon any policy or liability issued or contracted while such corporation transacted business in this state; and service of such process, for the causes aforesaid, upon any such agent, shall be deemed a valid personal service upon such corporation.

1874

110 Ill. Comp. Stat. §§ 2-3 (1874).

2. WHERE SUITS BROUGHT.] § 2. It shall not be lawful for any plaintiff to sue any defendant, out of the county where the latter resides or may be found, except in local actions, and except that in every species of personal actions in law, when there is more than one defendant, the plaintiff commencing his action where either of them resides may have his writ or writs issued, directed to any county or counties where the other defendant, or either of them, may be found: Provided, that if a verdict shall not be found, or judgment rendered against the defendant or defendants, resident in the county where the action is commenced, judgment shall not be rendered against those defendants who do not reside in the county, unless

they appear and defend the action. Actions against a railroad company may be brought in the county where its principal office is located, or in the county where the cause of action accrued, or in any county into or through which its road may run. [As amended by act approved February 12, 1874; in force July 1, 1874. R. S. 1845, p. 413, § 2; L. 1861, p. 180, § 1.

3. WHEN SUITS BROUGHT AGAINST INSURANCE COMPANIES.] § 1. The circuit court of the county wherein the plaintiff or complainant may reside shall have jurisdiction of all actions hereafter to be commenced by any individual against any fire or life insurance company, either incorporated by any law of this state or doing business in this state. And all process issued in any cause commenced in the county wherein the plaintiff may reside, wherein an individual may be plaintiff or complainant, and any such company defendant, may be directed to any county of this state for service and return.

*

2. WHERE SUITS BROUGHT.] § 2. It shall not be lawful for any plaintiff to sue any defendant, out of the county where the latter resides or may be found, except in local actions, and except that in every species of personal actions in law, when there is more than one defendant, the plaintiff commencing his action where either of them resides may have his writ or writs issued, directed to any county or counties where the other defendant, or either of them, may be found: *Provided*, that if a verdict shall not be found, or judgment rendered against the defendant or defendants, resident in the county where the action is commenced, judgment shall not be rendered against those defendants who do not reside in the county, unless they appear and defend the action. Actions against a railroad company may be brought in the county where its principal office is located, or in the county where the cause of action accrued, or in any county into or through which its road may run. [As amended by act approved February 12, 1874; in force July 1, 1874. R. S. 1845, p. 413, § 2; L. 1861, p. 180, § 1.

3. WHEN SUITS BROUGHT AGAINST INSURANCE COMPANIES.] § 1. The circuit court of the county wherein the plaintiff or complainant may reside shall have jurisdiction of all actions hereafter to be commenced by any individual against any fire or life insurance company, either incorporated by any law of this state or doing business in this state. And all process issued in any cause commenced in the county wherein the plaintiff may reside, wherein an individual may be plaintiff or complainant, and any such company defendant, may be directed to any county of this state for service and return.*

1899

32 Ill. Comp. Stat. § 67b (1899).

67b. TO HAVE AN OFFICE IN THIS STATE—WHAT BUSINESS IT MAY TRANSACT.] § 2. Every corporation for pecuniary profit formed in any other State, territory or country, before it shall be authorized or permitted to transact business in this State, or to continue business therein, if already established, shall designate some person as its agent or representative in this State on whom service of legal process may be had if desired; shall have and maintain a public office or place in this State for the transaction of its business, and where proper books shall be kept to enable such corporation to comply with the constitutional and statutory provisions governing such corporation; and such corporation shall be subjected to all liabilities, restrictions and duties which are or may be imposed upon corporations of like character organized under the general laws of this State, and shall have no other or greater powers. And no foreign corporation established or maintained in any way for pecuniary profit of its stockholders or members shall engage in any business other than that expressly authorized in its charter, or the laws of this State under which it may come, nor shall it hold any real estate except such as may be necessary and proper for carrying on its legitimate business. And no corporation incorporated under the laws of any other State, territory or country, doing business in this State, shall be permitted to mortgage, pledge or otherwise encumber its real or personal property situated in this State to the injury or exclusion of any citizen or corporation of this State who is a creditor of such foreign corporation. And no mortgage by any foreign corporation, except railroad and telegraph companies, given to secure

any debt created in any other State, shall take effect as against any citizen or corporation of this State until all its liabilities due to any person or corporation in this State at the time of recording such mortgage have been paid and extinguished.

§ 1. *Be it enacted by the People of the State of Illinois represented in the General Assembly:* That an act entitled, "An act to require every foreign corporation doing business in this State to have a public office or place in this State at which to transact its business, subjecting it to a certain condition, and requiring it to file its articles or charter of incorporation with the Secretary of State, and to pay certain taxes and fees thereon," be and the same is hereby amended to read as follows:

67b. TO HAVE AN OFFICE IN THIS STATE—WHAT BUSINESS IT MAY TRANSACT.]
 § 2. Every corporation for pecuniary profit formed in any other State, territory or

country, before it shall be authorized or permitted to transact business in this State, or to continue business therein, if already established, shall designate some person as its agent or representative in this State on whom service of legal process may be had if desired; shall have and maintain a public office or place in this State for the transaction of its business, and where proper books shall be kept to enable such corporation to comply with the constitutional and statutory provisions governing such corporation; and such corporation shall be subjected to all liabilities, restrictions and duties which are or may be imposed upon corporations of like character organized under the general laws of this State, and shall have no other or greater powers. And no foreign corporation established or maintained in any way for pecuniary profit of its stockholders or members shall engage in any business other than that expressly authorized in its charter, or the laws of this State under which it may come, nor shall it hold any real estate except such as may be necessary and proper for carrying on its legitimate business. And no corporation incorporated under the laws of any other State, territory or country, doing business in this State, shall be permitted to mortgage, pledge or otherwise encumber its real or personal property situated in this State to the injury or exclusion of any citizen or corporation of this State who is a creditor of such foreign corporation. And no mortgage by any foreign corporation, except railroad and telegraph companies, given to secure any debt created in any other State, shall take effect as against any citizen or corporation of this State until all its liabilities due to any person or corporation in this State at the time of recording such mortgage have been paid and extinguished.

Indiana

1852

Ind. Code. §§ 25-1 to 25-6 (1852).

SECTION 1. *Be it enacted by the General Assembly of the State of Indiana*, That agents of corporations, not incorporated or organized in this State, before entering upon the duties of their agency in this State, shall deposit in the clerk's office of the county where they propose doing business therefor, the power of attorney, commission, appointment, or other authority under or by virtue of which they act as agents.

SEC. 2. Said agents shall procure from such corporations, and file with the clerk of the circuit court of the county where they propose doing business, before commencing the duties thereof, a duly authenticated order, resolution, or other sufficient authority of the board of directors or managers of such corporations, authorizing citizens or residents of this State, having a claim or demand against such corporation arising out of any transaction in this State with such agents, to sue for and maintain an action in respect to the same in any court of this State, of competent jurisdiction, and further authorizing service of process in such action on such agent to be valid service on such corporation, and that such service shall authorize judgment and all other proceedings against such corporation.

SEC. 3. The service of process on such agents in actions commenced against such corporation, shall be deemed a service on the corporation, and shall authorize the same proceedings as in other cases.

Agents of foreign corporations to deposit evidence of their authority in clerk's office. SECTION 1. *Be it enacted by the General Assembly of the State of Indiana,* That agents of corporations, not incorporated or organized in this State, before entering upon the duties of their agency in this State, shall deposit in the clerk's office of the county where they propose doing business therefor, the power of attorney, commission, appointment, or other authority under or by virtue of which they act as agents.

Agents to file with clerk the authority of the company to authorize process to be served on them, &c. SEC. 2. Said agents shall procure from such corporations, and file with the clerk of the circuit court of the county where they propose doing business, before commencing the duties thereof, a duly authenticated order, resolution, or

other sufficient authority of the board of directors or managers of such corporations, authorizing citizens or residents of this State, having a claim or demand against such corporation arising out of any transaction in this State with such agents, to sue for and maintain an action in respect to the same in any court of this State, of competent jurisdiction, and further authorizing service of process in such action on such agent to be valid service on such corporation, and that such service shall authorize judgment and all other proceedings against such corporation.

SEC. 3. The service of process on such agents in actions commenced against such corporation, shall be deemed a service on the corporation, and shall authorize the same proceedings as in other cases.

SEC. 4. Such foreign corporations shall not enforce in any courts of this State, any contracts made by their agents or by persons assuming to act as their agents, before a compliance by such agents, or persons acting as such, with the provisions of sections one and two of this act.

SEC. 5. Any person who shall directly or indirectly receive or transmit money or other valuable thing to or for the use of such corporations, or who shall in any manner make or cause to be made, any contract, or transact any business for or on account of any such foreign corporations, shall be deemed an agent of such corporation, and be subject to the provisions of this act relating to agents of foreign corporations.

SEC. 6. The foregoing section shall not apply to persons acting as agents for foreign corporations for a special or temporary purpose, or for purposes not within the ordinary business of such corporations, nor shall it apply to attorneys at law as such.

SEC. 7. Any person acting as agent of foreign corporations as aforesaid, neglecting or refusing to comply with the foregoing provisions as to agents, shall, upon presentment or indictment, be fined in any sum not less than fifty dollars.

1852**Ind. Code § 54-56 (1852).**

Sec. 56. Every person who shall undertake to act as an insurance agent for any company not incorporated under the laws of this State, shall first deposit with the recorder of the county in which he proposes to establish his agency, an authenticated copy of a resolution or order of the board of directors of such company, authorizing any citizen or resident of Indiana, having a claim growing out of a contract of insurance made with such agent therein, to sue for the same in any court of this State, and consenting that service of process on such agent shall have the same force and effect as if served upon the president and directors of such company; and he shall also file an authenticated copy of his commission or power of attorney under which he claims to act as such agent; and any insurance made, or procured to be made by such agent, or person acting in behalf, or as the medium of any foreign insurance company, contrary to the provisions of this section, shall be void.

Agent of foreign company. Sec. 56. Every person who shall undertake to act as an insurance agent for any company not incorporated under the laws of this State, shall first deposit with the recorder of the county in which he proposes to establish his agency, an authenticated copy of a resolution or order of the board of directors of such company, authorizing any citizen or resident of Indiana, having a claim growing out of a contract of insurance made with such agent therein, to sue for the same in any court of this State, and consenting that service of process on such agent shall have the same force and effect as if served upon the president and directors of such company; and he shall also file an authenticated copy of his commission or power of attorney under which he claims to act as such agent; and any insurance made, or procured to be made by such agent, or person acting in behalf, or as the medium of any foreign insurance company, contrary to the provisions of this section, shall be void.

Sec. 57. That all special acts of incorporation for insurance companies heretofore enacted and under which no such company has been organized, nor measures taken to effect an organization under the same, be and they are hereby repealed.

1877

Ind. Code § 32-3765 (1877).

3765. Of other States. It shall not be lawful for any agent or agents of any insurance company incorporated by any other State than the State of Indiana, directly or indirectly, to take risks or transact any business of insurance in this State, without first producing a certificate of authority from the Auditor of State; and, before obtaining such certificate, such agent or agents shall furnish the said Auditor with a statement, under oath, of the president or the secretary of the company for which he or they may act, Which statement shall be filed in the office of said Auditor, together with a written instrument, under the seal of the company, signed by the president and secretary, authorizing such agent to acknowledge service of process for and in behalf of such company, consenting that service of process upon such agent shall be taken and held to be as valid as if served upon the company according to the laws of this State or

any other State, and waiving all claim of error by reason of such service.

3765. Of other States. 1. It shall not be lawful for any agent or agents of any insurance company incorporated by any other State than the State of Indiana, directly or indirectly, to take risks or transact any business of insurance in this State, without first producing a certificate of authority from the Auditor of State; and, before obtaining such certificate, such agent or agents shall furnish the said Auditor with a statement, under oath, of the president or the secretary of the company for which he or they may act, which statement shall show —

First. The name and locality of the company.

Second. The amount of its capital-stock.

Third. The amount of its capital-stock paid up.

Fourth. The assets of the company; including, 1st, The amount of cash on hand, and in the hands of agents or other persons; 2d, The real estate unincumbered; 3d, The bonds owned by the company, and how they are secured, with the rate of interest thereon; 4th, Debts to the company secured by mortgage; 5th, Debts otherwise secured; 6th, Debts for premiums; 7th, All other securities.

Fifth. The amount of liabilities, due or not due, to banks or other creditors, by the company.

Sixth. Losses adjusted, and due.

Seventh. Losses adjusted, and not due.

Eighth. Losses unadjusted.

Ninth. Losses, in suspense, waiting for further proof.

Tenth. All other claims against the company.

Eleventh. The greatest amount insured in any one risk.

Twelfth. The greatest amount allowed by the rules of the company to be insured in any one city, town, or village.

Thirteenth. The greatest amount allowed to be insured in any one block.

Fourteenth. The Act of incorporation of such company.

Which statement shall be filed in the office of said Auditor, together with a written instrument, under the seal of the company, signed by the presi-

dent and secretary, authorizing such agent to acknowledge service of process for and in behalf of such company, consenting that service of process upon such agent shall be taken and held to be as valid as if served upon the company according to the laws of this State or any other State, and waiving all claim of error by reason of such service. And no insurance company or agent, or agents of any insurance company incorporated by any other State, shall transact any business of insurance in this State, unless such company is possessed of at least two hundred thousand dollars of actual capital, invested in the stocks or bonds of some one or more of the States of this Union, or of the United States; or bonds of some one or more of the counties, cities, or towns of this State, at the current market value thereof at the date of such statement; or in bonds or mortgages of real estate worth double the amount for which the same is mortgaged, and free from any prior incumbrance. And upon the filing of the aforesaid statement and instrument with the Auditor of State, and furnishing him with satisfactory evidence of such investment, as aforesaid, it shall be the duty of said Auditor to issue a certificate thereof, with authority to transact the business of insurance, to the agent or agents applying for the same. Said statement, instrument, and evidence shall be renewed, semi-annually, in the months of January and July of each year. The Auditor of State, on being satisfied that the capital, securities, and investments remain secure, as at first, shall furnish a renewal of certificate as aforesaid; and the agent or agents obtaining such certificate shall file the same, together with a certified copy of the statement on which it was obtained, in the office of the Clerk of the Circuit Court of the county in which such agency is established; both of which documents shall be carefully preserved for public inspection by said Clerk, and noted in the vacation entries of the order-book of such Court,

First. The name of the company.

Second. The name of the agent.

Third. The date of filing such documents.

When so noted, said Clerk shall index the same in said order-book. For which filing, noting, and indexing, such Clerk shall receive, from such company, the sum of fifty cents. And the entry, when so made in such order-book, shall be conclusive evidence in any suit against such company, of the facts therein noted, including the authority of the agent named to act for such company. And the Auditor shall cause a copy of such semi-annual statement to be published in the two leading daily newspapers of the State having the largest general circulation therein: *Provided*, That not more than one dollar per square shall be paid for each one of said publications, the expense thereof to be paid by the company; *And Provided*, That the provisions of this section shall not be construed to extend to, include, or embrace horse-insurance and detective companies insuring against thieves.

Iowa

1851

Iowa Code § 101.1705 (1851).

1705. When a corporation, company, or individual has an office or agency in any county for the transaction of business, any suits growing out of or connected with the business of that office or agency may be brought in the county where such office or agency is located as though the principal resided therein, and service on any agent or clerk employed in such office or agency shall be sufficient service upon the principal.

Agencies. 1705. When a corporation, company, or individual has an office or agency in any county for the transaction of business, any suits growing out of or connected with the business of that office or agency may be brought in the county where such office or agency is located as though the principal resided therein, and service on any agent or clerk employed in such office or agency shall be sufficient service upon the principal.

1851

Iowa Code § 134.2517 (1851).

2517. No corporation is subject to the jurisdiction of a court of this state unless it appears in the court, or has been created by or under the laws of this state, or has an agency established herein for the transaction of some portion of its business, or has property herein, and in the last case only to the extent of such property.

Corporations
subject to
laws.

2517. No corporation is subject to the jurisdiction of a court of this state unless it appears in the court, or has been created by or under the laws of this state, or has an agency established herein for the transaction of some portion of its business, or has property herein, and in the last case only to the extent of such property.

1857

1857 Iowa Acts 203.

SEC. 1750. (5.) That it shall not be lawful for any agent or agents of any insurance company, incorporated by any other state than the state of Iowa, directly or indirectly to take risks, or transact any business of insurance in this state, without first procuring a certificate of authority from the auditor of state, and before obtaining such certificate, such agent or agents shall furnish the auditor with a statement, under oath, of the president or secretary of the company, from which he or they may act, which statement shall show, . . .

14. The act of incorporation of such company, which statement shall be filed in the office of said auditor, together with a written instrument, under the seal of the company, signed by the president and secretary, authorizing such agent to acknowledge service of process for and in behalf of such company, consenting that service of process upon such agent shall be taken and held to be as valid as if served upon the company, according to the laws of this state, or any other state, and waiving all claims of errors by reason of such service, and no insurance company, or agents of any insurance company, incorporated by any other state, shall transact any business of insurance in this state, unless such company is possessed of at least one hundred thousand dollars of actual capital, invested in stocks of at least par value, or in

bonds, or mortgages on real estate, worth double the amount for which the same is mortgaged, and upon filing the aforesaid statement and instrument with the auditor of state, and furnishing him with satisfactory evidence of such instrument as aforesaid, it shall be the duty of said auditor to issue a certificate thereof, with authority to transact business of insurance to the agent or agents applying for the same.

Foreign companies. SEC. 1750. (5.) That it shall not be lawful for any agent or agents of any insurance company, incorporated by any other state than the state of Iowa, directly or indirectly to take risks, or transact any business of insurance in this state, without first procuring a certificate of authority from the auditor of state, and before obtaining such certificate, such agent or agents shall furnish the auditor with a statement, under oath, of the president or secretary of the company, from which he or they may act, which statement shall show,

Certificate from auditor.

Statement to auditor.

1. The name and locality of the company.
2. The amount of its capital stock.
3. The amount of its capital stock paid up.
4. The assets of the company, including,
 1. The amount of cash on hand, and in the hands of agents or other persons.
 2. The real estate unincumbered.
 3. The lands owned by the company, and how they are secured, with the rate of interest thereon.

4. Debts of the company secured by mortgage.
5. Debts otherwise secured.
6. Debts for premiums.
7. All other securities.
5. The amounts of liabilities due or not due to banks or other creditors by the company.
6. Losses adjusted and due.
7. Losses adjusted and not due.
8. Losses unadjusted.
9. Losses in suspense, waiting for further proof.
10. All other claims against the company.
11. The greatest amount insured by any one risk.
12. The greatest amount allowed in the rules of the company to be insured in any one city, town or village.
13. The greatest amount allowed to be insured in any one block.
14. The act of incorporation of such company, which statement shall be filed in the office of said auditor, together with a written instrument, under the seal of the company, signed by the president and secretary, authorizing such agent to acknowledge service of process for and in behalf of such company, consenting that service of process upon such agent shall be taken and held to be as valid as if served upon the company, according to the laws of this state, or any other state, and waiving all claims of errors by reason of such service, and no insurance company, or agents of any insurance company, incorporated by any other state, shall transact any business of insurance in this state, unless such company is possessed of at least one hundred thousand dollars of actual capital, invested in stocks of at least par value, or in bonds, or mortgages on real estate, worth double the amount for which the same is mortgaged, and upon filing the aforesaid statement and instrument with the auditor of state, and furnishing him with satisfactory evidence of such instrument as aforesaid, it shall be the duty of said auditor to issue a certificate thereof, with authority to transact business of insurance to the agent or agents applying for the same.

Act of incorporation.

Authority of agent.

Amount of capital
Character and value of stock.

Duty of auditor.

1860

Iowa Code § 120.2827 (1860).

SEC. 2827. When a corporation, company, or individual, has, for the transaction of any business, an office or agency in any county, other than that in which the principal resides, service may be made on any agent or clerk employed in such office or agency, in all actions growing out of, or connected with, the business of that office or agency.

Service on agent SEC. 2827. When a corporation, company, or individual, has, for the transaction of any business, an office or agency in any county, other than that in which the principal resides, service may be made on any agent or clerk employed in such office or agency, in all actions growing out of, or connected with, the business of that office or agency.

1873**Iowa Code § 5.1165 (1873).**

SEC. 1165. Such company shall also appoint an attorney or agent in each county in this state, in which the company has an agency, on whom process of law can be served, and such company shall file with the auditor of state a certified copy of the charter or articles of incorporation of said company, and also a certified copy of the certificate of appointment of such agent, or agents, which appointment shall continue until another agent or attorney be substituted. And in case any such insurance corporation shall cease to transact business in this state according to the laws thereof, the agents last designated, or acting as such for such corporation, shall be deemed to continue agents for such corporation for the purpose of serving process for commencing actions upon any policy or liability issued or contracted while such corporation transacted business in this state; and service of such process for the causes aforesaid upon any such agent, shall be deemed a valid personal service upon such corporation, and such company shall also file a statement of its condition and affairs in the office of the auditor of state, in the same form and manner required for the annual statements of similar companies organized under the laws of this state.

SEC. 1165. Such company shall also appoint an attorney or agent in each county in this state, in which the company has an agency, on whom process of law can be served, and such company shall file with the auditor of state a certified copy of the charter or articles of incorporation of said company, and also a certified copy of the certificate of appointment of such agent, or agents, which appointment shall continue until another agent or attorney be substituted. And in case any such insurance corporation shall cease to transact business in this state according to the laws thereof, the agents last designated, or acting as such for such corporation, shall be deemed to continue agents for such corporation for the purpose of serving process for commencing actions upon any policy or liability issued or contracted while such corporation transacted business in this state; and service of such process for the causes aforesaid upon any such agent, shall be deemed a valid personal service upon such corporation, and such company shall also file a statement of its condition and affairs in the office of the auditor of state, in the same form and manner required for the annual statements of similar companies organized under the laws of this state.

Must appoint agent upon whom legal process can be served. Same, § 5.

1886

Iowa Code Ann. § 65.13 (1886).

SEC. 13. [**Foreign companies.**]**—**Any foreign corporation or association organized under the laws of any other state to carry on the business of insuring the lives of individuals or of furnishing benefits to the widows, orphans, heirs or legatees of deceased members, or of paying accident indemnity, or surrender value of certificate of insurance upon the mutual assessment plan, may be licensed by the auditor to do business in this state by complying with the following conditions, to-wit: . . . Such foreign corporation or association shall also designate to the said auditor an attorney or agent residing in this state on whom service of process or original notice may be made; and in the event of a failure to appoint or designate such attorney, such service may be made upon the auditor who shall at once notify said company by mailing a copy of said notice to the secretary of said corporation or association, directed to his last known post office address. Any action commenced in this state by service upon such attorney or auditor may

be commenced in the county of the plaintiff's residence, regardless of the residence of said attorney or auditor, and every corporation or association coming into this state shall file with the auditor of state a contract or agreement that it will not transfer any action commenced against it in any court of this state to the United States courts, which contract shall contain the provision that if such transfer is made to the United States courts, the certificate of authority issued by said auditor to do business shall be revoked or cancelled, and it shall be the duty of the auditor to promptly revoke the certificate of such corporation or association as soon as such transfer is made; and such corporation or association shall not be permitted to do business again within the state. . . .

Sec. 13. [Foreign companies.]—Any foreign corporation or association organized under the laws of any other state to carry on the business of insuring the lives of individuals or of furnishing benefits to the widows, orphans, heirs or legatees of deceased members, or of paying accident indemnity, or surrender value of certificate of insurance upon the mutual assessment plan, may be licensed by the auditor to do business in this state by complying with the following conditions, to-wit: Said corporation shall file with the auditor of state a copy of its charter or articles of incorporation duly certified by the proper officers of the state wherein organized, together with a copy of its by-laws, application, and policy or certificate of membership. It shall also file with said auditor a sworn statement, signed and verified by its president and secretary, which statement shall contain the name and location of the said corporation or association, its principal place of business, the name of its president, secretary and other principal officers, the number of certificates or policies in force, the aggregate amount insured thereby, the amount paid to beneficiaries in event of death or accident, the amount collected of each member on each assessment, and the purpose for which assessments are made and the authority under which they are made; the amount paid on the last death loss and the date thereof, the amount of cash or other assets owned by the company and association and how invested; and any information which the auditor may require. All said statements and papers thus filed shall show that death or surrender value of certificate of insurance or accident indemnity is in the main provided for by

assessments upon or contributions by surviving members of such corporation or association, and shall show to the satisfaction of said auditor that said corporation or association is legally organized and honestly managed, and that an ordinary assessment upon its members or other regular contribution to its mortuary fund is sufficient to pay its maximum certificate to the full limit named therein. Such foreign corporation or association shall also designate to the said auditor an attorney or agent residing in this state on whom service of process or original notice may be made; and in the event of a failure to appoint or designate such attorney, such service may be made upon the auditor who shall at once notify said company by mailing a copy of said notice to the secretary of said corporation or association, directed to his last known post office address. Any action commenced in this state by service upon such attorney or auditor may be commenced in the county of the plaintiff's residence, regardless of the residence of said attorney or auditor, and every corporation or association coming into this state shall file with the auditor of state a contract or agreement that it will not transfer any action commenced against it in any court of this state to the United States courts, which contract shall contain the provision that if such transfer is made to the United States courts, the certificate of authority issued by said auditor to do business shall be revoked or cancelled, and it shall be the duty of the auditor to promptly revoke the certificate of such corporation or association as soon as such transfer is made; and such corporation or association shall not be permitted to do business again within the state. Upon complying with the provisions of this section, and upon

1897

Iowa Code Ann. § 1.1637 (1897).

SEC. 1637. Foreign corporation—filing articles—process. Any corporation for pecuniary profit, other than for carrying on mercantile or manufacturing business, organized under the laws of another state, or of any territory of the United States, or of any foreign country, which has transacted business in the state of Iowa since the first day of September, 1886, or desires hereafter to transact business in this state, and which has not a permit to do such business, shall file with the secretary of state a certified copy of its articles of incorporation, duly attested, accompanied by a resolution of its board of directors or stockholders authorizing the filing thereof, and also authorizing service of process to be made upon any of its officers or agents in this state engaged in transacting its business, and requesting the issuance to such corporation of a permit to transact business in this state; said application to contain a stipulation that such

permit shall be subject to the provisions of this chapter. .

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SEC. 1637. Foreign corporation—filing articles—process. Any corporation for pecuniary profit, other than for carrying on mercantile or manufacturing business, organized under the laws of another state, or of any territory of the United States, or of any foreign country, which has transacted business in the state of Iowa since the first day of September, 1886, or desires hereafter to transact business in this state, and which has not a permit to do such business, shall file with the secretary of state a certified copy of its articles of incorporation, duly attested, accompanied by a resolution of its board of directors or stockholders authorizing the

filing thereof, and also authorizing service of process to be made upon any of its officers or agents in this state engaged in transacting its business, and requesting the issuance to such corporation of a permit to transact business in this state; said application to contain a stipulation that such permit shall be subject to the provisions of this chapter. Before such permit is issued, the said corporation shall pay to the secretary of state the same fee required for the organization of corporations in this state, and if the capital of such corporation is increased, it shall pay the same fee as is in such event required of corporations organized under the law of this state. Any corporation transacting business in this state prior to the first day of September, 1886, shall be exempt from the payment of the fees required under the provisions of this section. The secretary of state shall thereupon issue to such corporation a permit, in such form as he may prescribe, for the transaction of the business of such corporation, and upon the receipt of such permit said corporation shall be permitted and authorized to conduct and carry on its business in this state. Nothing in this section shall be construed to prevent any foreign corporation from buying, selling and otherwise dealing in notes, bonds, mortgages and other securities. [21 G. A., ch. 76, § 1.]

Kansas

1868

Kan. Stat. Ann. § 81-15 (1868).

SEC. 15. When the defendant is a foreign corporation, having a managing agent in this state, the service may be upon such agent.

SEC. 15. When the defendant is a foreign corporation, ^{On foreign corporation.} having a managing agent in this state, the service may be upon such agent.

1868

Kan. Stat. Ann. § 80-53 (1868).

SEC. 53. An action, other than one of those mentioned in the first three sections of this article, against a non-resident of this state or a foreign corporation, may be brought in any county in which there may be property of, or debts owing to, said defendant, or where said defendant may be found; but if said defendant be a foreign insurance company, the action may be brought in any county where the cause, or some part thereof, arose.

Against non-resident. SEC. 53. An action, other than one of those mentioned in the first three sections of this article, against a non-resident of this state or a foreign corporation, may be brought in any county in which there may be property of, or debts owing to, said defendant, or where said defendant may be found ; but if said defendant be a foreign insurance company, the action may be brought in any county where the cause, or some part thereof, arose.

1868

Kan. Stat. Ann. §§ 23-103 to 23-104 (1868).

SEC. 103. No insurance corporation, created by or under the laws of any other state or territory, shall directly or indirectly take risks or transact any business of insurance in this state, without first obtaining a certificate of authority from the auditor of this state.

SEC. 104. Before obtaining such certificate, such insurance corporation, or its agent, shall furnish the auditor with a statement, under oath of the president and secretary of the corporation, showing: *Thirteenth*, The act or charter of incorporation of the corporation— which statement shall be filed in the office of the auditor, together with a written instrument, under the seal of the company, signed by the president and secretary, authorizing any agent or agents of such corporation in the state to acknowledge service of process for and in behalf of such company, consenting that service of process upon such agent shall be taken and held to be valid, as if served upon the company according to the laws of this state or any other state, and waiving all claim of error by reason of such service.

Must obtain certificate of authority.

SEC. 103. No insurance corporation, created by or under the laws of any other state or territory, shall directly or indirectly take risks or transact any business of insurance in this state, without first obtaining a certificate of authority from the auditor of this state.

Shall furnish statement, showing what statement and instrument authorizing agents to admit service of process shall be filed.

SEC. 104. Before obtaining such certificate, such insurance corporation, or its agent, shall furnish the auditor with a statement, under oath of the president and secretary of the corporation, showing: *First*, The name and location of the corporation. *Second*, The amount of its capital stock. *Third*, The amount of its capital stock paid up in money. *Fourth*, The assets of the corporation, including: 1st. The amount of cash on hand, and in the hands of agents and other persons. 2nd. The amount of its real estate unincumbered. 3rd. The bonds owned by the company, and how they are secured, with the rate of interest thereon. 4th. Debts due to the company, secured by mortgage. 5th. Debts otherwise secured. 6th. Debts for premiums. 7th. All other securities. *Fifth*, The amount of liabilities due or to become due to banks or other creditors by the corporation. *Sixth*, Losses adjusted and due. *Seventh*, Losses adjusted and not due. *Eighth*, Losses unadjusted. *Ninth*, Losses in suspense, awaiting proofs. *Tenth*, All other claims against the company. *Eleventh*, The greatest amount insured in any one risk. *Twelfth*, The greatest amount allowed by the rules of the company to be insured in any one risk. *Thirteenth*, The act or charter of incorporation of the corporation—which statement shall be filed in the office of the auditor, together with a written instrument, under the seal of the company, signed by the president and secretary, authorizing any agent or agents of such corporation in the state to acknowledge service of process for and in behalf of such company, consenting that service of process upon such agent shall be taken and held to be valid, as if served upon the company according to the laws of this state or any other state, and waiving all claim of error by reason of such service.

1876**Kan. Stat. Ann. §§ 50a-2152 to 50a-2153 (1876).**

(2452) § 58. **Foreign companies; capital required.]** § 58. It shall not be lawful for any person to act within this State, as agent or otherwise, in receiving, or procuring applications for insurance, or in any manner to aid in transacting business, for any life insurance company or association incorporated by, or organized under the laws of the United States, or any other State of the United States, or any foreign government, unless such company is possessed of the amount of capital, and of actual paid up capital required of life insurance companies formed under the laws of this State. [Id. § 58.]

(2453) § 59. **Consent of company to bringing of actions.]** § 59. No such company mentioned in the preceding section shall transact any such business unless it shall file in the insurance department its written consent, irreversible, that actions may be commenced against such company, in the proper court of any county in this State in which the cause of action shall arise, or in which the plaintiff may reside, by the service of process on the superintendent of insurance of this State, and stipulating and agreeing that such service shall be taken and held in all courts to be as valid and binding as if due service had been made upon the president and secretary of the company, authenticated by the seal of the corporation, and shall be accompanied by a duly certified copy of the order or resolution of the board of directors, trustees, or managers, authorizing the said president and secretary to execute the same. Actions against list any such insurance company may be brought in any county where the cause of action arose, or in which the plaintiff may reside. . . .

(2153) **§ 58. Foreign companies ; capital required.** § 58. It shall not be lawful for any person to act within this State, as agent or otherwise, in receiving or procuring applications for insurance, or in any manner to aid in transacting business, for any life insurance company or association incorporated by, or organized under the laws of the United States, or any other State of the United States, or any foreign government, unless such company is possessed of the amount of capital, and of actual paid up capital required of life insurance companies formed under the laws of this State. [Id. § 58.]

(2453) **§ 59. Consent of company to bringing of actions.** § 59. No such company mentioned in the preceding section shall transact any such business unless it shall file in the insurance department its written consent, irrevocable, that actions may be commenced against such company, in the proper court of any county in this State in which the cause of action shall arise, or in which the plaintiff may reside, by the service of process on the superintendent of insurance of this State, and stipulating and agreeing that such service shall be taken and held in all courts to be as valid and binding as if due service had been made upon the president and secretary of the company, authenticated by the seal of the corporation, and shall be accompanied by a duly certified copy of the order or resolution of the board of directors, trustees, or managers, authorizing the said president and secretary to execute the same. Actions against any such insurance company may be brought in any county where the cause of action arose, or in which the plaintiff may reside. The summons shall be directed to the superintendent of insurance, and shall require the defendant to answer by a certain day, not less than forty days from its date. Said summons shall be forthwith forwarded by the clerk of the court to the superintendent of insurance, who shall immediately forward a copy thereof to the secretary of the company sued, and another copy to the general agent for said company, if any such agent resides in this State; and thereupon said superintendent shall make return of said summons to the court whence it issued, showing the date of its receipt by him, the date of forwarding such copies, and the name and address of each person to whom he forwarded such copy. Such return shall be under his hand and seal of office, and shall have the same force and effect as a due and sufficient return made by the sheriff on process directed to him. The said superintendent shall keep a suitable record book, in which he shall docket every action commenced against insurance corporations, the time when commenced, the date and manner of service, also the date of the judgment, its amount and costs, and the date of payment thereof, which shall be certified from time to time by the clerk of the court. [L. 1875, ch. 112, § 5.]

1909

Kan. Stat. Ann. § 95-5667 (1909).

§ 5667. Additional method of service on foreign corporation. § 74. In addition to the methods of service of summons now provided by law upon corporations or joint-stock companies organized under the laws of any other state or country and doing business in this state, if such corporation or joint-stock company have no office or place of business within this state, and service cannot otherwise be had upon it within the state, service of summons upon such corporation or joint-stock company may be made in any county of this state by the delivery by the sheriff thereof of a copy of such summons to any officer, agent or employé thereof who may be found by such sheriff actually engaged in the business of such corporation or joint-stock company within his county.

§ 5667. Additional method of service on foreign corporation. § 74. In addition to the methods of service of summons now provided by law upon corporations or joint-stock companies organized under the laws of any other state or country and doing business in this state, if such corporation or joint-stock company have no office or place of business within this state, and service cannot otherwise be had upon it within the state, service of summons upon such corporation or joint-stock company may be made in any county of this state by the delivery by the sheriff thereof of a copy of such summons to any officer, agent or employé thereof who may be found by such sheriff actually engaged in the business of such corporation or joint-stock company within his county.

Kentucky1835**1835 Ky. Acts 268.**

SEC. 1. *Be it enacted by the General Assembly of the Commonwealth of Kentucky,* That service of process on the chief officer of any corporation created by any lawful authority within the United States, shall be as sufficient to authorize judgment by default, or a trial at the first term, as though such corporation were a natural person; and as to corporations where the chief officer of the same cannot be served with process, owing to the non-residence of the chief officer of the corporation, and such corporation shall have an agent or agency in this State, it shall be as sufficient service of process on such corporation to serve the process on the agent or chief officer of the agency, as though the service had been made on the chief officer of the corporation; and in the prosecution of any suit against any corporation, it shall be sufficient service of any notice to take depositions, and for other purposes in the progress of the suit, to serve the notice in like manner as the service of process is authorized.

SEC. 1. *Be it enacted by the General Assembly of the Commonwealth of Kentucky,* That service of process on the chief officer of any corporation created by any lawful authority within the United States, shall be as sufficient to authorize judgment by default, or a trial at the first term, as though such corporation were a natural person; and as to corporations where the chief officer of the same cannot be served with process, owing to the non-residence of the chief officer of the corporation, and such corporation shall have an agent or agency in this State, it shall be as sufficient service of process on such corporation to serve the process on the agent or chief officer of the agency, as though the service had been made on the chief officer of the corporation; and in the prosecution of any suit against any corporation, it shall be sufficient service of any notice to take depositions, and for other purposes in the progress of the suit, to serve the notice in like manner as the service of process is authorized.

Process against any corporation, may be served on the chief officer thereof.

When he is not in the State, the service may be on the agent, in this State, of the corporation.

1854

Ky. Code of Prac. in Civ. & Crim. Cases ch. 2, § 80 (1854).

§ 80. Where the defendant is a foreign corporation having an agent in this state, the service may be upon such agent.

§ 80. Where the defendant is a foreign corporation having an agent in this state, the service may be upon such agent.

1860**1860 Ky. Acts 686-87.**

SEC. VIII. Any person who shall set up, establish, carry on, or transact any business for any transportation or express company, not incorporated by the law of this state, without having obtained license, as by this act required, or who shall in any way violate the provisions of this act, shall be fined for every such offense not less than one hundred nor more than five hundred dollars, at the discretion of a jury, to be recovered as like fines in other cases; *Provided*, That it shall and may be lawful for any person who has a right of action that has accrued in this state against such foreign transportation or express company, to sue any such company, in any county in this state where its agent may be found; *Provided further*, That nothing contained in this act shall be construed to release said company from liability as common carriers.

Penalty for violation of this act.	SEC. VIII. Any person who shall set up, establish, carry on, or transact any business for any transportation or express company, not incorporated by the law of this state, without having obtained license, as by this act required, or who shall in any way violate the provisions of this act, shall be fined for every such offense not less than one hundred nor more than five hundred dollars, at the discretion of a jury, to be recovered as like fines in other cases; <i>Provided</i> , That it shall and may be lawful for any person who has a right of action that has accrued in this state against such foreign transportation or express company, to sue any such company, in any county in this state where its agent may be found; <i>Provided further</i> , That nothing contained in this act shall be construed to release said company from liability as common carriers.
Proviso.	in other cases; <i>Provided</i> , That it shall and may be lawful for any person who has a right of action that has accrued in this state against such foreign transportation or express company, to sue any such company, in any county in this state where its agent may be found; <i>Provided further</i> , That nothing contained in this act shall be construed to release said company from liability as common carriers.
Proviso.	That nothing contained in this act shall be construed to release said company from liability as common carriers.

1873**Ky. Rev. Stat. Ann. §§ 43.1-2 (1873).**

§1. Foreign corporations or persons, organized under charters granted by other States, who may hereafter engage in running and operating any of the railroads of this State, either in their own name or that of others, are permitted to do so upon the following conditions, viz: that such foreign corporations, within sixty days from the time of commencing business in this State, shall procure from the board of directors or managers of such corporation a duly authenticated order or resolution authorizing its agents to contract and be contracted with in the name of such corporation, and further agreeing that all citizens resident, and bodies-corporate of this State, having claims or demands against said corporation, may sue for, and prosecute to final judgment, all such matters in any of the courts of competent jurisdiction in any of the counties through which said road may be constructed, subject, however, to the same right of removal, by change of venue, to courts of other counties, as is or may be given to citizens of this State, which authority shall be put to record in the county court clerk's office of some one of the counties through which said road runs, a certified copy of which shall be competent evidence in any of the courts of this Commonwealth.

§ 2. Service of process upon such agent or agents shall be deemed a valid service upon such company.

§ 1. Foreign corporations or persons, organized under charters granted by other States, who may hereafter engage in running and operating any of the railroads of this State, either in their own name or that of others, are permitted to do so upon the following conditions, viz: that such foreign corporations, within sixty days from the time of commencing business in this State, shall procure from the board of directors or managers of such corporation a duly authenticated order or resolution authorizing its agents to contract and be contracted with in the name of such corporation, and further agreeing that all citizens resident, and bodies-corporate of this State, having claims or demands against said corpora-

Foreign corporations permitted to engage in railroad operations upon terms prescribed in this section.

What those conditions are.

tion, may sue for, and prosecute to final judgment, all such matters in any of the courts of competent jurisdiction in any of the counties through which said road may be constructed, subject, however, to the same right of removal, by change of venue, to courts of other counties, as is or may be given to citizens of this State, which authority shall be put to record in the county court clerk's office of some one of the counties through which said road runs, a certified copy of which shall be competent evidence in any of the courts of this Commonwealth.

What deemed sufficient service of process upon.

§ 2. Service of process upon such agent or agents shall be deemed a valid service upon such company.

1887

Ky. Rev. Stat. Ann. app. p. 29, §§ 34-35 (1887).

§ 34. It shall not be lawful for any person to act within this State as agent or otherwise, in receiving or procuring applications for assurance, or in any manner to aid in transacting the business referred to in the first section of this act, for any life assurance company or association incorporated by or organized under the laws of the United States or any other State of the United States, or any foreign government, unless such company is possessed of the amount of capital, and of actual paid-up capital, required of companies formed under the provisions of this act.

§ 35. No such company mentioned in the preceding section shall transact any such business in this State, by an agent, unless it shall first file with the Insurance Commissioner a written instrument or power of attorney, duly signed and sealed, authorizing any and every agent that is or may be acting for such company in this State to acknowledge service of process for and in behalf of such company in this State, and consenting that service of process on any such agent shall be taken and held to be as valid as if served upon the company, according to the laws of this or any other State; and that in case any such insurance company shall cease to transact business in this State, any person who acts as such agent shall be considered and held as continuing to be agent for such company, for the purpose of process, as aforesaid, in any action against the company upon any policy or liability issued or contracted during the time such company transacted business in this State. Service of process upon any such agent wherever found in this State shall be sufficient to give jurisdiction to the

proper court of the county where the cause of action may have arisen, or of the county of the residence of the assured when the suit shall be upon any policy relating to life insurance;

Companies other than Kentucky companies must have requisite capital. § 34. It shall not be lawful for any person to act within this State as agent or otherwise, in receiving or procuring applications for assurance, or in any manner to aid in transacting the business referred to in the first section of this act, for any life assurance company or association incor-

porated by or organized under the laws of the United States, or any other State of the United States, or any foreign government, unless such company is possessed of the amount of capital, and of actual paid-up capital, required of companies formed under the provisions of this act.

§ 35. No such company mentioned in the preceding section shall transact any such business in this State, by an agent, unless it shall first file with the Insurance Commissioner a written instrument or power of attorney, duly signed and sealed, authorizing any and every agent that is or may be acting for such company in this State to acknowledge service of process for and in behalf of such company in this State, and consenting that service of process on any such agent shall be taken and held to be as valid as if served upon the company, according to the laws of this or any other State; and that in case any such insurance company shall cease to transact business in this State, any person who acts as such agent shall be considered and held as continuing to be agent for such company, for the purpose of process, as aforesaid, in any action against the company upon any policy or liability issued or contracted during the time such company transacted business in this State. Service of process upon any such agent wherever found in this State shall be sufficient to give jurisdiction to the proper court of the county where the cause of action may have arisen, or of the county of the residence of the assured when the suit shall be upon any policy relating to life insurance; it shall be the duty of the clerk of the court in which suit may be brought against any such insurance company, at the commencement of the action, to place in the post-office a copy of the summons or other process, which may be issued in the cause, directed to the company, at the place of the location of its principal office, postage paid; and he shall make a note or memorandum thereof on the papers of the suit, and tax the costs, postage included, as other costs of the suit: *Provided*, That such notification by the clerk shall not affect the time of the trial of the cause. If any such insurance company shall without the consent of the other parties to any suit or proceeding against it, brought or to be brought, in any of the courts of this Commonwealth, remove the said suit or proceeding into any Federal Court, or if such company shall hereafter institute any suit or proceeding against any citizen of the Commonwealth in any Federal Court, it shall be the duty of the Auditor forthwith to revoke all authority to such company, and all its agents, to do business in this Commonwealth, and to publish such revocation in some newspaper published in this Commonwealth.

Company to file with Commissioner instrument authorizing their agent to acknowledge process for company, and such agent shall continue to act for company after same quits business.

Clerk to send copy of process to principal office.

If company institute suit in, or transfer suit to Federal court, Auditor is directed to revoke their authority.

1894

Ky. Rev. Stat. Ann. § 32.571 (1894).

§ 571. **Agent upon whom process may be executed to be located in State—penalty.** All corporations except foreign insurance companies formed under the laws of this or any other State, and carrying on any business in this State, shall at all times have one or more known places of business in this State, and an authorized agent or agents thereat, upon whom process can be served; and it shall not be lawful for any corporation to carry on any business in this State, until it shall have filed in the office of the Secretary of State a statement, signed by its president or secretary, giving the location of its office or offices in this State, and the name or names of its agent or agents thereat upon whom process can be served; and when any change is made in the location of its office or offices, or in its agent or agents, it shall at once file with the Secretary of State a statement of such change; and the former agent shall remain agent for the purpose of service until statement of appointment of the new agent is filed; and if any corporation fails to comply with the requirements of this section, such corporation, and any agent or employè of such corporation, who shall transact, carry on or conduct any business in this State, for it, shall be severally guilty of a misdemeanor, and fined not less than one hundred nor more than one thousand dollars for each offense. (*Statement to be recorded, sec. 877.*)

§ 571. Agent upon whom process may be executed to be located in State—penalty. All corporations except foreign insurance companies formed under the laws of this or any other State, and carrying on any business in this State, shall at all times have one or more known places of business in this State, and an authorized agent or agents thereat, upon whom process can be served; and it shall not be lawful for any corporation to carry on any business in this State, until it shall have filed in the office of the Secretary of State a statement, signed by its president or secretary, giving the location of its office or offices in this State, and the name or names of its agent or agents thereat upon whom process can be served; and when any change is made in the location of its office or offices, or in its agent or agents, it shall at once file with the Secretary of State a statement of such change; and the former agent shall remain agent for the purpose of service until statement of appointment of the new agent is filed; and if any corporation fails to comply with the requirements of this section, such corporation, and any agent or employe of such corporation, who shall transact, carry on or conduct any business in this State, for it, shall be severally guilty of a misdemeanor, and fined not less than one hundred nor more than one thousand dollars for each offense. Gen. # 194; And Act July 1, 63
(Statement to be recorded, sec. 877.)

Louisiana1877**1877 La. Acts 24.**

SECTION 1. That no insurance company organized under the laws of any other State, or any foreign government, shall, directly or indirectly, take risks or transact any business through an agent in this State until such insurance company shall have filed in the office of the Secretary of State a certified copy of the vote or resolution of the trustees, or directors of said company, appointing such agent to transact business and take risks, accompanied by a warrant of appointment under the official seal of the company, and signed by the President and Secretary. Such warrant shall continue valid and irrevocable until another agent shall be substituted, so that at all times, while any liability remains outstanding, there shall be within this State an agent or attorney aforesaid; and such warrant shall not be valid unless it contains a consent expressed that service of legal process, original mesne or final on such agent, shall be taken and held as valid as if served on the company, and that acknowledgment of service of such process by him, for or on behalf of such company, shall be obligatory on it, and that judgment recovered on such service or acknowledgment shall be conclusive evidence of the indebtedness of the company.

SECTION 1. That no insurance company organized under the laws of any other State, or any foreign government, shall, directly or indirectly, take risks or transact any business through an agent in this State until such insurance company shall have filed in the office of the Secretary of State a certified copy of the vote or resolution of the trustees, or directors of said company, appointing such agent to transact business and take risks, accompanied by a warrant of appointment under the official seal of the company, and signed by the President and Secretary. Such warrant shall continue valid and irrevocable until another agent shall be substituted, so that at all times, while any liability remains outstanding, there shall be within this State an agent or attorney aforesaid; and such warrant shall not be valid unless it contains a consent expressed that service of legal process, original means or final on such agent, shall be taken and held as valid as if served on the company, and that acknowledgment of service of such process by him, for or on behalf of such company, shall be obligatory on it, and that judgment recovered on such service or acknowledgment shall be conclusive evidence of the indebtedness of the company.

SEC. 2. That it shall not be lawful for any agent of any insurance company, not incorporated by the laws of this State, to take any risks or transact any business until he has obtained from the Secretary of State a certificate that the provisions of this act have been complied with by the company for which he acts.

1890

1890 La. Acts 188.

SECTION 1. That it shall be the duty of all corporations, domiciled out of the State, doing business in the State, excepting mercantile corporations, to file in the office of the Secretary of State a declaration of the place or locality of its domicile, together with the name of its agent or officer in the State representing said corporation upon whom service of process can be made.

SEC. 2. Whenever any such corporation shall do any business of any nature whatsoever in this State, without having complied with the requirements of section one of this act, it may be sued upon any cause of action in the parish, where the right or cause of action arose, and service of process may be made upon the person or person, firm or company, acting or transacting such business for such corporation, and each person or

persons, company or firm shall be deemed the agent of said corporation upon whom service can be made.

SECTION 1. That it shall be the duty of all corporations, domiciled out of the State, doing business in the State, excepting mercantile corporations, to file in the office of the Secretary of State a declaration of the place or locality of its domicile, together with the name of its agent or officer in the State representing said corporation upon whom service of process can be made.

SEC. 2. Whenever any such corporation shall do any business of any nature whatsoever in this State, without having complied with the requirements of section one of this act, it may be sued upon any cause of action in the parish, where the right or cause of action arose, and service of process may be made upon the person or person, firm or company, acting or transacting such business for such corporation, and each person or persons, company or firm shall be deemed the agent of said corporation upon whom service can be made.

1908

1908 La. Acts 423.

That it shall be the duty of every foreign corporation doing business in this State to file in the office of the Secretary of State a written declaration setting forth and containing the place or locality of its domicile, the place or places in the State where it is doing business, the place of its principal business establishment, and the name of its agent or agents or other officer in this State upon whom process may be served, provided, that no foreign corporation shall select as its agent or agents for service any person not residing in a parish where said corporation has an established business and, provided further, that service on said agent whether personal or domiciliary shall constitute a valid service on said foreign corporation.

SECTION 1. Be it enacted by the General Assembly of the State of Louisiana that Section 1 of Act 54 of the Acts of the General Assembly of the State of Louisiana for the year 1904, approved June 29, 1904, entitled "An Act to carry into effect Article 264 of the Constitution of 1898, in respect to foreign corporations doing business in this State" be amended and re-enacted so as to read as follows:

That it shall be the duty of every foreign corporation doing business in this State to file in the office of the Secretary of State a written declaration setting forth and containing the place or locality of its domicile, the place or places in the State where it is doing business, the place of its principal business establishment, and the name of its agent or agents or other officer in this State upon whom process may be served, provided, that no foreign corporation shall select as its agent or agents for service any person not residing in a parish where said corporation has an established business and, provided further, that service on said agent whether personal or domiciliary shall constitute a valid service on said foreign corporation.

Maine

1857

Me. Rev. Stat. Ann. tit. 9, ch. 81, §§ 21-22 (1857).

Sec. 21. In suits against all other corporations, however created, the summons shall be served by leaving a copy thereof with its president, clerk, cashier, treasurer, general agent, or director; if there is no such officer or agent found within the county where such corporation is established, or where its records or papers are by law required to be kept, such copy may be left with any member thereof.

Sec. 22. In an action against an insurance company established in any other state or country by an inhabitant of this state, on a policy of insurance signed or countersigned by an agent in this state, on property or lives within this state, a summons in usual form, or a copy of the writ and declaration delivered to the agent or attorney of the company within this state, left at his last and usual place of abode, shall be a sufficient service; or if such service is made upon the person, being an inhabitant of the state, who signed or countersigned the policy, on which such action is founded, it shall also be a sufficient service; but in either case, the court may order further notice to be given to such company.

Service on
other corpora-
tions.
16 Maine, 370.
R. S., c. 114,
§ 43.

SEC. 21. In suits against all other corporations, however created, the summons shall be served by leaving a copy thereof with its president, clerk, cashier, treasurer, general agent, or director; if there is no such officer or agent found within the county where such corporation is established, or where its records or papers are by law required to be kept, such copy may be left with any member thereof.

Service on in-
surance com-
panies out of
the state.
1846, c. 188.

SEC. 22. In an action against an insurance company established in any other state or country by an inhabitant of this state, on a policy of insurance signed or countersigned by an agent in this state, on property or lives within this state, a summons in usual form, or a copy of the writ and declaration delivered to the agent or attorney of the company within this state, left at his last and usual place of abode, shall be a sufficient service; or if such service is made upon the person, being an inhabitant of the state, who signed or countersigned the policy, on which such action is founded, it shall also be a sufficient service;

but in either case, the court may order further notice to be given CHAP. 81.
to such company.

1871

Me. Rev. Stat. Ann. tit. 4, ch. 49, §§ 62-64 (1871).

SEC. 62. No foreign joint stock insurance company, or mutual fire or life insurance company, or co-operative association, shall be permitted to do business in this state unless it has a bona fide paid up capital or cash assets amounting to one hundred thousand dollars; and no conditions, restrictions or stipulations in its charter, by-laws or policies, shall deprive the courts of this state of jurisdiction of actions against such companies, nor limit the time of commencing them to a period less than two years from the time the cause of action occurs.

SEC. 63. Any person having a claim against any foreign insurance company, may bring a suit therefor in the courts of this state, including trustee suits, and service, made on any authorized agent of said company, shall be valid and binding on the company and hold it to answer to such suit; and the judgment rendered therein shall bind the company as a valid judgment in every respect, whether the defendants appear or not. For the purpose of

receiving notice of any fact or proceeding, or service of any process, the agent shall be regarded as still authorized until another is appointed. Unless any such judgment is paid within thirty days after demand made upon any such agent by the officer holding the execution, the commissioner may, on notice and hearing of the parties, suspend the power of the company to do business in this state, until it is paid, and if the company or any agent thereof issues any policy in this state during such suspension, said company and agent shall each forfeit not exceeding one hundred dollars. But any policy so issued shall be binding on the company in favor of the holder.

SEC. 64. All notices and processes which by any law, by-law or provision of any policy, any insured or other person has occasion to give or serve on any such company, may be given to or served on its agent with like effect as if given to or served on the principal. Such agents and the agents of all domestic companies, shall be regarded as in the place of the company in all respects regarding any insurance effected by them. The company shall be bound by their knowledge of the risks and of all matters connected therewith. Omissions and misdescriptions known to the agent shall be regarded as known by the company, and waived by it the same as if noted in the policy.

FOREIGN INSURANCE COMPANIES AND AGENCIES.

SEC. 61. The word domestic, when used in this chapter, means companies incorporated by this state; and the word foreign, means companies not so incorporated.

SEC. 62. No foreign joint stock insurance company, or mutual fire or life insurance company, or co-operative association, shall be permitted to do business in this state unless it has a bona fide paid up capital or cash assets amounting to one hundred thousand dollars; and no conditions, restrictions or stipulations in its charter, by-laws or policies, shall deprive the courts of this state of jurisdiction of actions against such companies, nor limit the time of commencing them to a period less than two years from the time the cause of action occurs.

SEC. 63. Any person having a claim against any foreign insurance company, may bring a suit therefor in the courts of this state, including trustee suits, and service, made on any authorized agent of said company, shall be valid and binding on the company and hold it to answer to such suit; and the judgment rendered therein shall bind the company as a valid judgment in every respect, whether the defendants appear or not. For the purpose of receiving notice of any fact or proceeding, or service of any process, the agent shall be regarded as still authorized until another is appointed. Unless any such judgment is paid within thirty days after demand made upon any such agent by the officer holding the execution, the commissioner may, on notice and hearing of the parties, suspend the power of the company to do business in this state, until it is paid, and if the company or any agent thereof issues any policy in this state during such suspension, said company and agent shall each forfeit not exceeding one hundred dollars. But any policy so issued shall be binding on the company in favor of the holder.

SEC. 64. All notices and processes which by any law, by-law or provision of any policy, any insured or other person has occasion to give or serve on any such company, may be given to or served on its agent with like effect as if given to or served on the principal. Such agents and the agents of all domestic companies, shall be regarded as

CHAP. 50. in the place of the company in all respects regarding any insurance effected by them. The company shall be bound by their knowledge of the risks and of all matters connected therewith. Omissions and misdescriptions known to the agent shall be regarded as known by the company, and waived by it the same as if noted in the policy.

Definition of "domestic" and "foreign." R. S. c. 49, § 89.

No foreign company to do business in this state without a paid up capital of \$100,000; and no stipulations in charter, by-laws or policy, shall defeat jurisdiction, or limit actions to less than two years. 1861, c. 84, § 1. 1870, c. 156 § 4.

All suits against foreign companies may be brought in courts of this state. Service, how made. When judgment against them is not paid in thirty days after demand, commissioner may suspend their operations. Penalty for violating such suspension; but policy so issued, binding. 1870, c. 156, § 14. 56 Mc. 417, 474.

Agents of all insurance companies regarded as the principals; and all notices served on them, binding on principals.

pals; and all knowledge by them, same as by the principals. 1870, c. 156, § 15.

1871**Me. Rev. Stat. Ann. tit. 4, ch. 81, § 20 (1871).**

SEC. 20. In actions by inhabitants of this state against insurance companies established by any other state or country, on policies of insurance, signed or countersigned by agents in this state, on property or lives or against accidents in this state; and in such actions against express companies so established, service shall be sufficient if made on the person who signed or countersigned such policies, or on any agent or attorney of either such company, or left at his last and usual place of abode thirty days before the return day of the suit; but the court may, in any case, order further notice.

SEC. 20. In actions by inhabitants of this state against insurance companies established by any other state or country, on policies of insurance, signed or countersigned by agents in this state, on property or lives or against accidents in this state; and in such actions against express companies so established, service shall be sufficient if made on the person who signed or countersigned such policies, or on any agent or attorney of either such company, or left at his last and usual place of abode thirty days before the return day of the suit; but the court may, in any case, order further notice.

In actions against foreign insurance and express companies, service to be made on agent in the state, thirty days before court. R. S. c. 81, §§ 22-23, 1868, c. 188; c. 161. Sec c. 49, §§ 63, 64.

1884**Me. Rev. Stat. Ann. tit. 9, ch. 81, § 19 (1884).**

SEC. 19. In suits against a county, the summons shall be served by leaving an attested copy thereof with one of the county commissioners or their clerk; against a town, parish, religious society, or school district, with the clerk, or one of the selectmen, or assessors, if there is any such officer; if not, with a member of such corporation; and against any other corporation, however created, with its

president, clerk, cashier, treasurer, general agent, or director; if there is no such officer or agent found within the county where such corporation is established, or where its records or papers are by law required to be kept, with any member thereof; and in all suits and proceedings at law or in equity against any foreign or alien company or corporation established by the laws of any other state or country, and having a place of business within this state or doing business herein, service of the writ, bill, petition, or other process is sufficient, if made by leaving an attested copy thereof with the president, clerk, cashier, treasurer, agent, director, or attorney of such company or corporation, or by leaving such copy at the office or place of business of such company or corporation within this state; and in each case, it shall be so served thirty days before the return day thereof.

SEC. 19. In suits against a county, the summons shall be served by leaving an attested copy thereof with one of the county commissioners or their clerk; against a town, parish, religious society, or school district, with the clerk, or one of the selectmen, or assessors, if there is any such officer; if not, with a member of such corporation; and against any other corporation, however created, with its president, clerk, cashier, treasurer, general agent, or director; if there is no such officer or agent found within the county where such corporation is established, or where its records or papers are by law required to be kept, with any member thereof; and in all suits and proceedings at law or in equity against any foreign or alien company or corporation established by the laws of any other state or country, and having a place of business within this state or doing business herein, service of the writ, bill, petition, or other process is sufficient, if made by leaving an attested copy thereof with the president, clerk, cashier, treasurer, agent, director, or attorney of such company or corporation, or by leaving such copy at the office or place of business of such company or corporation within this state; and in each case, it shall be so served thirty days before the return day thereof.

Service on county, town or other corporation may be made by giving copy to clerk, treasurer, agent or member thereof. thirty days before court. 1877, c. 155. See c. 3, § 28. 16 Me., 572. 47 Me., 684. 67 Me., 438. 71 Me., 539.

—service upon any foreign or alien corporation, how made.

—time of service.

Maryland

1860

Md. Code Ann. § 26-7 (1860).

7. Any corporation not chartered by the laws of this State which shall transact business therein, shall be deemed to hold and exercise franchises within this State, and shall be liable to suit in any of the courts of this State, on any dealings or transactions therein.

7. Any corporation not chartered by the laws of this State which shall transact business therein, shall be deemed to hold and exercise franchises within this State, and shall be liable to suit in any of the courts of this State, on any dealings or transactions therein.

1860

Md. Code Ann. §§ 75-99 to 75-102 (1860).

99. Process issued by any court of this State, against a corporation holding and exercising franchises within this State, may be served upon the president, or any director or manager or other officer of such corporation.

100. If a suit shall be instituted against any corporation not chartered by this State, but deemed to hold and exercise franchises therein, in the county or city where the office of such corporation is kept, the process in such suit may be served on the president or any director, or upon any agent of such corporation.

101. But in a suit against such corporation in any other county or city than that in which its office is located, the

plaintiff in such suit shall have the writ or summons, or a copy thereof, served on the clerk of the corporation, or in case of his absence, left at the office of such corporation, at least fifteen days before the return day of such writ or summons, and shall file the affidavit of some disinterested person that the same had been duly served or left at the office aforesaid.

99. Process issued by any court of this State, against a corporation holding and exercising franchises within this State, may be served upon the president, or any director or manager or other officer of such corporation.

100. If a suit shall be instituted against any corporation not chartered by this State, but deemed to hold and exercise franchises therein, in the county or city where the office of such corporation is kept, the process in such suit may be served on the president or any director, or upon any agent of such corporation.

101. But in a suit against such corporation in any other county or city than that in which its office is located, the plaintiff in such suit shall have the writ or summons, or a copy thereof, served on the clerk of the corporation, or in case of his absence, left at the office of such corporation, at least fifteen days before the return day of such writ or summons, and shall file the affidavit of some disinterested person that the same had been duly served or left at the office aforesaid.

1868

Md. Code Ann. §§ 26-209 to 26-211 (1868).

209. Any corporation not chartered by the laws of this state, which shall transact business therein, shall be deemed to hold and exercise franchises within this state, and shall be liable to suit in any of the courts of this state, on any dealings or transactions therein.

210. Process issued by any court or justice of the peace of this state against any corporation incorporated under its laws, may be served on any president, director, manager or other officer of such corporation, and all suits which shall hereafter be brought against any corporation which has been or may be incorporated under the general incorporation laws of this state, shall be brought in the county or city of Baltimore, as the case may be, in which the certificate of incorporation is required to be and has been recorded.

211. Suits may be brought in any court of this state, or before a justice of the peace, against any corporation not incorporated under its laws, but deemed to hold and exercise franchises herein, or against any joint stock company or association doing business in this state by a resident of this state, for any cause of action; and by a plaintiff, not a resident of this state, when the cause of action has arisen, or the subject of the action shall be situate in this state; and process in such suits may be served as provided in the next preceding section, and also upon any agent of such corporation or joint stock company or association; and in case of service of process on an agent, notice of such process shall be left at the principal office of said corporation, joint stock company or association, if there be such office in this state; *provided* nothing in this article shall prevent or affect the issue of attachments against corporations as now or hereafter allowed by law.

Liability of
foreign cor-
porations.

209. Any corporation not chartered by the laws of this state, which shall transact business therein, shall be deemed to hold and exercise franchises within this state, and shall be liable to suit in any of the courts of this state, on any dealings or transactions therein.

Service of
process.

210. Process issued by any court or justice of the peace of this state against any corporation incorporated under its laws, may be served on any president, director, manager or other officer of such corporation, and all suits which shall hereafter be brought against any corporation which has been or may be incorporated under the general incorporation laws of this state, shall be brought in the county or city of Baltimore, as the case may be, in which the certificate of incorporation is required to be and has been recorded.

Suits, where
brought.

211. Suits may be brought in any court of this state, or before a justice of the peace, against any corporation not incorporated under its laws, but deemed to hold and exercise franchises herein, or against any joint stock company or association doing business in this state by a resident of this state, for any cause of action; and by a plaintiff, not a resident of this state, when the cause of action has arisen, or the subject of the action shall be situate in this state; and process in such suits may be served as provided in the next preceding section, and also upon any agent of such corporation or joint stock company or association; and in case of service of process on an agent, notice of such process shall be left at the principal office of said corporation, joint stock company or association, if there be such office in this state; *provided* nothing in this article shall prevent or affect the issue of attachments against corporations as now or hereafter allowed by law.

Suits in court
or before jus-
tices.

Service of pro-
cess.

Notice.

Proviso.

Attachments.

1879**Md. Code Ann. § 42-4 (1879).**

4. It shall not be lawful for any insurance company, association, or corporation, organized under the laws of any other State of the United States, or by the government of the United States, or any foreign government, directly, or indirectly, to take risks or transact any business of insurance, whether, life, fire, marine, or inland, or other insurance risks in this State, unless it be fully organized and possessed of the amount of actual capital required of similar companies formed under the laws of this State, or until the following conditions have been fully complied with: There must be filed with the insurance commissioner, first, a copy of its charter, declaration of organization or deed of settlement, duly approved and certified by the secretary of state, insurance commissioner, or other proper officer of its own State or nation, with his certificate that the company is entitled to assume risks and issue policies therein; second, a power of attorney appointing a citizen of this State, resident within this State, the agent or attorney for the company, upon whom process of law can be served; there must also be tiled with the insurance commissioner a certified copy of the vote or resolution of the directors appointing such attorney, which appointment shall continue until another attorney be substituted. And said writing or power of attorney shall stipulate and agree on the part of the company making the same, that any lawful process against said company which is served on such agent, shall be of the same legal force and validity as if served on such company or association within this State; and also, that in case of the death or absence of the attorney so appointed, service of process may be made

upon the insurance commissioner of this State; and such power of attorney cannot be revoked or modified (except that a new one may be substituted), so long as any policy or liability remains outstanding against such company in this State. The term "process," used above, shall be held and deemed to include any writ, summons, or order whereby any action, suit, or proceeding shall be commenced, or which shall be issued in or upon any action, suit, or proceedings by any court, officer, or magistrate. Third, a statement of the condition of the company on the thirty-first day of December next preceding, under oath of the president or vice-president of the company, with that of the secretary or actuary as hereinafter provided for. Fourth, a certificate of the appointment of a general agent of the company for this State, and a list of its agents authorized to transact business for said company within this State, and no certificate of authority as hereinafter described shall be issued to any person or persons not so designated by the company as agent, except in the case of solicitors of life insurance, who may be designated by the general agent of the company for this State.

1878, c. 106.
Conditions to be
complied with
by foreign com-
panies, etc.

Copy of charter,
etc., to be filed.

Resident citi-
zen of State to
be appointed
agent, etc.

Service of pro-
cess on agent.

4. It shall not be lawful for any insurance company, association, partnership, or corporation, organized under the laws of any other State of the United States, or by the government of the United States, or any foreign government, directly, or indirectly, to take risks or transact any business of insurance, whether, life, fire, marine, or inland, or other insurance risks in this State, unless it be fully organized and possessed of the amount of actual capital required of similar companies formed under the laws of this State, or until the following conditions have been fully complied with: There must be filed with the insurance commissioner, first, a copy of its charter, declaration of organization or deed of settlement, duly approved and certified by the secretary of state, insurance commissioner, or other proper officer of its own State or nation, with his certificate that the company is entitled to assume risks and issue policies therein; second, a power of attorney appointing a citizen of this State, resident within this State, the agent or attorney for the company, upon whom process of law can be served; there must also be filed with the insurance commissioner a certified copy of the vote or resolution of the directors appointing such attorney, which appointment shall continue until another attorney be substituted. And said writing or power of attorney shall stipulate and agree on the part of the company making the same, that any lawful process against said company which is served on such agent, shall be of the same legal force and validity as if served on such company or association within this State; and also, that in case of the death or absence of the attorney so appointed, service of process may be made upon the insurance commissioner of this State; and such power of attorney cannot be revoked or modified (except that a new one may be substituted), so long as any policy or liability remains outstanding against such company in this State. The

term "process," used above, shall be held and deemed to include any writ, summons, or order whereby any action, suit, or proceeding shall be commenced, or which shall be issued in or upon any action, suit, or proceedings by any court, officer, or magistrate. Third, a statement of the condition of the company on the thirty-first day of December next preceding, under oath of the president or vice-president of the company, with that of the secretary or actuary as hereinafter provided for. Fourth, a certificate of the appointment of a general agent of the company for this State, and a list of its agents authorized to transact business for said company within this State, and no certificate of authority as hereinafter described shall be issued to any person or persons not so designated by the company as agent, except in the case of solicitors of life insurance, who may be designated by the general agent of the company for this State.

Statement of
condition of
company.

Certificate of
appointment of
general agent.

1898**Md. Code Ann. §§ 270-109A to 270-109D (1898).**

137. Every corporation incorporated by or under the laws of the United States, or of any State or territory of the United States other than the State of Maryland, or of any foreign country, except telephone, banking, insurance and railroad companies, electric light or construction companies, and oil or pipe line companies, now doing business in the State of Maryland, or which shall desire to commence business in this State, shall, before transacting business in this State, either through an individual agent or agents or through the agency of any corporation organized under the laws of this State, or before opening or continuing any office for the transaction of any business in this State, first file in the office of the secretary of State of Maryland, accompanied by a deposit fee of twenty-five dollars, a duly certified copy of the charter, certificate or act of incorporation under which it claims the power to transact business as a corporation together with a sworn statement from the president or other chief executive officer of such corporation, under its official seal, setting forth the amount of its capital stock authorized by law, and the amount actually issued, the amount of its assets and liabilities, the character of the business to be transacted in this State, designating the place or places of its principal office or offices and the name or names of its agent or agents to reside in this State, with the place or places of their residence, upon whom legal process issued out of any court of this State may at any time be served in any action, at the suit of the State of Maryland, or of any county or incorporated city or town of this State, or of any citizen or citizens of this State, or of any corporation organized under the laws of this State, which said charter,

certificate or act of incorporation, and sworn statement as aforesaid, when received by the secretary of State, shall be recorded at length by him in a well-bound book to be kept for that purpose, and a copy or copies thereof under the hand and seal of the secretary of State shall be receivable in evidence in any suit at law or in equity in any of the courts of this State by or against such foreign corporations for the purpose of proving the existence or act of incorporation of such foreign corporation as fully as its charter duly certified would do, and also all other facts set forth therein.

....

140. No such foreign corporation shall be permitted to maintain any action, either at law or in equity in the courts of this State until the provisions of section 137 shall have been complied with.

137. Every corporation incorporated by or under the laws of the United States, or of any State or territory of the United States other than the State of Maryland, or of any foreign country, except telephone, banking, insurance and railroad companies, electric light or construction companies, and oil or pipe line companies, now doing business in the State of Maryland, or which shall desire to commence business in this State,

shall, before transacting business in this State, either through an individual agent or agents or through the agency of any corporation organized under the laws of this State, or before opening or continuing any office for the transaction of any business in this State, first file in the office of the secretary of State of Maryland, accompanied by a deposit fee of twenty-five dollars, a duly certified copy of the charter, certificate or act of incorporation under which it claims the power to transact business as a corporation together with a sworn statement from the president or other chief executive officer of such corporation, under its official seal, setting forth the amount of its capital stock authorized by law, and the amount actually issued, the amount of its assets and liabilities, the character of the business to be transacted in this State, designating the place or places of its principal office or offices and the name or names of its agent or agents to reside in this State, with the place or places of their residence, upon whom legal process issued out of any court of this State may at any time be served in any action, at the suit of the State of Maryland, or of any county or incorporated city or town of this State, or of any citizen or citizens of this State, or of any corporation organized under the laws of this State, which said charter, certificate or act of incorporation, and sworn statement as aforesaid, when received by the secretary of State, shall be recorded at length by him in a well-bound book to be kept for that purpose, and a copy or copies thereof under the hand and seal of the secretary of State shall be receivable in evidence in any suit at law or in equity in any of the courts of this State by or against such foreign corporations for the purpose of proving the existence or act of incorporation of such foreign corporation as fully as its charter duly certified would do, and also all other facts set forth therein.

138. At the time of receiving said certified copy of said charter, certificate or act of incorporation, together with the sworn statement duly executed as required herein, together with the deposit fee of twenty-five dollars, the secretary of State shall issue to such corporation his certificate, under his hand and the seal of his office, setting forth that said corporation has complied with the requirements of the preceding section, that its business is such as may be lawfully carried on by a corporation incorporated under the general laws of this State,

and that it is entitled to continue or to commence business in this State, as the case may be.

1898, ch. 270, sec. 109 c.

139. Any person or any officer of such corporation who shall presume to act as agent or employe of any such foreign corporation or to open or continue an office for the transaction of the business of any such foreign corporation, before the provisions of section 137 have been fully complied with, and before said corporation shall have procured the aforesaid certificate from the secretary of State, shall forfeit and pay to the State of Maryland the sum of one hundred dollars for each and every day he may act as such agent or employe, or may occupy such office for the transaction of such business, and it shall be the duty of the State's attorney for the city or county in which such business is transacted, or is proposed to be transacted, to prosecute for and recover such penalty.

Ibid. sec. 109 d.

140. No such foreign corporation shall be permitted to maintain any action, either at law or in equity in the courts of this State until the provisions of section 137 shall have been complied with.

Massachusetts1856**Mass. Gen. Laws ch. 252, § 46 (1856).**

SECT. 68. Every foreign insurance company before doing business in this state shall in writing appoint a citizen thereof, resident therein, a general agent upon whom all lawful processes against the company may be served with like effect as if the company existed in this state; and said writing or power of attorney shall stipulate and agree on the part of the company making the same, that any lawful process against said company which is served on said general agent, shall be of the same legal force and validity as if served on said company. A copy of the writing duly certified and authenticated shall be filed in the office of the insurance commissioners, and copies certified by them shall be sufficient evidence. This agency shall be continued while any liability remains outstanding against the company in this state, and the power shall not be revoked until the same power is given to another and a like copy filed as aforesaid. Service upon said agent shall be deemed sufficient service upon the principal.

SECT. 69. The general agent shall before any insurance is made by said company give a bond to the treasurer of the commonwealth with one or more sureties to be approved by him in the sum of two thousand dollars, with condition that he will accept service of all lawful processes against the company in the manner provided in this chapter. Every agent of a foreign insurance company doing business in this state shall before any business is done by him for said company give a bond to the treasurer with one or more sureties to be approved by him in the

sum of one thousand dollars, with conditions that he will on or before the fifteenth day of November in each year make return on oath to the treasurer of the amounts insured by him, the premiums received, and assessments collected, during the year ending on the thirty-first day of the October preceding, and at the same time pay to the treasurer the taxes provided in the following section.

SECT. 68. Every foreign insurance company before doing business in this state shall in writing appoint a citizen thereof, resident therein, a general agent upon whom all lawful processes against the company may be served with like effect as if the company existed in this state; and said writing or power of attorney shall stipulate and agree on the part of the company making the same, that any lawful process against said company which is served on said general agent, shall be of the same legal force and validity as if served on said company. A copy of the writing duly certified and authenticated shall be filed in the office of the insurance commissioners, and copies certified by them shall be sufficient evidence. This agency shall be continued while any liability remains outstanding against the company in this state, and the power shall not be revoked until the same power is given to another and a like copy filed as aforesaid. Service upon said agent shall be deemed sufficient service upon the principal.

Foreign companies to appoint agent by writing filed. Service upon agent to be sufficient.
1856, 232, § 46.

SECT. 69. The general agent shall before any insurance is made by said company give a bond to the treasurer of the commonwealth with one or more sureties to be approved by him in the sum of two thousand dollars, with condition that he will accept service of all lawful processes against the company in the manner provided in this chapter. Every agent of a foreign insurance company doing business in this state shall before any business is done by him for said company give a bond to the treasurer with one or more sureties to be approved by him in the sum of one thousand dollars, with conditions that he will on or before the fifteenth day of November in each year make return on oath to the treasurer of the amounts insured by him, the premiums received, and assessments collected, during the year ending on the thirty-first day of the October preceding, and at the same time pay to the treasurer the taxes provided in the following section.

Agent to give bond.
1856, 232, § 46.

1867

Mass. Gen. Laws ch. 68, § 15 (1867).

2. Corporations created by any other state, having property in this state, shall be liable to be sued and their property shall be subject to attachment in like manner as residents of other states having property in this state are liable to be sued and their property to be attached. The service of the writ shall be made in the manner provided in c. 123 and c. 126, with such further service as the court to which the writ is returnable may order.²

² Gen. Sts. c. 68, § 15.

2. Corporations created by any other State, having property in this State, shall be liable to be sued, and their property shall be subject to attachment, in like manner as residents of other States having property in this State are liable to be sued, and their property to be attached. The service of the writ shall be made in the manner provided in General Statutes, c. 123 and c. 126, with such further service as the Court to which the writ is returnable may order.²

² Gen. Sts. c. 68, § 15.

1871**Mass. Gen. Laws ch. 371, §§ 1-2 (1871).**

SECT. 3. Every corporation not organized in this commonwealth and every association of persons not inhabitants thereof, which does an express business in the commonwealth, shall in writing appoint a person, who is a citizen thereof and a resident therein, to be a general agent, upon whom all lawful processes against such corporation or persons may be served with like effect as if served on said corporation or persons; and said writing or power of attorney shall contain an agreement on the part of the corporation or persons making the same that the service of any lawful process against it or them on said general agent shall be of the same legal force and validity as such service on said corporation or persons or any of them. The power of attorney shall be filed in the office of the secretary of the commonwealth, and copies certified by him shall be taken as sufficient evidence and proof thereof. Such agency shall be continued so long as such express business is done in this commonwealth, and the power of attorney shall not be revoked until a similar power is given to another person and filed as aforesaid.

SECT. 4. Every such general agent shall give bond to the treasurer of the commonwealth, with one or more sureties to be approved by him, in the sum of two thousand dollars, and with condition that he will accept service of all lawful process against his principal.

SECT. 3. Every corporation not organized in this commonwealth and every association of persons not inhabitants thereof, which does an express business in the commonwealth, shall in writing appoint a person, who is a citizen thereof and a resident therein, to be a general agent, upon whom all lawful processes against such corporation or persons may be served with like effect as if served on said corporation or persons; and said writing or power of attorney shall contain an agreement on the part of the corporation or persons making the same that the service of any lawful process against it or them on said general agent shall be of the same legal force and validity as such service on said corporation or persons or any of them. The power of attorney shall be filed in the office of the secretary of the commonwealth, and copies certified by him shall be taken as sufficient evidence and proof thereof. Such agency shall be continued so long as such express business is done in this commonwealth, and the power of attorney shall not be revoked until a similar power is given to another person and filed as aforesaid.

SECT. 4. Every such general agent shall give bond to the treasurer of the commonwealth, with one or more sureties to be approved by him, in the sum of two thousand dollars, and with condition that he will accept service of all lawful process against his principal.

Foreign express companies to appoint general agents within the state, on whom process may be served, etc.
1871, 371, § 1.

General agents to give bond.
1871, 371, § 2.

1878

Mass. Gen. Laws ch. 36, § 1 (1878).

Every foreign insurance company shall, before doing business in this commonwealth, appoint in writing the insurance commissioner or his successor in office to be its true and lawful attorney, upon whom all lawful processes in any action or proceeding against may be served, it may be served; and in such writing shall agree that any lawful process against it which is served on said attorney shall be of the same legal force and validity as if served on the company, and that the authority shall continue in force so long as any liability remains outstanding against the company in this commonwealth. A copy of the writing, duly certified and authenticated, shall be filed in the office of the commissioner, and copies certified by him shall be deemed sufficient evidence thereof. Service upon such attorney shall be deemed sufficient service upon the principal.

Secr. 202. Every foreign insurance company shall, before doing business in this commonwealth, appoint in writing the insurance commissioner or his successor in office to be its true and lawful attorney, upon whom all lawful processes in any action or proceeding against it may be served; and in such writing shall agree that any lawful process against it which is served on said attorney shall be of the same legal force and validity as if served on the company, and that the authority shall continue in force so long as any liability remains outstanding against the company in this commonwealth. A copy of the writing, duly certified and authenticated, shall be filed in the office of the commissioner, and copies certified by him shall be deemed sufficient evidence thereof. Service upon such attorney shall be deemed sufficient service upon the principal.

to appoint
insurance com-
missioner
attorney, on
whom process
may be served,
etc.
1878, 36, § 1.
12 Gray, 207.
10 Allen, 231.
14 Allen, 336.
20 Wallace, 535
84 U. S. 535.
105 Mass. 141.

1884

Mass. Gen. Laws ch. 330, §§ 1-5 (1884).

SECTION 1. Every corporation established under the laws of any other state or foreign country and hereafter having a usual place of business in this Commonwealth shall, before doing business in this Commonwealth, appoint in writing the commissioner of corporations or his successor in office to be its true and lawful attorney upon whom all lawful processes in any action or proceeding against it may be served, and in such writing shall agree that any lawful process against it which is served on said attorney shall be of the same legal force and validity as if served on the company, and that the authority shall continue in force so long as any liability remains outstanding against the company in this Commonwealth. A copy of the writing duly certified and authenticated, shall be filed in the office of the said commissioner, and copies certified by him shall be deemed sufficient evidence thereof. Service upon such attorney shall be deemed sufficient service upon the principal.

SECT. 2. When legal process against any such company is served upon said commissioner, he shall immediately notify the company of such service by letter with postage prepaid directed in the case of a company of a foreign

country to the resident manager, if any, in this country; and shall, within two days after such service, forward in the same manner a copy of the process served on him to such corporation or manager, or to any person designated by the company in writing. The plaintiff in each process so served shall pay to the commissioner at the time of such service a fee of two dollars, which shall be recovered by him as part of the taxable costs, if he prevails in the suit. The said commissioner shall keep a record of all processes served upon him, which record shall show the day and hour when such service was made.

SECT. 3. Every such company before transacting business in this Commonwealth shall file with said commissioner a copy of its charter or certificate of incorporation, and a statement of the amount of its capital stock, and the amount paid in thereon to its treasurer, and if any part of such payment has been made otherwise than in money the statement shall set forth the particulars thereof, and said statement shall be subscribed and sworn to by its president, treasurer and by a majority of its directors or officers having the powers usually exercised by directors. All such companies now doing business in this Commonwealth shall file such copy and such statement on or before the first day of October next, provided such business is thereafter continued. Every officer of a corporation which fails to comply with the requirements of this act, and every agent of such corporation who transacts business as such in this Commonwealth shall for such failure be liable to a fine not exceeding five hundred dollars; but such failure shall not affect the validity of any contract by or with such corporation. Every such company shall pay into the treasury ten dollars for filing the copy of its charter, and

five dollars for filing the statement required by this section,

SECT. 4. This act shall not apply to foreign insurance companies.

SECT. 5. This act shall take effect on the first day of July in the year eighteen hundred and eighty-four. [*June 4, 1884.*]

Foreign corporation to appoint commissioner of corporations its attorney, upon whom process may be served. P. S. 105, § 23. P. S. 161, §§ 31-34, 36. P. S. 164, 169, §§ 23, 26. 137 Mass. 252, 255. 139 Mass. 295. 149 Mass. 26. See 1882, 106. 150 Mass. 556.

SECTION 1. Every corporation established under the laws of any other state or foreign country and hereafter having a usual place of business in this Commonwealth shall, before doing business in this Commonwealth, appoint in writing the commissioner of corporations or his successor in office to be its true and lawful attorney upon whom all lawful processes in any action or proceeding against it may be served, and in such writing shall agree that any lawful process against it which is served on said attorney shall be of the same legal force and validity as if served on the company, and that the authority shall continue in force so long as any liability remains outstanding against the company in this Commonwealth. A copy of the writing duly certified and authenticated, shall be filed in the office of the said commissioner, and copies certified by him shall be deemed sufficient evidence thereof. Service upon such attorney shall be deemed sufficient service upon the principal.

SECR. 2. When legal process against any such company is served upon said commissioner, he shall immediately notify the company of such service by letter with postage prepaid directed in the case of a company of a foreign country to the resident manager, if any, in this country; and shall, within two days after such service, forward in the same manner a copy of the process served on him to such corporation or manager, or to any person designated by the company in writing. The plaintiff in each process so served shall pay to the commissioner at the time of such service a fee of two dollars, which shall be recovered by him as part of the taxable costs, if he prevails in the suit. The said commissioner shall keep a record of all processes served upon him, which record shall show the day and hour when such service was made.

SECR. 3. Every such company before transacting business in this Commonwealth shall file with said commissioner a copy of its charter or certificate of incorporation, and a statement of the amount of its capital stock, and the amount paid in thereon to its treasurer, and if any part of such payment has been made otherwise than in money the statement shall set forth the particulars thereof, and said statement shall be subscribed and sworn to by its president, treasurer and by a majority of its directors or officers having the powers usually exercised by directors. All such companies now doing business in this Commonwealth shall file such copy and such statement on or before the first day of October next, provided such business is thereafter continued. Every officer of a corporation which fails to comply with the requirements of this act, and every agent of such corporation who transacts business as such in this Commonwealth shall for such failure be liable to a fine not exceeding five hundred dollars; but such failure shall not affect the validity of any contract by or with such corporation. Every such company shall pay into the treasury ten dollars for filing the copy of its charter, and five dollars for filing the statement required by this section.

SECR. 4. This act shall not apply to foreign insurance companies.

SECR. 5. This act shall take effect on the first day of July in the year eighteen hundred and eighty-four. [June 4, 1884.]

When process is served upon commissioner, he shall immediately notify the company.

Copy.

Fees.

Record.

Before transacting business, company shall file with the commissioner a copy of its charter, etc. P. S. 12, § 49. 1888, 321.

Companies now doing business to file copy, etc. on or before Oct. 1, 1884. Penalty. 1882, 105. 1888, 220.

Fees for filing copy and statement.

Not to apply to insurance companies. To take effect July 1, 1884.

1906

Mass. Gen. Laws ch. 269, § 38 (1906).

SECTION 37. In an action against a county, city, town, parish or religious society, or against the proprietors of wharves, general fields or real estate lying in common, who are incorporated, service shall be made upon the treasurer thereof, or if no treasurer is found, upon one of the county commissioners, the city clerk or one of the aldermen, the town clerk or one of the selectmen, upon one of the assessors or standing committee of the parish or religious society, or upon one of the proprietors of such land or other estate, as the case may be. If there are no such officers as are mentioned in this section, service shall

be made upon one of the inhabitants of the county, city or town, or upon one of the members of the corporation. In an action against a domestic corporation other than those mentioned heretofore in this section, service shall be made upon the clerk, cashier, secretary, agent or other officer in charge of its business, or, if no such officer is found within the county, upon any member of the corporation.

SECTION 38. In an action against a foreign corporation, except an insurance company, which has a usual place of business in the commonwealth, or, with or without such usual place of business, is engaged in or soliciting business in the commonwealth, permanently or temporarily, service may be made in accordance with the provisions of the preceding section relative to service on domestic corporations in general, instead of upon the commissioner of corporations and taxation under section three of chapter one hundred and eighty-one.

SECTION 39. In an action against a foreign insurance company transacting business in this commonwealth, service may be made upon an agent of the company, licensed as such in the commonwealth, who, having authority to issue policies and bind risks for the company, has issued the policy the liability on which is sought to be enforced, or an agent who lives or has his usual place of business in the county and has control over or superintendence of subordinate agents of the company, instead of on the commissioner of insurance under clause third of section one hundred and fifty-one of chapter one hundred and seventy-five.

Actions against corporations, person upon whom service shall be made. 1833, 124. R. S. 90. §§ 42, 43. G. S. 123, §§ 29, 30. 1865, 136. P. S. 161, §§ 35, 36. R. L. 197, §§ 35, 36. 1913, 309. 1920, 591, § 2. 4 Allen, 257. 173 Mass. 28. 201 Mass. 557. 224 Mass. 379.

SECTION 37. In an action against a county, city, town, parish or religious society, or against the proprietors of wharves, general fields or real estate lying in common, who are incorporated, service shall be made upon the treasurer thereof, or if no treasurer is found, upon one of the county commissioners, the city clerk or one of the aldermen, the town clerk or one of the selectmen, upon one of the assessors or standing committee of the parish or religious society, or upon one of the proprietors of such land or other estate, as the case may be. If there are no such officers as are mentioned in this section, service shall be made upon one of the inhabitants of the county, city or town, or upon one of the members of the corporation. In an action against a domestic corporation other than those mentioned heretofore in this section, service shall be made upon the clerk, cashier, secretary, agent or other officer in charge of its business, or, if no such officer is found within the county, upon any member of the corporation.

Service on foreign corporations. 1906, 209. 1907, 532. 1913, 257. 224 Mass. 379. 228 Mass. 584.

SECTION 38. In an action against a foreign corporation, except an insurance company, which has a usual place of business in the commonwealth, or, with or without such usual place of business, is engaged in or soliciting business in the commonwealth, permanently or temporarily, service may be made in accordance with the provisions of the preceding section relative to service on domestic corporations in general, instead of upon the commissioner of corporations and taxation under section three of chapter one hundred and eighty-one.

Service on foreign insurance company. 1914, 626. 132 Mass. 432. 144 Mass. 81. 191 Mass. 115.

SECTION 39. In an action against a foreign insurance company transacting business in this commonwealth, service may be made upon an agent of the company, licensed as such in the commonwealth, who having authority to issue policies and bind risks for the company, has issued the policy the liability on which is sought to be enforced, or an agent who lives or has his usual place of business in the county and has control over or superintendence of subordinate agents of the company, instead of on the commissioner of insurance under clause third of section one hundred and fifty-one of chapter one hundred and seventy-five.

Michigan1846**Mich. Comp. Laws §§ 116.3, 116.7 (1846).**

(4835.) SEC. 3. Suits against corporations may be commenced by original writ of summons, or by declaration, in the same manner that personal actions may be commenced against individuals, and such writ, or a copy of such declaration, in any suit against a corporation, may be served on the presiding officer, the Cashier, the Secretary, or the Treasurer thereof; or if there be no such officer, or none can be found, such service may be made on such other officer or member of such corporation, or in such other manner, as the Court in which the suit is brought may direct.

(4839.) SEC. 7. In actions by or against any corporation created by or under any law of this State, it shall not be necessary to recite the act or acts of incorporation, or the proceedings by which such corporation was created, or to set forth the substance thereof, but the same may be pleaded by reciting the title of such act, and the date of its approval.

(4835.) SEC. 3. Suits against corporations may be commenced ^{Suits against Cor-} by original writ of summons, or by declaration, in the same ^{porations, h o w} ^{commenced.} manner that personal actions may be commenced against individuals, and such writ, or a copy of such declaration, in any suit against a corporation, may be served on the presiding officer, the Cashier, the Secretary, or the Treasurer thereof; or if there be no such officer, or none can be found, such service may be made on such other officer or member of such corporation, or in such other manner, as the Court in which the suit is brought may direct.

See Sections 3701
and 4546.

(4839.) SEC. 7. In actions by or against any corporation created by or under any law of this State, it shall not be necessary to recite the act or acts of incorporation, or the proceedings by which such corporation was created, or to set forth the substance thereof, but the same may be pleaded by reciting the title of such act, and the date of its approval.

1855

1855 Mich. Pub. Acts 241.

(4843.) SECTION 1. *The People of the State of Michigan enact*, That it shall not be lawful for any person or persons to act within this State as agent or otherwise, in procuring or receiving applications for insurance, or in any manner to aid in transacting the business of fire, marine, life or health insurance for any company or association, incorporated by, or organized under the laws of any other State or country, or for any company or association located out of the jurisdiction of this State, unless such company or association shall, previous to its issuing any policy of insurance, or transacting any insurance business, appoint an agent or attorney in this State, on whom process of law can be served; and such agent or attorney shall file with the County Clerk of the county where he resides, a certified copy of the charter of any and all companies for which he shall have been appointed agent or attorney, and also a certified copy of the vote or resolution of the Trustees or Directors of such company or companies appointing him such agent or attorney, which appointment shall be in writing, under the official seal of the company, and signed by the President and Secretary, which appointment shall be filed with said County Clerk, and shall continue until another agent or attorney shall be substituted, and shall authorize process of law to be served on said agent or attorney, for all liabilities of every nature incurred in this State by said

company or companies, and that such service may be made on such agent or attorney, in the same manner as now required by the laws of this State in the service of civil process, and shall be deemed legal and binding on the company or companies in all cases whatsoever.

(4843.) SECTION 1. *The People of the State of Michigan enact,* Agents of Insurance Companies prohibited from acting without complying with certain conditions. 20 Barb., S. C. R., 68.
 That it shall not be lawful for any person or persons to act within this State as agent or otherwise, in procuring or receiving applications for insurance, or in any manner to aid in transacting the business of fire, marine, life or health insurance for any company or association, incorporated by, or organized under the laws of any other State or country, or

for any company or association located out of the jurisdiction of this State, unless such company or association shall, previous to its issuing any policy of insurance, or transacting any insurance business, appoint an agent or attorney in this State, on whom process of law can be served; and such agent or attorney shall file with the County Clerk of the county where he resides, a certified copy of the charter of any and all companies for which he shall have been appointed agent or attorney, and also a certified copy of the vote or resolution of the Trustees or Directors of such company or companies appointing him such agent or attorney, which appointment shall be in writing, under the official seal of the company, and signed by the President and Secretary, which appointment shall be filed with said County Clerk, and shall continue until another agent or attorney shall be substituted, and shall authorize process of law to be served on said agent or attorney, for all liabilities of every nature incurred in this State by said company or companies, and that such service may be made on such agent or attorney, in the same manner as now required by the laws of this State in the service of civil process, and shall be deemed legal and binding on the company or companies in all cases whatsoever.

Copy of charter and appointment to be filed with County Clerk.

Company to authorize process to be served on Agent.

1859**1859 Mich. Pub. Acts 1049.**

§ 4331. *1859, p. 1049, Feb. 15, May 18, Act 248.* SECTION 1. *The People of the State of Michigan enact,* That it shall not be lawful for any person or persons to act within this state, as agent or otherwise, in prosecuting or receiving applications for insurance, or in any manner to aid in transacting the business of fire or marine insurance for any company, association or individual, not incorporated in this state, without first procuring a certificate of authority from the secretary of state of this state, and before obtaining such certificate, such company, association, individual agent or agents, shall furnish the said secretary of state with a statement, under oath of the president or secretary of such company, association or individual for which he or they may act, which statement shall show: . . .

Which statement shall be filed in the office of said secretary of state, together with a resolution under the seal of the company, signed by the president of the company, secretary or chief officer of the association, authorizing any agent, duly appointed by resolution under the seal of the company, to acknowledge service of process for and in behalf of such company or association, consenting that service of process upon any agent shall be taken and held to be as valid as if served upon the company or association, according to the laws of this state or any other state, and waiving all claim of error by reason of such service; and suits may be commenced against any such company or association in any county of this state, by declaration or process, as in other cases, and such declaration or process may run into and be served upon

such agent or attorney in any county of this state where such agent or attorney may be. And no insurance company, or officer, or agent or agents of any insurance company, unincorporated or incorporated in any other state, shall transact any business of insurance in this state, unless such company is possessed of at least one hundred thousand dollars of actual capital invested in stock, bonds and mortgages, or other satisfactory security, the market value of which shall be not less than one hundred thousand dollars. And upon the filing of the aforesaid statement and resolution with the secretary of state of this state, and furnishing him with full and satisfactory evidence of such investment as aforesaid, it shall be the duty of said secretary of state to issue a certificate thereof, with authority to transact business of insurance to the company, officers, agent or agents applying for the same.

§ 4331. ¹⁸⁵³ 1859, p. 1049, Feb. 15, May 18, Act 243. SECTION 1. *The People of the State of Michigan enact, That it shall not be lawful for any person or persons to act within this state, as agent or otherwise, in prosecuting or receiving applications for insurance, or in any manner to aid in transacting the business of fire or marine insurance for any company, association or individual, not incorporated in this state, with-* ^{Statement to be furnished to secretary of state.}

out first procuring a certificate of authority from the secretary of state of this state, and before obtaining such certificate, such company, association, individual agent or agents, shall furnish the said secretary of state with a statement, under oath of the president or secretary of such company, association or individual for which he or they may act, which statement shall show:

First. The name and locality of the company or association;
Second. The amount of its capital stock;
Third. The amount of its capital stock paid up;
Fourth. The assets of the company, including—
First. The amount of cash on hand and in the hands of agents or other persons;
Second. Real estate unincumbered;
Third. The bonds owned by the company or association, and how they are secured, with the rate of interest thereon;
Fourth. Debts due to the company or association, secured by mortgage;
Fifth. Debts otherwise secured;
Sixth. Debts for premiums;
Seventh. All other securities and moneys.
Eighth. The amount of liabilities due or not due to banks or other creditors by the company or association;
Ninth. Losses adjusted and due;
Tenth. Losses adjusted and not due;
Eleventh. Losses unadjusted;
Twelfth. Losses in suspense waiting for proof;
Thirteenth. All other claims against the company or association;
Fourteenth. The act of incorporation of such company, association, by-laws, articles of association, or partnership agreements;

Which statement shall be filed in the office of said secretary of state, together with a resolution under the seal of the company, signed by the president of the company, secretary or chief officer of the association, authorizing any agent, duly appointed by resolution under the seal of the company, to acknowledge service of process for and in behalf of such company or association, consenting that service of process upon any agent shall be taken and held to be as valid as if served upon the company or association, according to the laws of this state or any other state, and waiving all claim of error by reason of such service; and suits may be commenced against any such company or association in any county of this state, by declaration or process, as in other cases, and such declaration or process may run into and be served upon such agent or attorney in any county of this state where such agent or attorney may be. And no insurance company, or officer, or agent or agents of any insurance company, unincorporated or incorporated in any other state, shall transact any business of insurance in this state, unless such company is possessed of at least one hundred thousand dollars of actual capital invested in stock, bonds and mortgages, or other satisfactory security, the market value of which shall be not less than one hundred thousand dollars. And upon the filing of the aforesaid statement and resolution with the secretary of state of this state, and furnishing him with full and satisfactory evidence of such investment as aforesaid, it shall be the duty of said secretary of state to issue a certificate thereof, with authority to transact business of insurance to the company, officers, agent or agents applying for the same.

What statement shall show.

Appointment of agent by company.

Process against company served on agent.

Amount of capital stock necessary.

Secretary of state to issue certificate.

1881

1881 Mich. Pub. Acts 343.

§8145. 1881, p. 348, June 10, Sept. 10, Act 256. SECTION 1. *The People of the State of Michigan enact*, That suits may be commenced at law or in equity in the circuit court for any county of this state where the plaintiff resides, or

service of process may be had, and in cases where the plaintiff is a non-resident, in any county of the state, against any corporation not organized under the laws of this state, in all cases where the cause of action accrues within the state of Michigan, by service of a summons, declaration or chancery subpoena within the state of Michigan, upon any officer or agent of the corporation, or upon the conductor of any railroad train, or upon the master of any vessel belonging to and in the service of the corporation against which the cause of action has accrued: *Provided*, that in all such cases no judgment shall be rendered for sixty days after the commencement of suit, and the plaintiff shall, within thirty days after the commencement of suit, send notice by mail to the corporation defendant at its home office.

§ 8145. — 1881, p. 348, June 10, Sept. 10, Act 256. SECTION 1. Where suits may be commenced. *The People of the State of Michigan enact*, That suits may be commenced at law or in equity in the circuit court for any county of this state where the plaintiff resides, or service of process may be had, and in cases where the plaintiff is a non-resident, in any county of the state, against any corporation not organized under the laws of this state, in all cases where the cause of action accrues within the state of Michigan, by service of a summons, declaration or chancery subpoena within the state of Michigan, upon any officer or agent of the corporation, or upon the conductor of any railroad train, or upon the master of any vessel belonging to and in the service of the corporation against which the cause of action has accrued: *Provided*, that in all such cases no judgment shall be rendered for sixty days after the commencement of suit, and the plaintiff shall, within thirty days after the commencement of suit, send notice by mail to the corporation defendant at its home office. Proviso.

§ 8146. — SEC. 2. That when the cause of action has accrued When cause of action accrued prior to passage of act. prior to the passage of this act, suit may be brought as provided in the first section of this act: *Provided*, that the cause of action at the time such suit is brought would not have been barred by the statute of limitations, had such corporation been organized within this state.

1903

1903 Mich. Pub. Acts 60.

SECTION 1. Every foreign corporation, partnership and association, other than life insurance companies and building and loan associations, that places or sells certificates, bonds, debentures, tontine contracts, or other investment securities of any kind or description, on the partial payment or installment plan, shall, as a condition precedent to transacting business in this State, comply with the following provisions:

First, It shall file with the Secretary of State a certified copy of its charter or articles of incorporation or agreement, a copy of its by-laws and rules governing it, together with a sworn statement of its financial condition;

Second, It shall file with the Secretary of State a written instrument properly executed, agreeing that any summons or process of any court in this State may issue against it from any county in this State, and when served upon the Secretary of State, shall be accepted irrevocably as a valid service upon such foreign corporation, partnership or association: *Provided, however,* That the Secretary of State shall mail a copy of any such legal process served upon him to the home office of such foreign corporation, partnership or association. The plaintiff shall for each process so served pay to the Secretary of State, at the time of such service, a fee of ten dollars, which shall be recovered by the plaintiff as a part of the taxable costs if he prevail in the suit;

9657. Corporations Included—Articles—Agreement Relative to Process—Deposit—Interest.

The People of the State of Michigan enact:

SECTION 1. Every foreign corporation, partnership and association, other than life insurance companies and building and loan associations, that places or sells certificates, bonds, debentures, tontine contracts, or other investment securities of any kind or description, on the partial payment or installment plan, shall, as a condition precedent to transacting business in this State, comply with the following provisions:

First, It shall file with the Secretary of State a certified copy of its charter or articles of incorporation or agreement, a copy of its by-laws and rules governing it, together with a sworn statement of its financial condition;

Second, It shall file with the Secretary of State a written instrument properly executed, agreeing that any summons or process of any court in this State may issue against it from any county in this State, and when served upon the Secretary of State, shall be accepted irrevocably as a valid service upon such foreign corporation, partnership or association: *Provided, however,* That the Secretary of State shall mail a copy of any such legal process served upon him to the home office of such foreign corporation, partnership or association. The plaintiff shall for each process so served pay to the Secretary of State, at the time of such service, a fee of ten dollars, which shall be recovered by the plaintiff as a part of the taxable costs if he prevail in the suit;

Minnesota

1858

Minn. Stat. § 72.37 (1858).

(37.) Sec. XXXVII. No corporation is subject to the jurisdiction of a court of this territory, unless it appear in the court, or have been created by or under the laws of this territory, or have an agency established therein, for the transaction of some portion of its business, or have property therein; and in the last case, only to the extent of such property at the time the jurisdiction attached.

(37.) SEC. XXXVII. No corporation is subject to the jurisdiction of a court of this territory, unless it appear in the court, or have been created by or under the laws of this territory, or have an agency established therein, for the transaction of some portion of its business, or have property therein; and in the last case, only to the extent of such property at the time the jurisdiction attached. Jurisdiction of court over corporations.

1867

Minn. Stat. § 66.1 (1867).

SECTION 1. That the summons in any civil action or proceeding wherein a foreign corporation is defendant, may be served by delivering a copy thereof to the president, secretary, or any managing or general agent of said foreign corporation, and such service shall be of the same force, effect and validity as like service upon domestic corporations.

Be it enacted by the Legislature of the State of Minnesota:

Summons in
action against for-
eign corporation,
how served.

SECTION 1. That the summons in any civil action or proceeding wherein a foreign corporation is defendant, may be served by delivering a copy thereof to the president, secretary, or any managing or general agent of said foreign corporation, and such service shall be of the same force, effect and validity as like service upon domestic corporations.

Act to supersede
other inconsis-
tent provisions.

SEC. 2. This act shall have full force and effect notwithstanding any provisions of the general statutes, or other law of the state inconsistent herewith, and shall be published with and as a part of the general statutes.

To take effect
when.

SEC. 3. This act shall take effect and be in force from and after its passage.

Approved February 28, 1866.

1867

Minn. Stat. § 34.117 (1867).

SEC. 117. It shall not be lawful for any agent or agents of any fire insurance company incorporated by any other state than the state of Minnesota, directly or indirectly to take any risks or transact any business of fire insurance in this state, without such company has first obtained a certificate of authority from the state treasurer, and before obtaining such certificate, such fire insurance company shall furnish said treasurer with a statement under the oath of the president or secretary of the company, showing

Such statement shall be filed in the office of said treasurer, together with a written agreement under the seal of the company, signed by the president and secretary thereof, and agreeing on the part of the company that service or process in any civil action against such company may be made upon any agent of the company in this state, and authorizing such agent for and in behalf of such company, to admit such service of process on him, and agreeing that the service of process upon any such agent shall be valid and binding upon the company as if made upon the president or secretary thereof.

Foreign insurance company may do business in this state, when.

Shall make statement and obtain certificate—statement to show what.

SEC. 117. It shall not be lawful for any agent or agents of any fire insurance company incorporated by any other state than the state of Minnesota, directly or indirectly to take any risks or transact any business of fire insurance in this state, without such company has first obtained a certificate of authority from the state treasurer, and before obtaining such certificate, such fire insurance company shall furnish said treasurer with a statement under the oath of the president or secretary of the company, showing:

First. The name and locality of the company.

Second. The amount of its capital stock, and the amount paid up.

Third. The amount of its accumulation.

Fourth. The assets of the company, including,

1st. The amount of cash on hand and in the hands of agents or other persons.

2d. The real estate unencumbered.

3d. The bonds owned by the company, and how they are secured, with rate of interest thereon.

4th. Debts to the company secured by mortgage.

5th. Debts otherwise secured.

6th. Debts for premiums.

7th. All other securities.

Fifth. The amount of liabilities due or not due banks or other creditors by the company.

Sixth. Losses adjusted and due.

Seventh. Losses adjusted and not due.

Eighth. Losses unadjusted.

Ninth. Losses in suspense, waiting for further proof.

Tenth. All other claims against the company.

Eleventh. The greatest amount insured in any one risk.

Twelfth. The greatest amount allowed by the rules to be insured in one city, town or village.

Thirteenth. The greatest amount allowed to be insured in any one block.

Fourteenth. The act of incorporation of such company.

Such statement shall be filed in the office of said treasurer, together with a written agreement under the seal of the company, signed by the president and secretary thereof, and agreeing on the part of the company that service or process in any civil action against such company may be made upon any agent of the company in this state, and authorizing such agent for and in behalf of such company, to admit such service of process on him, and agreeing that the service of process upon any such agent shall be valid and binding upon the company as if made upon the president or secretary thereof.

Statement and agreement to be filed with state treasurer.

1878**Minn. Stat. §§ 66.59-60, 66.63 (1878).**

§ 59. (SEC. 48.) **Summons, how served and on whom.** The summons shall be served by delivering a copy thereof, as follows: *First*. If the action is against a corporation, to the president, or other head of the corporation, secretary, cashier, treasurer, a director or managing agent thereof: *provided*, that in case none of the officers named can be found within the state, of which the return of the sheriff that they cannot be found within his county shall be *prima facie* evidence, then the summons may be served by publication; but such service can be made in respect to a foreign corporation only when it has property within this state, or the cause of action arose therein; . . .

§ 60. **Service on foreign corporations.** That the summons in any civil action or proceeding wherein a foreign corporation is defendant may be served by delivering a copy thereof to the president, secretary, or any managing or general agent of said foreign corporation; and such service shall be of the same force, effect and validity as like service upon domestic corporations. . . .

§ 63. **Service on domestic corporation without resident officers.** Whenever any corporation, created by the laws of this state or late territory of Minnesota, does not have an officer in this state upon whom legal service of process can be made, an action or proceeding against such corporation may be commenced in any county where the cause of action may arise, or said corporation may have property; and service may be made upon such corporation by depositing a copy of the summons, writ, or other

process in the office of the secretary of state, which shall be taken, deemed and treated as personal service on such corporation: *provided*, a copy of said summons, writ, or other process shall be deposited in the post office, postage paid, directed to the secretary or other proper officer of such corporation, at the place where the main business of such corporation is transacted, when such place of business is known to the plaintiff, and be published at least once a week for six weeks in some newspaper printed and published in the, city of St. Paul, before such service shall be deemed perfect. (1875, c. 43, § 1.)

§ 59. (Sec. 48.) **Summons, how served and on whom.** The summons shall be served by delivering a copy thereof, as follows: 52 NW 642-934. 53 NW 572-

First. If the action is against a corporation, to the president, or other head of the corporation, secretary, cashier, treasurer, a director or managing agent thereof: *provided*, that in case none of the officers named can be found within the state, of which the return of the sheriff that they cannot be found within his county shall be *prima facie* evidence, then the summons may be served by publication; but such service can be made in respect to a foreign corporation only when it has property within this state, or the cause of action arose therein;

§ 60. **Service on foreign corporations.** That the summons in any civil action or proceeding wherein a foreign corporation is defendant may be served by delivering a copy thereof to the president, secretary, or any managing or general agent of said foreign corporation; and such service shall be of the same force, effect and validity as like service upon domestic corporations. (Gen. St. p. 494, § 1.)

§ 63. **Service on domestic corporation without resident officers.** Whenever any corporation, created by the laws of this state or late territory of Minnesota, does not have an officer in this state upon whom legal service of process can be made, an action or proceeding against such corporation may be commenced in any county where the cause of action may arise, or said corporation may have property; and service may be made upon such corporation by depositing a copy of the summons, writ, or other process, in the office of the secretary of state, which shall be taken, deemed and treated as personal service on such corporation: *provided*, a copy of said summons, writ, or other process shall be deposited in the post-office, postage paid, directed to the secretary or other proper officer of such corporation, at the place where the main business of such corporation is transacted, when such place of business is known to the plaintiff, and be published

at least once a week for six weeks in some newspaper printed and published in the city of St. Paul, before such service shall be deemed perfect. (1875, c. 43, § 1.)

1889

Minn. Stat. § 235.1 (1889).

That any railroad company organized under the laws of other states is hereby authorized, upon being incorporated in this state as hereinafter provided, to build and extend its road into, through, or across the state of Minnesota, and such railroad company shall have and possess all the powers, franchises, immunities and privileges, and be subject to the same liabilities as railroad companies organized and incorporated under the general laws of this state. Provided, and this act is upon the express condition which is accepted by any company that avails itself of the provisions of this act, . . . and shall keep an office in this state in the same county, or some one of the counties, in or through which its railroad is, or is proposed to be built, and shall be liable to civil process, to be sued and to sue as provided by law.

(1889, c. 235, § 1.²¹)

§ 2753. Foreign companies—Extension into Minnesota—Conditions.

That any railroad company organized under the laws of other states is hereby authorized, upon being incorporated in this state as hereinafter provided, to build and extend its road into, through, or across the state of Minnesota, and such railroad company shall have and possess all the powers, franchises, immunities and privileges, and be subject to the same liabilities as railroad companies organized and incorporated under the general laws of this state. Provided, and this act is upon the express condition which is accepted by any company that avails itself of the provisions of this act, and which is in accord with the uniform practice of all railroad companies heretofore reporting "gross earnings" for taxation under the laws of this state, that the term "gross earnings" as used in sections one and two of chapter one hundred and eleven of the general laws of one thousand eight hundred and seventy-three, and in section one of chapter eleven of the general laws of one thousand eight hundred and eighty-seven, shall be construed to mean "all earnings on business beginning and ending within the state and a proportion based upon the proportion of the mileage within the state to the entire mileage over which such business is done, of earnings on all inter-state business passing through, into or out of the state, and shall include gross earnings of all express companies, fast freight lines, sleeping and parlor car companies, and other common carriers, corporations or persons doing business or transporting persons or property on and over the lines or right of way of any railroad company within this state by virtue of an agreement, contract or arrangement of any nature with such railroad company. Provided, such railroad company shall first file in the office of the secretary of state of the state of Minnesota, a true copy of its articles of organization, or incorporation, duly certified as such by the secretary of state of the state of its original incorporation, and shall comply with the laws of the state of Minnesota as to filing and recording its said articles of organization or incorporation by causing a certified copy thereof to be recorded in the office of said secretary of state of the state of Minnesota, and a like certified copy of said articles to be recorded in the office of the register of deeds of the county where the principal place of business of said railroad company is to be located in this state, and shall keep an office in this state in the same county, or some one of the counties, in or through which its railroad is, or is proposed to be built, and shall be liable to civil process, to be sued and to sue as provided by law.

(1889, c. 235, § 1.21)

1894

Minn. Stat. § 66.5200 (1894).

§ 5200. Service on foreign corporations. That the summons or any process in any civil action or proceeding wherein a foreign corporation or association is defendant, which has property within this state, or the cause of action arose therein, may be served by delivering a copy of such summons or process to the president, secretary or any other officer, or to any agent of such corporation or association; and such service shall be of the same force, effect and validity as like service upon domestic corporations; provided, If any such corporation or

association has, by an appointment in writing filed with the secretary of this state, appointed or designated some person or resident of this state upon whom summons or process can be served, such summons or process shall be served upon such person so designated; and provided further, that any such action or proceeding may be commenced and tried in any county in which the cause of action arose, subject to be removed for cause as in other cases.

§ 5200. Service on foreign corporations.

That the summons or any process in any civil action or proceeding wherein a foreign corporation or association is defendant, which has property within this state, or the cause of action arose therein, may be served by delivering a copy of such summons or process to the president, secretary or any other officer, or to any agent of such corporation or association; and such service shall be of the same force, effect and validity as like service upon domestic corporations; provided, if any such corporation or association has, by an appointment in writing filed with the secretary of this state, appointed or designated some person or resident of this state upon whom summons or process can be served, such summons or process shall be served upon such person so designated; and provided further, that any such action or proceeding may be commenced and tried in any county in which the cause of action arose, subject to be removed for cause as in other cases.

1913

Minn. Stat. § 58.6206 (1913).

6206. Office and agent in state—Every foreign corporation for pecuniary profit, before it shall be authorized or permitted to transact any business in this state, or to continue business herein if already established, or to acquire, hold, or dispose of property within this state, or to sue or maintain any action at law or otherwise in any of the courts in this state, shall have and maintain a public office or place in this state for the transaction of its business, and shall appoint an agent, who shall reside in the county in which said public office is located, duly authorized to accept service of process, and upon whom service of process may be had in any action to

which said corporation may be a party; and service upon such agent shall be due and personal service upon such corporation. An authenticated copy of the appointment of such agent shall be filed with the secretary of state, and a certified copy thereof shall be prima facie evidence of the appointment and authority of such agent.

6206. Office and agent in state—Every foreign corporation for pecuniary profit, before it shall be authorized or permitted to transact any business in this state, or to continue business herein if already established, or to acquire, hold, or dispose of property within this state, or to sue or maintain any action at law or otherwise in any of the courts in this state, shall have and maintain a public office or place in this state for the transaction of its business, and shall appoint an agent, who shall reside in the county in which said public office is located, duly authorized to accept service of process, and upon whom service of process may be had in any action to which said corporation may be a party; and service upon such agent shall be due and personal service upon such corporation. An authenticated copy of the appointment of such agent shall be filed with the secretary of state, and a certified copy thereof shall be prima facie evidence of the appointment and authority of such agent.

Mississippi

1857

Miss. Code Ann. § 35-11-57 (1857).

ART. 57. It shall not be lawful for any agent of any insurance company, incorporated by any other State than the State of Mississippi, directly or indirectly, to take risks, or transact any business of insurance in this State, without first procuring a certificate of authority from the auditor of public accounts; and before obtaining such certificate, such agent shall furnish to the said auditor a statement, under the oath of the president, or secretary of the company for which he may act, which statement shall show:

....

Fourteenth. The act of incorporation of each company.

Which statement shall be filed in the office of said auditor, together with a written instrument, under the seal of the company, signed by the president and secretary, authorizing such agent to acknowledge service of process, for and in behalf of such company, consenting that service of process upon such agent shall be taken and held to be as valid as if served upon the company, according to the laws of this State; and waiving all claim of error by reason of such service; and no insurance company, or agent of any insurance company, incorporated by any other State, shall transact any business of insurance in this State, unless such company is possessed of at least one hundred and fifty thousand dollars of actual capital invested in stocks of at least par value, or in bonds or mortgages of real estate, worth double the amount for which the same is mortgaged; and upon filing the aforesaid statement and

instrument with the auditor, and furnishing him with satisfactory evidence of such investment as aforesaid, it shall be the duty of said auditor to issue a certificate thereof, with authority to transact business of insurance, to the agent applying for the same.

ART. 57. It shall not be lawful for any agent of any insurance company, incorporated by any other State than the State of Mississippi, directly or indirectly, to take risks, or transact any business of insurance in this State, without first procuring a certificate of authority from the auditor of public accounts; and before obtaining such certificate, such agent shall furnish to the said auditor a statement, under the oath of the president, or secretary of the company for which he may act, which statement shall show:

- First. The name and locality of the company.
- Second. The amount of its capital stock.
- Third. The amount of its capital stock paid up.
- Fourth. The assets of the company, including,
 - 1st. The amount of cash on hand, and in the hands of agents or other persons.
 - 2d. The real estate unincumbered.
 - 3d. Bonds owned by the company, and how they are secured, with the rate of interest thereon.
 - 4th. Debts to the company secured by mortgage.
 - 5th. Debts otherwise secured.
 - 6th. Debts for premiums.
 - 7th. All other securities.
- Fifth. The amount of liability, due or not due, to banks or other creditors, by the company.
- Sixth. Losses adjusted and due.
- Seventh. Losses adjusted and not due.
- Eighth. Losses unadjusted.
- Ninth. Losses in suspense, waiting for further proof.
- Tenth. All other claims against the company.
- Eleventh. The greatest amount insured in any one risk.
- Twelfth. The greatest amount allowed by the rules of the company, to be insured in any one city, town or village.
- Thirteenth. The greatest amount allowed to be insured in any one block.

Fourteenth. The act of incorporation of each company.

Which statement shall be filed in the office of said auditor, together with a written instrument, under the seal of the company, signed by the president and secretary, authorizing such agent to acknowledge service of process, for and in behalf of such company, consenting that

service of process upon such agent shall be taken and held to be as valid as if served upon the company, according to the laws of this State; and waiving all claim of error by reason of such service; and no insurance company, or agent of any insurance company, incorporated by any other State, shall transact any business of insurance in this State, unless such company is possessed of at least one hundred and fifty thousand dollars of actual capital invested in stocks of at least par value, or in bonds or mortgages of real estate, worth double the amount for which the same is mortgaged; and upon filing the aforesaid statement and instrument with the auditor, and furnishing him with satisfactory evidence of such investment as aforesaid, it shall be the duty of said auditor to issue a certificate thereof, with authority to transact business of insurance, to the agent applying for the same.

1880

Miss. Code Ann. § 58-1529 (1880).

§1529.* If the defendant be a corporation, process may be served on the president, or other head of the corporation, upon the cashier, secretary, treasurer, clerk, or agent of the corporation, or upon any one of the directors of such corporation. If no such person or persons be found in the county, then it shall be sufficient to post a true copy of the process on the door of the office, or principal place of business of the corporation. In suits against railroad, telegraph, express, steamboat and insurance companies or corporations, brought in any county, other than that in which their office, or principal place of business may be, the process may be served on any agent, or sent to any county in which such office, or principal place of business may be located, and there served, as herein directed and authorized; or may be served on any of the foregoing officers, or agents wherever found.

§ 1529.* If the defendant be a corporation, process may be served on the president, or other head of the corporation, upon the cashier, secretary, treasurer, clerk, or agent of the corporation, or upon any one of the directors of such corporation. If no such person or persons be found in the county, then it shall be sufficient to post a true copy of the process on the door of the office, or principal place of business of the corporation. In suits against railroad, telegraph, express, steamboat and insurance companies or corporations, brought in any county, other than that in which their office, or principal place of business may be, the process may be served on any agent, or sent to any county in which such office, or principal place of business may be located, and there served, as herein directed and authorized; or may be served on any of the foregoing officers, or agents wherever found.

1892

Miss. Code Ann. § 25-849 (1892).

849 (1042). Of foreign corporations.—Corporations which exist by the laws of any other state of the Union, by the acts of congress, or the laws of any foreign country, may sue in this state by their corporate names, and they shall also be liable to be sued or proceeded against, by attachment or otherwise, as individual non-resident debtors may be sued or proceeded against. And the acts of the agents of any such foreign corporation shall have the same force and validity as the acts of agents of private persons; but such foreign corporations shall not do or commit any act in this state contrary to the laws or policy thereof, and shall not be allowed to recover on any contract made in violation of law or public policy.

849 (1042). Of foreign corporations.—Corporations which exist by the laws of any other state of the Union, by the acts of congress, or the laws of any foreign country, may sue in this state by their corporate names, and they shall also be liable to be sued or proceeded against, by attachment or otherwise, as individual non-resident debtors may be sued or proceeded against. And the acts of the agents of any such foreign corporation shall have the same force and validity as the acts of agents of private persons; but such foreign corporations shall not do or commit any act in this state contrary to the laws or policy thereof, and shall not be allowed to recover on any contract made in violation of law or public policy.

1906

Miss. Code Ann. §§ 24-919 to 24-920 (1906).

919. Foreign corporations subject to suit in this state.— Any corporation claiming existence under the laws of any other state or of any country foreign to the United States found doing business in this state, shall be subject to suit here to the same extent that corporations of this state are, by the laws thereof, liable to be sued by any resident of this state, and also so far as relates to any transaction had in whole or in part within this state, or any cause of action arising here. And any corporation having any transaction with persons or having any transaction concerning property situated in this state, through any agency whatever, acting for it within this state, shall be held to be doing business here within the meaning of this section.

920. Process may be served upon agent.—Process may be served upon any agent of said corporation found within the county where the suit is brought, no matter what character of agent such person may be; and in the absence of an agent, it shall be sufficient to serve the process upon any person, if found within the county where the suit is brought, who represented the corporation at the time of the transaction out of which the suit arises took place, or if the agency through which the transaction was had be itself a corporation, then upon any agent of that corporation upon whom process might have been served if it were the defendant. The officer serving the process shall state the facts, upon whom issued, etc., in his return, and service of process so made shall be as effectual as if a corporation of this state were sued, and the process has been served as required by law; but in order that defendant corporation may also have effectual notice, it

shall be the duty of the clerk to immediately mail a copy of the process to the home office of the corporation by registered letter, the postage and fees of which shall be taxed as other costs. The clerk shall file with the papers in the cause a certificate of the fact of such mailing, and make a minute thereof upon the docket, and no judgment shall be taken in the case until thirty days after the date of such mailing.

919. Foreign corporations subject to suit in this state.—Any corporation claiming existence under the laws of any other state or of any country foreign to the United States found doing business in this state, shall be subject to suit here to the same extent that corporations of this state are, by the laws thereof, liable to be sued by any resident of this state, and also so far as relates to any transaction had in whole or in part within this state, or any cause of action arising here. And any corporation having any transaction with persons or having any transaction concerning property situated in this state, through any agency whatever, acting for it within this state, shall be held to be doing business here within the meaning of this section.

920. Process may be served upon agent.—Process may be served upon any agent of said corporation found within the county where the suit is brought, no matter what character of agent such person may be; and in the absence of an agent, it shall be sufficient to serve the process upon any person, if found within the county where the suit is brought, who represented the corporation at the time of the transaction out of which the suit arises took place, or if the agency through which the transaction was had be itself a corporation, then upon any agent of that corporation upon whom process might have been served if it were the defendant. The officer serving the process shall state the facts, upon whom issued, etc., in his return, and service of process so made shall be as effectual as if a corporation of this state were sued, and the process has been served as required by law; but in order that defendant corporation may also have effectual notice, it shall be the duty of the clerk to immediately mail a copy of the process to the home office of the corporation by registered letter, the postage and fees of which shall be taxed as other costs. The clerk shall file with the papers in the cause a certificate of the fact of such mailing, and make a minute thereof upon the docket, and no judgment shall be taken in the case until thirty days after the date of such mailing.

Missouri1845**Mo. Rev. Stat. §§ 87.1, 87.3 (1845).**

SECTION 1. That every person or persons who shall undertake to act in this state, as an agent or agents for, or in behalf of any insurance company, not incorporated by an act of the legislature of this state, shall, before entering upon the duties of his or their agency, or, in case he or they have already entered upon said duties, then, on or before the first day July, eighteen hundred and forty-five, deposit with the clerk of the county court, in the county in which he or they propose to do business, or are already doing business, a copy of the charter, and also a copy of the power of attorney or commission, held by him or them, as agent or agents of such company aforesaid, which papers shall be subject to the inspection of any person desiring the same.

SEC. 3. The agent or agents of any such company aforesaid, shall also be required, before commencing business, or, in case he or they have already commenced business, then, on or before the first day of July, eighteen hundred and forty-five, to furnish to the clerk of the county court, to be on the records of said court, a resolution of the board of directors of the company for which he or they may propose to act, or are already acting, duly authenticated, authorizing any citizen or person residing in the state of Missouri, or elsewhere, having a claim against any such company aforesaid, growing out of a contract of insurance, made with the agent or agents of any such company aforesaid, doing business in this state, to sue for the same in any court in said state having

competent jurisdiction; and further authorizing service of process on said agent or agents to be sufficiently binding on said company to abide the issue of said suit, and that such service shall authorize judgments in the same manner that judgments are taken against private individuals; and it is hereby enacted, that the service of process on the said agent or agents, in any action commenced against such company, shall be deemed a service upon the company, and shall authorize the same proceedings as in case of other actions at law; the process shall be served and returned in the same manner, as if the action were against the agent or agents personally.

SECTION 1. That every person or persons who shall undertake to act in this state, as an agent or agents for, or in behalf of any insurance company, not incorporated by an act of the legislature of this state, shall, before entering upon the duties of his or their agency, or, in case he or they have already entered upon said duties, then, on or before the first day of July, eighteen hundred and forty-five, deposit with the clerk of the county court, in the county in which he or they propose to do business, or are already doing business, a copy of the charter, and also a copy of the power of attorney or commission, held by him or them, as agent or agents of such company aforesaid, which papers shall be subject to the inspection of any person desiring the same.

Agents of foreign insurance companies before entering on their duties, &c., shall deposit with the clerk of the county court a copy of the charter, power of attorney, &c.

Subject to inspection.

Agents of such company to furnish clerk of county court a resolution of the board of directors, authorizing any citizen, &c., to sue for claims against such company, and authorizing the service of process on the agent or agents, &c.

SEC. 3. The agent or agents of any such company aforesaid, shall also be required, before commencing business, or, in case he or they have already commenced business, then, on or before the first day of July, eighteen hundred and forty-five, to furnish to the clerk of the county court, to be placed on the records of said court, a resolution of the board of directors of the company for which he or they may propose to act, or are already acting, duly authenticated, authorizing any citizen or person residing in the state of Missouri, or elsewhere, having a claim against any such company aforesaid, growing out of a contract of insurance, made with the agent or agents of any such company aforesaid, doing business in this state, to sue for the same in any court in said state having competent jurisdiction; and further authorizing service of process on said agent or agents to be sufficiently binding on said company to abide the issue of said suit, and that such service shall authorize judgments in the same manner that judgments are taken against private individuals; and it is hereby enacted, that the service of process on the said agent or agents, in any action commenced against such company, shall be deemed a service upon the company, and shall authorize the same proceedings as in case of other actions at law; the process shall be served and returned in the same manner, as if the action were against the agent or agents personally.

CHAP. 87.

1866**Mo. Rev. Stat. § 90.3 (1866).**

SECT. 3. Every person or party who shall undertake to act, in this state, as agent or agents for or in behalf of any insurance company, including all kinds of insurance, not incorporated by the legislature of this state or under the laws thereof, before entering upon the duties of his or their agency, shall do and perform the following things, to wit: . . . fourth, also a resolution of the board of directors of such company, duly authenticated by the secretary thereof, under seal of such company, authorizing any person having a claim against such company, growing out of a contract of insurance made in this state, with the agent or agents thereof doing business in this state, to sue such company for the same, in any court of this state having competent jurisdiction; and further authorizing the service of process on said agent or agents, by personal service, or by leaving a copy thereof at his last place of abode, to be binding on such company to abide the issue of such suit, and that such service shall authorize a judgment in such suit against such company, in the same manner and with like effect as a judgment is taken against an individual in such court, when having full jurisdiction over him; and the service of process on such agent or agents, as aforesaid, shall be deemed a service upon the company sued, and shall authorize the same proceedings in such suit as in the case of other suits in such court; and the process shall be served and returned in the same manner as if the action were against the agent or agents personally; provided, that any company doing business solely on the mutual plan, shall file a statement, as aforesaid, showing the amount of their actual accumulations and how the same are invested.

SECT. 3. Every person or party who shall undertake to act, in this state, as agent or agents for or in behalf of any insurance company, including all kinds of insurance, not incorporated by the legislature of this state or under the laws thereof, before entering upon the duties of his or their agency, shall do and perform the following things, to wit: First, deposit with the clerk of the county court in the county in which he or they propose to do business, a copy of the charter of the company for which he or they are agents, duly certified by the proper officer of the state or government incorporating the same; second, also a copy of the power of attorney or commission held by him or them for acting as agent or agents of such company, verified by the affidavit of such agent or agents of its correctness and of the genuineness of the original; third, also a statement, subscribed and sworn to by the president any secretary of such company, setting forth the amount of the capital stock of such company, the proportion thereof actually paid in, in cash, and how the balance thereof, if any, is secured, how the portion actually paid in is invested, and the actual cash value of its capital stock, as near as possible, allowing sixty days to convert the same into ready money. The matters above specified, for such statement, shall be such as they were on the first day of January next preceding the depositing of such statement; and on or before the first day of February of each year thereafter, a similar statement of the condition of such company, on the first day of January next preceding, shall be deposited with

such clerk; fourth, also a resolution of the board of directors of such company, duly authenticated by the secretary thereof, under seal of such company, authorizing any person having a claim against such company, growing out of a contract of insurance made in this state, with the agent or agents thereof doing business in this state, to sue such company for the same, in any court of this state having competent jurisdiction; and further authorizing the service of process on said agent or agents, by personal service, or by leaving a copy thereof at his last place of abode, to be binding on such company to abide the issue of such suit, and that such service shall authorize a judgment in such suit against such company, in the same manner and with like effect as a judgment is taken against an individual in such court, when having full jurisdiction over him; and the service of process on such agent or agents, as aforesaid, shall be deemed a service upon the company sued, and shall authorize the same proceedings in such suit as in the case of other suits in such court; and the process shall be served and returned in the same manner as if the action were against the agent or agents personally; *provided*, that any company doing business solely on the mutual plan, shall file a statement, as aforesaid, showing the amount of their actual accumulations and how the same are invested.

1869**Mo. Rev. Stat. §§ 76.24-25 (1869).**

Ibid, p. 54—**24**. It shall not be lawful for any person to act, within this State, as agent or otherwise, in receiving or procuring applications for insurance, or in any manner to aid in transacting the business referred to in the first section of this act, for any company or association incorporated by or organized under the laws of the United States, or any other State of the United States, or any foreign government, unless such company is possessed of the amount of capital and of actual paid up capital, or of premium notes, case premiums and guarantee fund of the kind, character and amounts required of companies organized under the provisions of this act. Such guarantee fund shall be deposited with the financial officer of the State or county under the laws of which the company is organized, or with the treasurer of this State, in the manner provided by the sixteenth section of this act, in regard to the making of such deposit by companies organizing under this act.

Ibid, p. 55—**25**. Any such company mentioned in the preceding section, desiring to transact any such business as aforesaid, by any agent or agents in this State, shall file with the superintendent of the insurance department a written instrument or power of attorney, duly signed and sealed, authorizing any and every agent that is or may be acting for such company in this State, to acknowledge service of process for and in behalf of such company in this State, and consenting that service of process upon any such agent shall be taken and held to be as valid as if served upon the company, according to the laws of this or any other State, and that in case any such insurance

company shall cease to transact business in this State, any person who has acted as such agent shall be considered and held as continuing to be agent for such company, for the purpose of process, as aforesaid, in any action against the company upon any policy or liability issued or contracted during the time such company transacted business in this State.

Ibid, p. 54—~~24~~. It shall not be lawful for any person to act, within this State, as agent or otherwise, in receiving or procuring applications for insurance, or in any manner to aid in transacting the business referred to in the first section of this act, for any company or association incorporated by or organized under the laws of the United States, or any other State of the United States, or any foreign government, unless such company is possessed of the amount of capital and of actual paid up capital, or of premium notes, cash premiums and guarantee fund of the kind, character and amounts required of companies organized under the provisions of this act. Such guarantee fund shall be deposited with the financial officer of the State or county under the laws of which the company is organized, or with the treasurer of this State, in the manner provided by the sixteenth section of this act, in regard to the making of such deposit by companies organizing under this act.

Ibid, p. 55—~~25~~. Any such company mentioned in the preceding section, desiring to transact any such business as aforesaid, by any agent or agents in this State, shall file with the superintendent of the insurance department a written instrument or power of attorney, duly signed and sealed, authorizing any and every agent that is or may be acting for such company in this State, to acknowledge service of process for and in behalf of such company in this State, and consenting that service of process upon any such agent shall be taken and held to be as valid as if served upon the company, according to the laws of this or any other State, and that in case any such insurance company shall cease to transact business in this State, any person who has acted as such agent shall be considered and held as continuing to be agent for such company, for the purpose of process, as aforesaid, in any action against the company upon any policy or liability issued or contracted during the time such company transacted business in this State.

1879

Mo. Rev. Stat. § 59.3489 (1879).

SEC. 3489. *Writ, how served on persons and foreign corporations.*—A summons shall be executed, except as otherwise provided by law, either: First, by reading the writ to the defendant, and delivering to him a copy of the petition; or, second, by delivering to him a copy of the petition and writ; or, third, by leaving a copy of the petition and writ at his usual place of abode, with some person of his family over the age of fifteen years; or, fourth, where defendant is a corporation or joint stock company, organized under the laws of any other state or country, and having an office or doing business in this state, by delivering a copy of the writ and petition to any officer or agent of such corporation or company, in charge of any office or place of business, or if it have no office or place of business, then to any officer, agent or employe in any county where such service may be obtained; or, fifth, where there are several defendants, by delivering to the defendant who shall be first summoned a copy of the petition and writ, and to such as shall be subsequently summoned, a copy of the writ; or by leaving such copy at the usual place of abode of the defendant, with some person of his family over the age of fifteen years; sixth, where any action shall be commenced against any county, a copy of the original summons shall be left with the clerk of the county court fifteen days, at least, before the return day thereof, and all copies of said writ shall be made without fee or charge by the officer serving the same. (G. S. 225, § 6; laws 1875, p. 106, amended—*c.*)

SEC. 3489. *Writ, how served on persons and foreign corporations.*—A summons shall be executed, except as otherwise provided by law, either: First, by reading the writ to the defendant, and delivering to him a copy of the petition; or, second, by delivering to him a copy of the petition and writ; or, third, by leaving a copy of the petition and writ at his usual place of abode, with some person of his family over the age of fifteen years; or, fourth, where defendant is a corporation or joint stock company, organized under the laws of any other state or country, and having an office or doing business in this state, by delivering a copy of the writ and petition to any officer or agent of such corporation or company, in charge of any office or place of business, or if it have no office or place of business, then to any officer, agent or employe in any county where such service may be obtained; or, fifth, where there are several defendants, by delivering to the defendant who shall be first summoned a copy of the petition and writ, and to such as shall be subsequently summoned, a copy of the writ; or by leaving such copy at the usual place of abode of the defendant, with some person of his family over the age of fifteen years; sixth, where any action shall be commenced against any county, a copy of the original summons shall be left with the clerk of the county court fifteen days, at least, before the return day thereof, and all copies of said writ shall be made without fee or charge by the officer serving the same. (G. S. 225, § 6; laws 1875, p. 106, amended—c.)

1879

Mo. Rev. Stat. § 119.6013 (1879).

SEC. 6013. *Foreign companies to have resident agent.*—Any insurance company not incorporated by or organized under the laws of this state, desiring to transact any business by any agent or agents in this state, shall first file with the superintendent of the insurance department, a written instrument or power of attorney duly signed and sealed, appointing and authorizing some person, who shall be a resident of this state, to acknowledge or receive service of process, and upon whom process may be served for and in behalf of such company, in all proceedings that may be instituted against such company, in any court of this state or in any court of the United States in this state, and consenting that service of process upon any agent or attorney appointed under the provisions of this section, shall be taken and held to be as valid as if served upon the company, according to the laws of this or any other state; and such instrument shall furthermore provide that such attorney's authority shall continue until revocation of his

appointment is made by such company, by filing a similar instrument with said superintendent, whereby another person shall be appointed as such attorney. Such company shall have the right, from time to time, to change every appointment thus made by it; but until a new instrument is filed with said superintendent by such company, making such change or revocation, the attorney last appointed shall continue in authority, and remain the designated attorney of such company for the purpose of this chapter. If any attorney so appointed, shall absent himself from this state, or his usual place of abode or business, or secrete himself so that such process cannot be served upon him, or shall have become disqualified from any cause whatever, or shall die, the superintendent of the insurance department shall immediately appoint an attorney for service for such company, of which notice in writing shall be immediately given to such appointee and also to the company, or its general agent or manager, which appointment shall be as valid as if made by the company, and shall remain in force until the company shall have made another appointment, in the manner required for an original appointment of such attorney. Service of process as aforesaid, issued by any such court, as aforesaid, upon any such attorney appointed by the company, or by the superintendent, as aforesaid, shall be valid and binding and be deemed personal service upon such company, so long as it shall have any policies or liabilities outstanding in this state, although such company may have withdrawn, been excluded from, or ceased to do business in this state. (Laws 1869, P. 38 § 31, amended.)

Sec. 6013. *Foreign companies to have resident agent.*—Any insurance company not incorporated by or organized under the laws of this state, desiring to transact any business by any agent or agents in this state, shall first file with the superintendent of the insurance department, a written instrument or power of attorney duly signed and sealed, appointing and authorizing some person, who shall be a resident of this state, to acknowledge or receive service of process, and upon whom process may be served for and in behalf of such company, in all proceedings that may be instituted against such company, in any court of this state or in any court of the United States in this state, and consenting that service of process upon any agent or attorney appointed under the provisions of this section, shall be taken and held to be as valid as if served upon the company, according to the laws of this or any other state; and such instrument shall furthermore provide that such attorney's authority shall continue until revocation of his appointment is made by such company, by filing a similar instrument with said superintendent, whereby another person shall be appointed as such attorney. Such company shall have the right, from time to time, to change every appointment thus made by it; but until a new instrument is filed with said superintendent by such company, making such change or revocation, the attorney last appointed shall continue in authority, and remain the designated attorney of such company for the purpose of this chapter. If any attorney so appointed, shall absent himself from this state, or his usual place of abode or business, or secrete himself so that such process cannot be served upon him, or shall have become disqualified from any cause whatever, or shall die, the superintendent of the insurance department shall immediately appoint an attorney for service for such company, of which notice in writing shall be immediately given to such appointee and also to the company, or its general agent or manager, which appointment shall be as valid as if made by the company, and shall remain in force until the company shall have made another appointment, in the manner required for an original appointment of such attorney. Service of process as aforesaid, issued by any such court, as aforesaid, upon any such attorney appointed by the company, or by the superintendent, as aforesaid, shall be valid and binding and be deemed personal service upon such company, so long as it shall have any policies or liabilities outstanding in this state, although such company may have withdrawn, been excluded from, or ceased to do business in this state. Every such instrument of appointment executed by such company, shall be attested by the seal of such company, and shall recite the whole of this section, and shall be accompanied by a copy of a resolution of the board of directors or trustees of such company, similarly attested, showing that the president and secretary, or other chief officers of such company, are authorized to execute such instrument in behalf of the company; and if any such company shall fail, neglect or refuse to appoint and maintain, within the state, an attorney or agent, in the manner hereinbefore described, it shall forfeit the right to do or continue business in this state. (Laws 1869, p. 38, § 31, amended.)

1879

Mo. Rev. Stat. § 59.3498 (1879).

SEC. 3498. *Suits against foreign joint stock companies.*—Two or more foreign corporations or joint stock companies, or one or more foreign joint stock companies or corporations, and one or more domestic corporations, or one or more foreign corporations or joint stock companies and any private person or persons, being

associated together, and having an office or doing business in this state may be sued by the name in which they contract or do such business, without setting out the name of the individual joint stock companies or corporations or persons constituting such association, and service of process in such suits may be had on such association by delivering a copy of the summons to any member of such association, or to any officer or agent of such association, or to any officer or agent of any joint stock company or corporation forming a part of such association, who may be found in the county in which suit is brought; and the property of such association, or any individual member thereof, or of any corporation or joint stock company forming a part of such association, may be seized on execution and sold as provided by law in other cases, and the proceeds applied in satisfaction of any judgment obtained in such suit. (New section—*g.*)

Sec. 3498. *Suits against foreign joint stock companies.*—Two or more foreign corporations or joint stock companies, or one or more foreign joint stock companies or corporations, and one or more domestic corporations, or one or more foreign corporations or joint stock companies and any private person or persons, being associated together, and having an office or doing business in this state, may be sued by the name in which they contract or do such business, without setting out the name of the individual joint stock companies or corporations or persons constituting such association, and service of process in such suits may be had on such association by delivering a copy of the summons to any member of such association, or to any officer or agent of such association, or to any officer or agent of any joint stock company or corporation forming a part of such association, who may be found in the county in which suit is brought; and the property of such association, or any individual member thereof, or of any corporation or joint stock company forming a part of such association, may be seized on execution and sold as provided by law in other cases, and the proceeds applied in satisfaction of any judgment obtained in such suit. (New section—*g.*)

1889

Mo. Rev. Stat. § 89.5912 (1889).

SEC. 5912. Process against foreign companies, appointment of superintendent to receive or accept service of.—Any insurance company not incorporated by or organized under the laws of this state, desiring to transact any business by any agent or agents in this state, shall first file with the superintendent of the insurance department a written instrument or power of attorney, duly signed and sealed, appointing and authorizing said superintendent to acknowledge or receive service of process issued from any court of record, justice of the peace, or other inferior court, and upon whom such process may be served for and in behalf of such company, in all proceedings that may be instituted against such company, in any court of this state or in any court of the United States in this state, and consenting that service of process upon said superintendent shall be taken and held to be as valid as if served upon the company, according to the laws of this or any other state. Service of process as aforesaid, issued by any such court, as aforesaid, upon the superintendent, shall be valid and binding, and be deemed personal service upon such company, so long as it shall have any policies or liabilities outstanding in this state, although such company may have withdrawn, been excluded from or ceased to do business in this state, and in case such process is issued by a justice of the peace or other inferior court, the same may be directed to and served by any officer authorized to serve process in the city or county where said superintendent shall have his office, at least fifteen days before the return day thereof, and such service shall confer jurisdiction. Every such instrument of appointment executed by such company

shall be attested by the seal of such company, and shall recite the whole of this section, and shall be accompanied by a copy of a resolution of the board of directors or trustees of such company similarly attested, showing that the president and secretary, or other chief officers of such company, are authorized to execute such instrument in behalf of the company; and if any such company shall fail, neglect or refuse to appoint and maintain, within the state, an attorney or agent, in the manner hereinbefore described, it shall forfeit the right to do or continue business in this state. (Laws 1885, p. 183, amended—*b.*)

SEC. 5912. Process against foreign companies, appointment of superintendent to receive or accept service of.—Any insurance company not incorporated by or organized under the laws of this state, desiring to transact any business by any agent or agents in this state,

shall first file with the superintendent of the insurance department a written instrument or power of attorney, duly signed and sealed, appointing and authorizing said superintendent to acknowledge or receive service of process issued from any court of record, justice of the peace, or other inferior court, and upon whom such process may be served for and in behalf of such company, in all proceedings that may be instituted against such company, in any court of this state or in any court of the United States in this state, and consenting that service of process upon said superintendent shall be taken and held to be as valid as if served upon the company, according to the laws of this or any other state. Service of process as aforesaid, issued by any such court, as aforesaid, upon the superintendent, shall be valid and binding, and be deemed personal service upon such company, so long as it shall have any policies or liabilities outstanding in this state, although such company may have withdrawn, been excluded from or ceased to do business in this state, and in case such process is issued by a justice of the peace or other inferior court, the same may be directed to and served by any officer authorized to serve process in the city or county where said superintendent shall have his office, at least fifteen days before the return day thereof, and such service shall confer jurisdiction. Every such instrument of appointment executed by such company shall be attested by the seal of such company, and shall recite the whole of this section, and shall be accompanied by a copy of a resolution of the board of directors or trustees of such company similarly attested, showing that the president and secretary, or other chief officers of such company, are authorized to execute such instrument in behalf of the company; and if any such company shall fail, neglect or refuse to appoint and maintain, within the state, an attorney or agent, in the manner hereinbefore described, it shall forfeit the right to do or continue business in this state. (Laws 1885, p. 183, amended—*b.*)

1899

Mo. Rev. Stat. § 12.1024 (1899).

Sec. 1024. Foreign corporations to keep office in this state, when—subject to same conditions as domestic concerns—not permitted to encumber property, when.—Every corporation for pecuniary profit formed in any other state, territory or country, before it shall be authorized or permitted to transact business in this state, or to continue business therein if already established, shall have and maintain a public office or place in this state for the transaction of its business, where legal service may be obtained upon it, and where proper books shall be kept to enable such corporation to comply with the constitutional and statutory provisions governing such corporation; and such corporation shall be subjected to all the liabilities, restrictions and duties which are or may be imposed upon corporations of like character organized under the general laws of this state, and shall have no other or greater powers. And no foreign corporation established or maintained in any way for pecuniary profit of its stockholders or members shall engage in any business other than that expressly authorized in its charter, or the law of this state under which it may come, nor shall it hold any real estate for any period longer than six years, except such as may be necessary and proper for carrying on its legitimate business. And no corporation incorporated under the laws of any other state, territory or country, doing business in this state, shall be permitted to mortgage, pledge or otherwise encumber its real or personal property situated in this state, to the injury or exclusion of any citizen or corporation of this state who is a creditor of such foreign corporation, and no mortgage by any foreign corporation, except railroad and telegraph

companies, given to secure any debt created in any other state, shall take effect as against any citizen or corporation of this state, until all of its liabilities due to any person or corporation in this state at the time of recording such mortgage have been paid and extinguished. (Laws 1891, p. 75—1.)

SEC. 1024. Foreign corporations to keep office in this state, when—subject to same conditions as domestic concerns—not permitted to encumber property, when.—Every corporation for pecuniary profit formed in any other state, territory or country, before it shall be authorized or permitted to transact business in this state, or to continue business therein if already established, shall have and maintain a public office or place in this state for the transaction of its business, where legal service may be obtained upon it, and where proper books shall be kept to enable such corporation to comply with the constitutional and statutory provisions governing such corporation; and such corporation shall be subjected to all the liabilities, restrictions and duties which are or may be imposed upon corporations of like character organized under the general laws of this state, and shall have no other or greater powers. And no foreign corporation established or maintained in any way for pecuniary profit of its stockholders or members shall engage in any business other than that expressly authorized in its charter, or the law of this state under which it may come, nor shall it hold any real estate for any period longer than six years, except such as may be necessary and proper for carrying on its legitimate business. And no corporation incorporated under the laws of any other state, territory or country, doing business in this state, shall be permitted to mortgage, pledge or otherwise encumber its real or personal property situated in this state, to the injury or exclusion of any citizen or corporation of this state who is a creditor of such foreign corporation, and no mortgage by any foreign corporation, except railroad and telegraph companies, given to secure any debt created in any other state, shall take effect as against any citizen or corporation of this state, until all of its liabilities due to any person or corporation in this state at the time of recording such mortgage have been paid and extinguished. (Laws 1891, p. 75—1.)

Nebraska

1866

Neb. Rev. Stat. §§ 2-74 to 2-75 (1866).

SEC. 74 When the defendant is an incorporated insurance company, and the action is brought in a county in which there is an agency thereof, the service may be upon the chief officer of such agency.

SEC. 75. When the defendant is a foreign corporation, having a managing agent in this territory, the service may be upon such agent.

<p>May be served on an agent of an insurance company.</p>	<p>SEC. 74. When the defendant is an incorporated insurance company, and the action is brought in a county in which there is an agency thereof, the service may be upon the chief officer of such agency.</p>
<p>On the agent of a foreign corporation.</p>	<p>SEC. 75. When the defendant is a foreign corporation, having a managing agent in this territory, the service may be upon such agent.</p>

1873

Neb. Rev. Stat. § 11-5 (1873).

SEC. 5. It shall not be lawful for any agent or agents of any insurance company, incorporated by any other state or territory, directly or indirectly, to take risks or transact any business of insurance in this state without first procuring a certificate from the auditor of the state; and before obtaining such certificate, such agent or agents shall furnish the auditor with a statement, under the oath of the president or secretary of the company for which he or they may act, Which statement shall be filed in the office of said auditor, together with a written instrument under the seal of the company, signed by the president

and secretary, authorizing such agent to acknowledge service, consenting that service of process upon such agent shall be taken and held to be as valid as if served upon the company, according to the laws of the state, or any state or territory, and waiving all claims of errors by reason of such service

SEC. 5. It shall not be lawful for any agent or agents of any ^{Foreign insur-} insurance company, incorporated by any other state or territory, ^{ance com-} panies to ob-
 directly or indirectly, to take risks or transact any business of ^{tain certificates} of authority ^{from auditor.}
 insurance in this state without first procuring a certificate from the auditor of the state; and before obtaining such certificate, such agent or agents shall furnish the auditor with a statement,

Foreign insurance companies to obtain certificates of authority from auditor.

under the oath of the president or secretary of the company for which he or they may act, which statement shall show—

- First.* The name and locality of the company.
- Second.* The amount of its capital stock.
- Third.* The amount of its capital stock paid up.
- Fourth.* The assets of the company, including—
 - I. The amount of cash on hand, and in the hands of agents or other persons.
 - II. The real estate unincumbered.
 - III. The lands owned by the company, and how they are secured, with the rate of interest thereon.
 - IV. The debts of the company secured by mortgage.
 - V. Debts otherwise secured.
 - VI. Debts for premiums.
 - VII. All other securities.
- Fifth.* The amount of liabilities due or not due to banks or other creditors of the company.
- Sixth.* Losses adjusted and due.
- Seventh.* Losses adjusted and not due.
- Eighth.* Losses unadjusted.
- Ninth.* Losses in suspense, waiting for further proof.
- Tenth.* All other claims against the company.
- Eleventh.* The greatest amount insured by any one risk.
- Twelfth.* The greatest amount allowed by the rules of the company to be insured in any one city, town or village.
- Thirteenth.* The greatest amount allowed to be insured in any one block.
- Fourteenth.* The act of incorporation of such company.

Which statement shall be filed in the office of said auditor, together with a written instrument under the seal of the company, signed by the president and secretary, authorizing such agent to acknowledge service, consenting that service of process upon such agent shall be taken and held to be as valid as if served upon the company, according to the laws of the state, or any state or territory, and waiving all claims of errors by reason of such service; and

1891

Neb. Rev. Stat. § 16-148p (1891).

SEC. 148 *p.* [**Same—Statement—Certificate.**]—It shall not be lawful for any foreign building and loan association, directly or indirectly, to transact any business in this state without first procuring a certificate of approval and authorization from the auditor of public accounts, state

treasurer and attorney general, or any two of them. Before obtaining such certificate such foreign building and loan association shall furnish the auditor with a statement sworn to by the president or secretary of the association . . . Such foreign building and loan association shall also file with the auditor of public accounts, a certified copy of the laws of the state, territory or government under which it is incorporated, and of its charter or articles of incorporation and of its constitution and by-laws and all amendments thereto, and shall appoint an attorney in each county in which it transacts or solicits business who shall be a resident of such county, and shall file with the auditor of public accounts, a written instrument duly signed and sealed, authorizing such attorney of such associations to acknowledge service of process in behalf of such association, consenting that service of process mesne or final, upon such attorney shall be taken and held as valid as if served upon the association according to the laws of this or any other state, and waving all claim or right of error by reason of such acknowledgement of service. [Id. § 17.]

SEC. 148 *p.* [**Same—Statement—Certificate.**]*—*It shall not be lawful for any foreign building and loan association, directly or indirectly, to transact any business in this state without first procuring a certificate of approval and authorization from the auditor of public accounts, state treasurer and attorney general, or any two of them. Before obtaining such certificate such foreign building and loan association shall furnish the auditor with a statement sworn to by the president or secretary of the association, which statement shall show: The name and locality of the association and itemized account of its actual financial condition and the amount of its property and liabilities, the amount and number of shares subscribed, the amount which has been paid in on such shares, the number of shares redeemed, the estimated cash value of each share of its stock and all such other information touching its affairs as said officers or any two of them may require. Such foreign building and loan association shall also file with the auditor of public accounts, a certified copy of the laws of the state, territory or government under which it is incorporated, and of its charter or articles of incorporation and of its constitution and by-laws and all amendments thereto, and shall appoint an attorney in each county in which it transacts or solicits business who shall be a resident of such county, and shall file with the auditor of public accounts, a written instrument duly signed and sealed, authorizing such attorney of such associations to acknowledge service of process in behalf of such association, consenting that service of process, mesne or final, upon such attorney shall be taken and held as valid as if served upon the association according to the laws of this or any other state, and waving all claim or right of error by reason of such acknowledgement of service. If after examination of such statements and certified copies of instruments and after said association shall have complied with the requirements of this act as to the appointment of an attorney or attorneys, the auditor of public accounts, state treasurer and attorney general, or any two of them shall be satisfied that such association is solvent and that the capital and investments are secure, and that the laws, charters, articles of incorporation, constitution and by-laws governing it afford as ample protection to the interests of its members as is afforded by the laws of this state to members of associations hereafter incorporated under the laws of the State of Nebraska for the purpose mentioned in section one of this act, then the auditor of public accounts, state treasurer, and attorney general, or any two of them, may grant such association a certificate of approval authorizing it to transact business till the 31st day of January of the ensuing year, in those counties of this state in which it shall have appointed a resident attorney as above provided. [*Id.* § 17.]

1895

Neb. Rev. Stat. § 16-1918 (1895).

1918 SEC. 188*b.* [**Same—Process, service—Judgments.**] No corporation organized under the laws of any other state shall be approved or accepted as surety upon any such recognizance, stipulation, bond, or undertaking required by law, until it shall have filed in the office of the auditor of public accounts of this state a writing appointing the auditor of public accounts its true

and lawful attorney, upon whom may be served all lawful process against it and authorizing the said auditor of public accounts to acknowledge service of process upon its behalf, and to enter appearance upon its behalf in any action, suit or proceeding brought against it in any of the courts of this state. It shall be the duty of the auditor of public accounts upon being served with any process against such corporation, or the acceptance of the service thereof, or entering appearance on its behalf in any action, suit, or proceeding, to immediately mail a copy of the process in such case to such corporation, addressed to it at its general officer, postage prepaid. All judgments rendered against any such corporation upon service of process or appearance entered in the manner hereinbefore indicated, shall be as valid and binding upon such corporation as if it were a citizen of this state and had been personally served with process in such action. [Id., § 2.]

1918 SEC. 1886. [Same—Process, service—Judgments.] No corporation organized under the laws of any other state shall be approved or accepted as surety upon any such recognizance, stipulation, bond, or undertaking required by law, until it shall have filed in the office of the auditor of public accounts of this state a writing appointing the auditor of public accounts its true and lawful attorney, upon whom may be served all lawful process against it and authorizing the said auditor of public accounts to acknowledge service of process upon its behalf, and to enter appearance upon its behalf in any action, suit or proceeding brought against it in any of the courts of this state. It shall be the duty of the auditor of public accounts upon being served with any process against such corporation, or the acceptance of the service thereof, or entering appearance on its behalf in any action, suit, or proceeding, to immediately mail a copy of the process in such case to such corporation, addressed to it at its general officer, postage prepaid. All judgments rendered against any such corporation upon service of process or appearance entered in the manner hereinbefore indicated, shall be as valid and binding upon such corporation as if it were a citizen of this state and had been personally served with process in such action. [Id., § 2.]

1909**Neb. Rev. Stat. Ann. § 10-4252 (1909).**

4252. Foreign company, appoint resident agent—Certificate. That every foreign corporation, as hereinafter defined, except insurance, beneficiary and railroad companies, which now maintain a resident agent or agents in this State, and also except such corporations engaged in interstate commerce, as common carriers shall appoint an agent or agents in this State, within thirty days after the taking effect of this act, and before it shall be authorized to engage in any kind of business therein; shall make and file a certificate, signed by the president or secretary of such corporation, duly acknowledged, in the office of the Secretary of State, and also, in the office of the Register of Deeds of the County, in which its principal place of business in this state shall be located, designating such its principal place of business, therein and appointing an agent, or agents in this State, who shall be designated by his official title; and one of whom shall reside at such principal place of business, upon whom service of process, or other legal notice of the commencement of any legal proceeding, or in the prosecution thereof, shall be served; and service of process or of any such other legal notice, as aforesaid upon the Auditor of Public Accounts, or upon any such agent, or agents, shall be taken and shall be held to be valid service upon such corporation in all courts of this State, in counties where the cause of action, or some part thereof, arose, or in counties where the contract, or portion thereof entered into by such corporation has been violated or is to be performed.

4253. Process served on auditor, forwarded to agent. The Auditor of Public Accounts; upon receipt by him of

any process or notice served pursuant to the requirements of section one of this Act, shall forthwith forward the same by mail to such address as may have been designated by such corporation in writing, either in said original certificate, or in any subsequently written direction by such corporation, in the office of the Secretary of State as hereinbefore directed.

4252. Foreign company, appoint resident agent.—Certificate.

That every foreign corporation, as hereinafter defined, except insurance, beneficiary and railroad companies, which now maintain a resident agent or agents in this State, and also except such corporations engaged in interstate commerce, as common carriers shall appoint an agent or agents in this State, within thirty days after the taking effect of this act, and before it shall be authorized to engage in any kind of business therein; shall make and file a certificate, signed by the president or secretary of such corporation, duly acknowledged, in the office of the Secretary of State, and also, in the office of the Register of Deeds of the County, in which its principal place of business in this state shall be located, designating such its principal place of business, therein and appointing an agent, or agents in this State, who shall be designated by his official title; and one of whom shall reside at such principal place of business, upon whom service of process, or other legal notice of the commencement of any legal proceeding, or in the prosecution thereof, shall be served; and service of process or of any such other legal notice, as aforesaid upon the Auditor of Public Accounts, or upon any such agent, or agents, shall be taken and shall be held to be valid service upon such corporation in all courts of this State, in counties where the cause of action, or some part thereof, arose, or in counties where the contract, or portion thereof entered into by such corporation has been violated or is to be performed.

History.—Laws 1909, p. 206, ch. 28, sec. 1; in force April 6.

4253. Process served on auditor, forwarded to agent.

The Auditor of Public Accounts, upon receipt by him of any process or notice served pursuant to the requirements of section one of this Act, shall forthwith forward the same by mail to such address as may have been designated by such corporation in writing, either in said original certificate, or in any subsequently written direction by such corporation, in the office of the Secretary of State as hereinbefore directed.

History.—Laws 1909, p. 206, ch. 28, sec. 2; in force April 6.

157a

Nevada

1873

Nev. Rev. Stat. § 3.1092 (1873).

1092. SEC. 29. The summons shall be served by delivering a copy thereof, attached to the certified copy of the complaint, as follows: First-If the suit be against a domestic corporation, organized under the laws of this State, to the President or other head of the corporation, Secretary, cashier, or managing agent thereof. Second-If the suit be against a foreign corporation or a non-resident joint stock company or association, doing business within this State, to an agent, cashier, or Secretary, President or other head thereof

1092. SEC. 29. The summons shall be served by delivering ^{How} a copy thereof, attached to the certified copy of the complaint, ^{served.} as follows: First—If the suit be against a domestic corporation, organized under the laws of this State, to the President or other head of the corporation, Secretary, cashier, or managing agent thereof. Second—If the suit be against a foreign corporation or a non-resident joint stock company or association, doing business within this State, to an agent, cashier, or Secretary, President or other head thereof; *provided*, that if the suit be against a corporation organized under the laws of the State of California, in addition to such personal service, a copy of the summons, attached to a certified copy of the complaint, shall be deposited in the Post Office, addressed to the President and trustees of said corporation, at their place of business in the State of California, if the same is known, or can by due diligence be ascertained; and, *provided further*, that when such California company has no President or other head, Secretary, cashier, or managing agent, upon whom service of summons can be had, the Court before which such action has been brought, or the Judge thereof, may, upon the affidavit of the plaintiff, showing the existence of the foregoing facts, make an order for the service on the defendant of a copy of the summons and complaint in the action. Such service may be made by some competent person appointed by the Court or the Judge thereof, or by the Sheriff of the county, within the State of California, within which the principal place of business of such corporation may be located. Such service may be made personally, within said State of California, by said Sheriff or other person appointed by the Court or Judge, and shall be made in the same manner as required by law for the personal service of summons within this State. The service shall be upon the President or other head, Secretary, cashier, or managing agent of such corporation, and when proved to the satisfaction of the Court, by the sworn return of said Sheriff or other person so appointed, shall be for all purposes as valid and effectual as if made by a competent officer within this State; and in case such corporation shall not appear in the action within forty days after such service, its default and judgment thereon may be entered as in other cases. Third—If against a minor under the age of fourteen years, to such minor personally, and also to his father, mother, or guardian; or, if there be none within the State, then to any person having the care and control of such minor, or with whom he resides, or in whose service he is employed. Fourth—If against a person judicially declared to be of unsound mind, or incapable of conducting his own affairs, and for whom a guardian has been appointed, to such guardian. Fifth—In all other cases, to the defendant personally.

1873**Nev. Rev. Stat. § 153.3953 (1873).**

3953. SEC. 7. Said companies and associations shall duly execute, acknowledge, and deliver, and cause to be duly recorded in the office of the Controller of State, a good and sufficient power of attorney, to some person who shall be a citizen of the United States and a citizen and resident of the State of Nevada, which power, so long as such company shall have outstanding policies of insurance in said State, shall be irrevocable, except by substitution of other person or persons qualified as aforesaid, authorizing and empowering such attorney or attorneys to accept service of all writs and processes requisite and necessary to the complete acquisition of jurisdiction of such company by any of the Courts of this State, or United States Courts therein, and constituting such attorney or attorneys the authorized agent or agents of such company, upon whom lawful and valid service of all writs and process may be made, in all actions or special proceedings instituted by or against any such company in any of the Courts of this State, or in any Federal Court within this State, and which shall be necessary to the acquisition or complete exercise of the jurisdiction aforesaid of said Courts.

Power of
attorney
to be filed.

3953. SEC. 7. Said companies and associations shall duly execute, acknowledge, and deliver, and cause to be duly recorded in the office of the Controller of State, a good and sufficient power of attorney, to some person who shall be a citizen of the United States and a citizen and resident of the State of Nevada, which power, so long as such company shall have outstanding policies of insurance in said State, shall be irrevocable, except by substitution of other person or persons qualified as aforesaid, authorizing and empowering such attorney or attorneys to accept service of all writs and processes requisite and necessary to the complete acquisition of jurisdiction of such

company by any of the Courts of this State, or United States Courts therein, and constituting such attorney or attorneys the authorized agent or agents of such company, upon whom lawful and valid service of all writs and process may be made, in all actions or special proceedings instituted by or against any such company in any of the Courts of this State, or in any Federal Court within this State, and which shall be necessary to the acquisition or complete exercise of the jurisdiction aforesaid of said Courts.

1881

1881 Nev. Stat. 50.

SEC. 8. No insurance company organized outside the State of Nevada shall be permitted to do business in this state until it shows to the Controller, by the reports of the Insurance Commissioner or insurance officer of some other state having an insurance department, or by a certificate of such insurance officer, that it is possessed of a paid up, unimpaired cash capital of at least two hundred thousand dollars, nor until such company shall have filed with the Controller a power of attorney which shall set forth that such company is a corporation or duly organized insurer (naming the principal place of business of the company and the principal place of business for the Pacific coast), which power of attorney shall authorize a citizen and resident of this state to make and accept service in any proceeding in any of the courts of justice of this state, or any of the United States courts herein. If any attorney of any insurance company, appointed under the provisions of this Act, shall remove from the state or become disqualified in any manner from accepting service, and if any citizen or resident of this state shall have any claim by virtue of any insurance policy issued by any company not represented by attorney in this state, valid service may be made on such company by service upon the Controller; *provided*, that in such case the Controller shall immediately notify such company and the

principal agent for the Pacific coast, inclosing a copy of the service, by mail, postpaid; *and, provided further*, that in such case no proceedings shall be had within forty days after such service on the Controller.

910. SEC. 8. No insurance company organized outside the State of Nevada shall be permitted to do business in this state until it shows to the Controller, by the reports of the Insurance Commissioner or insurance officer of some other state having an insurance department, or by a certificate of such insurance officer, that it is possessed of a paid up, unimpaired cash capital of at least two hundred thousand dollars, nor until such company shall have filed with the Controller a power of attorney which shall set forth that such company is a corporation or duly organized insurer (naming the principal place of business of the company and the principal place of business for the Pacific coast), which power of attorney shall authorize a citizen and resident of this state to make and accept service in any proceeding in any of the courts of justice of this state, or any of the United States courts herein. If any attorney of any insurance company, appointed under the provisions of this Act, shall remove from the state or become disqualified in any manner from accepting service, and if any citizen or resident of this state shall have any claim by virtue of any insurance policy issued by any company not represented by attorney in this state, valid service may be made on such company by service upon the Controller; *provided*, that in such case the Controller shall immediately notify such company and the principal agent for the Pacific coast, inclosing a copy of the service, by mail, postpaid; *and, provided further*, that in such case no proceedings shall be had within forty days after such service on the Controller.

1883**1883 Nev. Stat. 46.**

283. SEC. 3. The provisions of this Act shall be construed to permit and allow foreign corporations, owning mining property in this state, to consolidate with corporations organized under the laws of this state; *provided*, that in all such cases the principal place of business of such consolidation, when effected, shall be located in the State of Nevada, or in the state where such foreign corporation desiring such consolidation resides, as may be determined by a vote of two-thirds of the stockholders of such consolidation after the same shall be completed, and in case it shall be determined upon such vote being had, to remove the principal place of business of such consolidation out of this state, the certificate provided for in section one shall be amended so as to show the county and state where the principal place of business is located; *and, provided further*, that in case the principal place of business of such corporation shall be removed out of this state, there shall be an agent of such corporation appointed in this state, in the county where its property is situated, upon whom all legal process may be served, and the failure of such corporation to appoint such agent shall subject it to a fine of fifty dollars per day, to be recovered in the name of the State of Nevada, as in other cases of fines and penalties.

Foreign cor-
porations may
consolidate
with home
corporations.

Principal
place of busi-
ness, where.

Agent to be
appointed,
when.

Penalty.

283. SEC. 3. The provisions of this Act shall be construed to permit and allow foreign corporations, owning mining property in this state, to consolidate with corporations organized under the laws of this state; *provided*, that in all such cases the principal place of business of such consolidation, when effected, shall be located in the State of Nevada, or in the state where such foreign corporation desiring such consolidation resides, as may be determined by a vote of two-thirds of the stockholders of such consolidation after the same shall be completed, and in case it shall be determined upon such vote being had, to remove the principal place of business of such consolidation out of this state, the certificate provided for in section one shall be amended so as to show the county and state where the principal place of business is located; *and, provided further*, that in case the principal place of business of such corporation shall be removed out of this state, there shall be an agent of such corporation appointed in this state, in the county where its property is situated, upon whom all legal process may be served, and the failure of such corporation to appoint such agent shall subject it to a fine of fifty dollars per day, to be recovered in the name of the State of Nevada, as in other cases of fines and penalties.

1889**1889 Nev. Stat. 47.**

899. SECTION 1. Every incorporated company or association created and existing under the laws of any other state, or territory, or foreign government, or the government of the United States, owning property or doing business in this state, shall appoint and keep in this state an agent upon whom all legal process may be served for such corporation or association. Such corporation shall file a certificate, properly authenticated by the proper officers of such company, with the Secretary of State, specifying the full name and residence of such agent, which certificate shall be renewed by such company as often as a change may be made in such appointment, or vacancy shall occur in such agency.

900. SEC. 2. Any and all legal process may be served upon such company, by delivering to such agent personally, a copy of such process, which shall be legal and valid.

901. SEC. 3. If any such company shall fail to appoint such agent, or fail to file such certificate for ninety days after the passage of this Act, or for ten days after a vacancy occurs in such agency, then it shall be lawful to serve such company with any and all legal process by delivering a copy to the Secretary of State, and such service shall be valid to all intents and purposes; *provided*, that in all cases of service under this Act, the defendant shall have forty days in which to answer or plead. This Act shall be as giving an additional mode and manner of serving process and as not affecting the validity of any service of process hereafter made, which would be valid under any statute now in force.

Agent to Reside in the State.

899. SECTION 1. Every incorporated company or association created and existing under the laws of any other state, or territory, or foreign government, or the government of the United States, owning property or doing business in this state, shall appoint and keep in this state an agent upon whom all legal process may be served for such corporation or association. Such corporation shall file a certificate, properly authenticated by the proper officers of such company, with the Secretary of State, specifying the full name and residence of such agent, which certificate shall be renewed by such company as often as a change may be made in such appointment, or vacancy shall occur in such agency.

Serving of Process.

900. SEC. 2. Any and all legal process may be served upon such company, by delivering to such agent personally, a copy of such process, which shall be legal and valid.

When No Agent, Service to Be Made on Secretary of State.

901. SEC. 3. If any such company shall fail to appoint such agent, or fail to file such certificate for ninety days after the passage of this Act, or for ten days after a vacancy occurs in such agency, then it shall be lawful to serve such company with any and all legal process by delivering a copy to the Secretary of State, and such service shall be valid to all intents and purposes; *provided*, that in all cases of service under this Act, the defendant shall have forty days in which to answer or plead. This Act shall be as giving an additional mode and manner of serving process and as not affecting the validity of any service of process hereafter made, which would be valid under any statute now in force.

New Hampshire

1867

N.H. Rev. Stat. Ann. §§ 159:4-6 (1867).

SEC. 4. No person shall act as an agent of any insurance company not organized under the laws of this state, without a commission under the seal of such company, recorded in the office of the town-clerk of the town in which the business of his agency shall be transacted, under a penalty of one hundred dollars for each offence, to any person who will sue for the same.

SEC. 5. Every such commission shall expressly provide that service of any notice or process whatever upon such agent shall be good service upon such company; and any such service shall be valid and effectual against such company.

SEC. 6. No such appointment or commission can be revoked so long as the company has any liability in this state, until another agent, with like powers as to the service of process, has been in the same manner appointed, and his commission in like manner recorded in the same office.

SEC. 4. No person shall act as an agent of any insurance company not organized under the laws of this state, without a commission under the seal of such company, recorded in the office of the town-clerk of the town in which the business of his agency shall be

Agents to be commissioned under seal, and commission recorded, where. 1862, 2627: 1. 1866, 4246: 1.

transacted, under a penalty of one hundred dollars for each offence, to any person who will sue for the same.

Commission to provide for service of process on agent. 1862, 2627: 1.

SEC. 5. Every such commission shall expressly provide that service of any notice or process whatever upon such agent shall be good service upon such company; and any such service shall be valid and effectual against such company.

Appointment irrevocable till another appointed, if liability exists. 1862, 2627: 1.

SEC. 6. No such appointment or commission can be revoked so long as the company has any liability in this state, until another agent, with like powers as to the service of process, has been in the same manner appointed, and his commission in like manner recorded in the same office.

1878

N.H. Rev. Stat. Ann. § 172:11 (1878).

SECT. 11. Any person having a claim against any insurance company not organized under the laws of this State, arising from any transaction with any agent of said company in this State, may sue therefor in the courts of this State, and any service made upon the insurance commissioner shall be valid and binding on the company, and hold it to answer such suit, and the judgment rendered in such suit shall bind the company as a valid judgment in every respect, whether the defendants appear or not, and this provision shall embrace all cases of foreign attachment or trustee suits. If any such judgment shall not be paid within thirty days after notice thereof to the insurance commissioner, he may suspend the power of the company to do business in this State until it shall be paid; and if the company, or any agent therefor, shall issue any policy in this State during such suspension, said company and agent shall each forfeit a sum not exceeding two hundred dollars; but any policy so granted shall be valid and binding against the company.

SECT. 11. Any person having a claim against any insurance company not organized under the laws of this State, arising from any transaction with any agent of said company in this State, may sue therefor in the courts of this State, and any service made upon the insurance commissioner shall be valid and binding on the company, and hold it to answer such suit, and the judgment rendered in such suit shall bind the company as a valid judgment in every respect, whether the defendants appear or not, and this provision shall embrace all cases of foreign attachment or trustee suits. If any such judgment shall not be paid within thirty days after notice thereof to the insurance commissioner, he may suspend the power of the company to do business in this State until it shall be paid; and if the company, or any agent therefor, shall issue any policy in this State during such suspension, said company and agent shall each forfeit a sum not exceeding two hundred dollars; but any policy so granted shall be valid and binding against the company.

Suits against foreign companies; powers of commissioner, if judgments not satisfied. 1870, 1: 8.

1891

N.H. Rev. Stat. Ann. § 169:4 (1891).

SECT. 4. No such joint-stock or mutual insurance company, nor its agents, shall do business in this state until it has filed with the insurance commissioner a written stipulation, agreeing that legal process affecting the company, served on the insurance commissioner for the time being, shall have the same effect as if served personally on the company within the state, nor until all laws relating to such companies enacted by this state shall have been complied with.

To appoint insurance commissioner agent to receive service of legal process. 1870, 1: 1. 1875, 38: 1. 1876, 11: 1. G. L. 174: 1.

SECT. 4. No such joint-stock or mutual insurance company, nor its agents, shall do business in this state until it has filed with the insurance commissioner a written stipulation, agreeing that legal process affecting the company, served on the insurance commissioner for the time being, shall have the same effect as if served personally on the company within the state, nor until all laws relating to such companies enacted by this state shall have been complied with.

1895

N.H. Rev. Stat. Ann. § 86:5 (1895).

1895, Ch. 86, SECT. 5. Each such association now doing or hereafter admitted to do business within this state and not having its principal office within this state, and not being organized under the laws of this state, shall appoint in writing the commissioner of insurance or his successor in office to be its true and lawful attorney, upon whom all lawful process in any action or proceeding against it may be served, and in such writing shall agree that any lawful process against it which is served on said attorney shall be of the same legal force and validity as if served upon the association, and that the authority shall continue in force so long as any liability remains outstanding in this state. Copies of such certificate, certified by said commissioner of insurance, shall be deemed sufficient evidence thereof, and shall be admitted in evidence with the same force and effect as the original thereof might be admitted. Service upon such attorney shall be deemed sufficient service upon such association. When legal process against any such association is served upon said commissioner of insurance, he shall immediately notify the association of such service by letter, prepaid and directed to its secretary or corresponding officer, and shall within two days after such service forward in the same manner a copy of the process served on him to such officer. The plaintiff in such process so served shall pay to the commissioner of insurance at the time of such service a fee of three dollars, which shall be recovered by him as part of the taxable costs if he prevails in the suit. The commissioner of insurance shall keep a record of all processes served upon him, which record shall show the day and hour when such service was made.

Certain associations must appoint insurance commissioner as their attorney.

[1895, CH. 86, SECT. 5. Each such association now doing or hereafter admitted to do business within this state and not having its principal office within this state, and not being organized under the laws of this state, shall appoint in writing the commissioner of insurance or his successor in office to be its true and lawful attorney, upon whom all lawful process in any action or proceeding against it may be served, and in such writing shall agree that any lawful process against it which is served on said attorney shall be of the same legal force and validity as if served upon the association, and that the authority shall continue in force so long as any liability remains outstanding in this state. Copies of such certificate, certified by said commissioner of insurance, shall be deemed sufficient evidence thereof, and shall be admitted in evidence with the same force and effect as the original thereof might be admitted. Service upon such attorney shall be deemed sufficient service upon such association. When legal process against any such association is served upon said commissioner of insurance, he shall immediately notify the association of such service by letter, prepaid and directed to its secretary or corresponding officer, and shall within two days after such service forward in the same manner a copy of the process served on him to such officer. The plaintiff in such process so served shall pay to the commissioner of insurance at the time of such service a fee of three dollars, which shall be recovered by him as part of the taxable costs if he prevails in the suit. The commissioner of insurance shall keep a record of all processes served upon him, which record shall show the day and hour when such service was made.]

1913

N.H. Rev. Stat. Ann. § 187:1 (1913).

1913, Ch. 187, SECT. 1. Every foreign corporation except foreign insurance companies shall before doing business in this state in writing appoint the secretary of state and his successor in office to be its true and lawful attorney upon whom lawful process in any action or proceeding against it upon any liability arising in this state may be served, and in such writing shall agree that any lawful process against it upon such liability which is served on said attorney shall be of the same legal force and validity as if served on it, and that the authority shall continue in force so long as any liability remains outstanding against it in this state. The power of attorney and a copy of the vote authorizing its execution duly certified and authenticated shall be filed in the office of the secretary of

state, and copies certified by him shall be sufficient evidence thereof. Service of such process shall be made by leaving a copy of the process and a fee of two dollars in the hands or in the office of said secretary, and such service shall be sufficient service upon the corporation.

[1913, Ch. 187, SECT. 1. Every foreign corporation except foreign insurance companies shall before doing business in this state in writing appoint the secretary of state and his successor in office to be its true and lawful attorney upon whom lawful process in any action or proceeding against it upon any liability arising in this state may be served, and in such writing shall agree that any lawful process against it upon such liability which is served on said attorney shall be of the same legal force and validity as if served on it, and that the authority shall continue in force so long as any liability remains outstanding against it in this state. The power of attorney and a copy of the vote authorizing its execution duly certified and authenticated shall be filed in the office of the secretary of state, and copies certified by him shall be sufficient evidence thereof. Service of such process shall be made by leaving a copy of the process and a fee of two dollars in the hands or in the office of said secretary, and such service shall be sufficient service upon the corporation.]

New Jersey

1865

1865 N.J. Laws 497.

33. SEC. 1. In all personal suits or actions hereafter brought in any court of this state against any foreign corporation or body corporate, not holding its charter under the laws of this state, process may be served upon any officer, director, agent, clerk or engineer of such corporation or body corporate, either personally or by leaving a copy thereof at the dwelling house or usual place of abode of such officer, director, agent, clerk or engineer, or by leaving a true copy of such process at the office, depot or usual place of business of such foreign corporation or body corporate, and such service shall be good and valid to all intents and purposes.

A Supplement to an act entitled, "An act for the relief of creditors against corporations," approved April 15, 1846. Approved March 22, 1865. (Pam. 467.)

33. SEC. 1. In all personal suits or actions hereafter brought in any court of this state against any foreign corporation or body corporate, not holding its charter under the laws of this state, process may be served upon any officer, director, agent, clerk or engineer of such corporation or body corporate, either personally or by leaving a copy thereof at the dwelling house or usual place of abode of such officer, director, agent, clerk or engineer, or by leaving a true copy of such process at the office, depot or usual place of business of such foreign corporation or body corporate, and such service shall be good and valid to all intents and purposes.

34. SEC. 2. When the sheriff or other officer shall return such process "served" or "summoned," the defendant shall be considered as appearing in court, and may be proceeded against accordingly.

1886

1886 N.J. Laws 145.

6. SEC. 3. That any such [foreign insurance] company shall, as a condition precedent to its transacting any

business in this state, file and keep in the office of the secretary of state a power of attorney irrevocable, except by substitution of a like power of attorney with the consent of the secretary of state, which power of attorney shall be executed under the seal of such company, and shall designate the name and address of an attorney-at-law resident in this state as the attorney of such company, upon whom all process and papers in any suit in any court of this state against such company may be served, and which attorney shall be thereby authorized and directed to enter the appearance of such company to any such suit, and such corporation so transacting business in this state shall be subject to the existing laws regulating insurance companies, to which this is a supplement.

6. SEC. 3. That any such company shall, as a condition precedent to its transacting any business in this state, file and keep in the office of the secretary of state a power of attorney irrevocable, except by substitution of a like power of attorney with the consent of the secretary of state, which power of attorney shall be executed under the seal of such company, and shall designate the name and address of an attorney-at-law resident in this state as the attorney of such company, upon whom all process and papers in any suit in any court of this state against such company may be served, and which attorney shall be thereby authorized and directed to enter the appearance of such company to any such suit, and such corporation so transacting business in this state shall be subject to the existing laws regulating insurance companies, to which this is a supplement.

1902

1902 N.J. Laws 431-32.

59. Requirements for admission of foreign company. —
No such [foreign insurance company] shall be so admitted until:

.....

Third. It shall by a duly executed instrument filed in the department of banking and insurance, constitute the commissioner of banking and insurance and his successor in office its true and lawful attorney, upon whom all original process in any action or legal proceeding against

it may be served, and therein shall agree that any original process against it which may be served upon said commissioner shall be of the same force and validity as if served on the company, and that the authority thereof shall continue in force irrevocable so long as any liability of the company remains outstanding in this state; the service of such process shall be made by leaving a copy of the same in the office of the commissioner of banking and insurance with a service fee of two dollars to be taxed in the plaintiff's costs of suit; such service upon said commissioner shall be deemed sufficient service upon the company;

....

64. Service of process on insurance commissioner as attorney for foreign company.—When any original process is served upon the commissioner of banking and insurance as attorney for an insurance company of another state or foreign country under subdivision three of section fifty-nine of this act, and a service fee of two dollars paid to said officer, he shall forthwith notify the company of such service by letter directed to its secretary, or in the case of a company of a foreign country to its resident manager, if any, in the United States; and shall within two days after such service forward in the same manner a copy of the process served on him to such secretary or manager, or to such other person as may have been previously designated by the company by written notice filed in the department of banking and insurance; said commissioner shall keep a record of all such process, which shall show the day and hour of service. (P. L. 1902, p. 432.)

59. Requirements for admission of foreign company.—No such company shall be so admitted until:

First. It shall file in the department of banking and insurance a certified copy of its charter, or deed of settlement or certificate of organization, and a statement of its financial condition and business, in such form and detail as the commissioner of banking and insurance may require, signed and sworn to by its president and secretary or other proper officer;

Second. It shall satisfy the commissioner of banking and insurance that it is fully and legally organized under the laws of its state or country to do the business it proposes to transact; that it has, if a stock company, a fully paid-up, well invested and unimpaired capital of not less than the amount required by this act to be possessed by a stock insurance company of this state transacting the same class or classes of insurance, or if a mutual company, that it has net cash assets of that amount;

Third. It shall by a duly executed instrument filed in the department of banking and insurance, constitute the commissioner of banking and insurance and his successor in office its true and lawful attorney, upon whom all original process in any action or legal proceeding against it may be served, and therein shall agree that any original process against it which may be served upon said commissioner shall be of the same force and validity as if served on the company, and that the authority thereof shall continue in force irrevocable so long as any liability of the company remains outstanding in this state; the service of such process shall be made by leaving a copy of the same in the office of the commissioner of banking and insurance with a service fee of two dollars to be taxed in the plaintiff's costs of suit; such service upon said commissioner shall be deemed sufficient service upon the company;

Fourth. It shall obtain from the commissioner of banking and insurance a certificate that it has complied with all the requirements of this act applicable to it, and is authorized to transact business in this state; which certificate shall expire on the first day of March of the following year, and shall be renewed each year before the first day of March. (P. L. 1902, p. 431.)

64. Service of process on insurance commissioner as attorney for foreign company.—When any original process is served upon the commissioner of banking and insurance as attorney for an insurance company of another state or foreign country under subdivision three of section fifty-nine of this act, and a service fee of two dollars paid to said officer, he shall forthwith notify the company of such service by letter directed to its secretary, or in the case of a company of a foreign country to its resident manager, if any, in the United States; and shall within two days after such service forward in the same manner a copy of the process served on him to such secretary or manager, or to such other person as may have been previously designated by the company by written notice filed in the department of banking and insurance; said commissioner shall keep a record of all such process, which shall show the day and hour of service. (P. L. 1902, p. 432.)

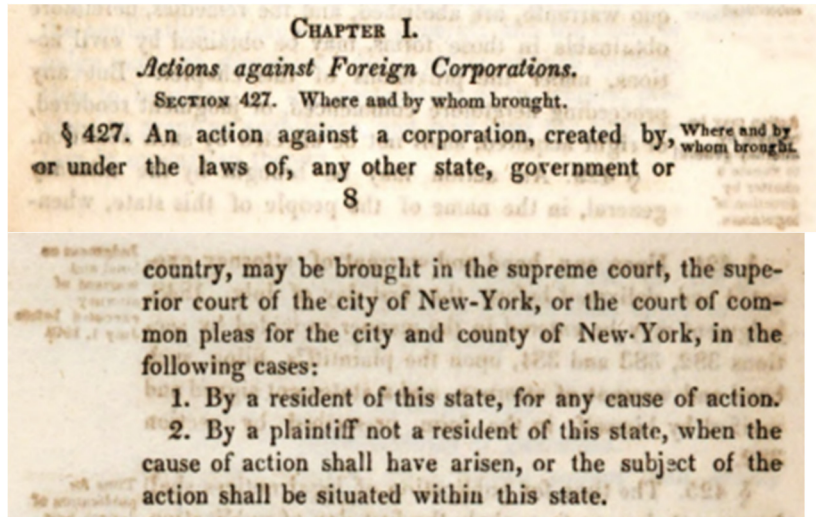
New York

1849

N.Y. Code of Proc. § 427 (1849).

§427. An action against a corporation, created by, or under the laws of, any other state, government or country, may be brought in the supreme court, the superior court of the city of New-York, or the court of common pleas for the city and county of New-York, in the following cases:

1. By a resident of this state, for any cause of action.
2. By a plaintiff not a resident of this state, when the cause of action shall have arisen, or the subject of the action shall be situated within this state.



1862**N.Y. Law ch. 300, § 15 (1862).**

§15 It shall not be lawful for any person to act in this state as agent or otherwise, in receiving or procuring applications for life or health insurance, or in any manner to aid in transacting the business of any life or health insurance company, partnership or association, incorporated by or organized under the laws of any foreign government, until such company, partnership or association shall have deposited, with the superintendent of the insurance department, for the benefit of the policy holders of said company, partnership or association, citizens or residents of the United States, securities to the amount of one hundred thousand dollars of the kind required or which may hereafter be required for similar companies of this state, and shall have appointed an attorney in this state on whom process of law can be served; and the said company, partnership or association shall have filed with the superintendent of the insurance department a duly certified copy of the charter or deed of settlement of the said company, partnership or association, and also a duplicate original copy of the letter or power of attorney of such company or association appointing the attorney thereof, which appointment shall continue until another attorney be substituted. And in case any such insurance corporation shall cease to transact business in this state according to the laws thereof, the agents last designated or acting as such for such corporation, shall be deemed to continue agents for such corporation for the purpose of serving process for commencing actions upon any policy or liability issued or contracted while such corporation transacted business in this state, and service of such process for the causes afore

said upon any such agent, shall be deemed a valid personal service upon such corporation. Such company, partnership or association shall also file a statement of its condition and affairs in the office of the superintendent of the insurance department, in the same form and manner required for the annual statements of similar companies organized under the laws of this state. It shall not be lawful for any agent or agents to act for any company, partnership or association referred to in this section, directly or indirectly, in taking risks, collecting premiums, or in any manner transacting the business of life insurance in this state, without procuring from the said superintendent a certificate of authority (which shall be renewable annually) stating that the foregoing requirements have been complied with, and setting forth the name of the attorney for such company, a certified copy of which certificate shall be filed in the county clerk's office of the county where the agency is to be established, and which shall be the authority of such company and agent to commence business in this state; and such company, partnership or association shall annually, on the first day of January, or within thirty days thereafter, file with the superintendent of the insurance department a statement of all its affairs in the same manner and form provided in the twelfth section of this act for similar companies in this state; which statement shall be made up for the year ending on the preceding thirtieth day of June, accompanied also by a supplementary annual statement, duly verified by the attorney or general agent of the company or association in this state, giving a detailed description of the policies issued and those which have ceased to be in force during the year, the amount of premiums received and claims and taxes paid in this state and the United States for the year ending on the preceding thirty-first day of December; said

supplementary statement shall also contain a description of the investments of such company or association in this country, and such other information as may be required by said superintendent; and if the said annual statement shall be satisfactory evidence to the said superintendent of the solvency and ability of the said company to meet all its engagements at maturity, he shall issue renewal certificates of authority to the agents of said company, partnership or association, certified copies of which shall be filed by such agents in the county clerk's office of the county where the agency is located, within sixty days after the first day of January in each year, and which renewal certificates shall be the authority of such agents to issue new policies in this state for the ensuing year. All such foreign insurance companies, partnerships and associations engaged in the transaction of the business of life or health insurance in this state, shall annually, on or before the first day of March in each year, pay to the superintendent of the insurance department a tax of two per cent on all premiums received in cash or otherwise by their attorneys or agents in this state, during the year ending on the preceding thirty-first day of December, upon which a tax on premiums has not been paid to any other state. The avails of said tax shall be paid into the state treasury, and shall be applicable, as far as necessary, towards defraying the expenses of the insurance department. In case of neglect or refusal by any such company to pay said tax, the superintendent is hereby authorized to collect the same out of the interest on the stocks and securities deposited by such company in the insurance department. [*Thus amended by L. 1862,. ch 300.*]

Agents, when to act for foreign companies; an attorney to be appointed on whom process may be served; service of process; statement to be filed; agents not to act without certificate; certificate to be filed; annual statement; what to contain; when renewal certificates to be issued; foreign companies to pay tax; avails of tax to be paid into state treasury.

§ 15. It shall not be lawful for any person to act in this state as agent or otherwise, in receiving or procuring applications for life or health insurance, or in any manner to aid in transacting the business of any life or health insurance company, partnership or association, incorporated by or organized under the laws of any foreign government, until such company, partnership or association shall have deposited, with the superintendent of the insurance department, for the benefit of the policy holders of said company, partnership or association, citizens or residents of the United States, securities to the amount of one hundred thousand dollars of the kind required or which may hereafter be required for similar companies of this state, and shall have appointed an attorney in this state on whom process of law can be served; and the said company, partnership or association shall have filed with the superintendent of the insurance department a duly certified copy of the charter or deed of settlement of the said company, partnership or association, and also a duplicate original copy of the letter or power of attorney of such company or association appointing the attorney thereof, which appointment shall continue until another attorney be substituted. And in case any such insurance corporation shall cease to transact business in this state according to the laws thereof, the agents last designated or acting as such for such corporation, shall be deemed to continue agents for such corporation for the purpose of serving process for commencing actions upon any policy or liability issued or contracted while such corporation transacted business in this state, and service of such process for the causes aforesaid upon any such agent, shall be deemed a valid personal service upon such corporation. Such company, partnership or association shall also file a statement of its condition and affairs in the office of the superintendent of the insurance department, in the same form and manner required for the annual statements of similar companies organized under the laws of this state. It shall not be lawful for any agent or agents to act for any company, partnership or association referred to in this section, directly or indirectly, in taking risks, collecting premiums, or in any manner transacting the business of life insurance in this state, without procuring from the said superintendent a certificate of authority (which shall be renewable annually) stating that the foregoing requirements have been complied with, and setting forth the name of the attorney for such company, a certified copy of which certificate shall be filed in the county clerk's office of the county where the agency is to be established, and which shall be the authority of such company and agent to commence business in this state; and such company, partnership or association shall annually, on the first day of January, or within thirty days thereafter, file with the superintendent of the insurance department a statement of all its affairs in the same manner and form provided in the twelfth section of this act for similar companies in this state; which statement shall be made up for the year ending on the preceding thirtieth day of June, accompanied also by a supplementary annual statement, duly verified by the attorney or general agent of the company or association in this state, giving a detailed description of the policies issued and those which have ceased to be in force during the year, the amount of premiums received and claims and taxes paid in this state and the United States for the year ending on the preceding thirty-first day of December; said supplementary statement shall also contain a description of the investments of such company or association in this country, and such other information as may be required by said superintendent; and if the said annual statement shall be satisfactory evidence to the said superintendent of the solvency and ability of the said company to meet all its engagements at maturity, he shall issue renewal certificates of authority to the agents of said company, partnership or association, certified copies of which shall be filed by such agents in the county clerk's office of the county where the agency is located, within sixty days after the first day of January in each year, and which renewal certificates shall be the authority of such agents to issue new policies in this state for the ensuing year. All such foreign insurance companies, partnerships and associations engaged in the transaction of the business of life or health insurance in this state, shall annually, on or before the first day of March in each year, pay to the superintendent of the insurance department a tax of two per cent on all premiums received in cash or otherwise by their attorneys or agents in this state, during the year ending on the preceding thirty-first day of December, upon which a tax on premiums has not been paid to any other state. The avails of said tax shall be paid into the state treasury, and shall be applicable, as far as necessary, towards defraying the expenses of the insurance department. In case of neglect or refusal by any such company to pay said tax, the superintendent is hereby authorized to collect the same out of the interest on the stocks and securities deposited by such company in the insurance department.

[Thus amended by L. 1862, ch. 300.]

1892

N.Y. Gen. Corp. Law ch. 687, §§ 15-16 (1892).

§ 15 Certificate of authority of a foreign corporation.—
No foreign stock corporation other than a monied corporation, shall do business in this state without having first procured from the secretary of state a certificate that it has complied with all the requirements of law to authorize it to do business in this state, and that the business of the corporation to be carried on in this state is such as may be law fully carried on by a corporation incorporated under the laws of this state for such or similar business or, if more than one kind of business, by two or more corporations so incorporated for such kinds of business respectively. The secretary of state shall deliver such certificate to every such corporation so complying with the requirements of law. No such corporation now doing business in this state shall do business herein after December 31, 1892, without having procured such certificate from the secretary of state, but any lawful contract previously made by the corporation may be performed and enforced within the state subsequent to such date.

No foreign stock corporation doing business in this state without such certificate shall maintain any action in this state upon any contract made by it in this state until it shall have procured such certificate.

New.

§ 16 Proof to be filed before granting certificate.—
Before granting such certificate the secretary of state shall require every such foreign corporation to file in his

office a sworn copy of its charter or certificate of incorporation, and a statement under its corporate seal, particularly setting forth the business or objects of the corporation which it is engaged in carrying on, or which it proposes to carry on, within the state, and a place within the state which is to be its principal place of business, and designating, in the manner prescribed in the code of civil procedure, a person upon whom process against the corporation may be served within the state.

The person so designated must have an office or place of business at the place where such corporation is to have its principal place of business within the state. Such designation shall continue in force until revoked by an instrument in writing designating in like manner some other person upon whom process against the corporation may be served in this state.

If the person so designated dies, or removes from the place where the corporation has its principal place of business within the state, and the corporation does not within thirty days after such death or removal, designate in like manner another person upon whom process against it may be served within the state, the secretary of state may revoke the authority of the corporation to do business within the state, and process against the corporation in an action upon any liability incurred within this state before such revocation may, after such death or removal and before another designation is made, be served upon the secretary of state. At the time of such service the plaintiff shall pay to the secretary of state two dollars, to be included in his taxable costs and disbursements, and the secretary of state shall forthwith mail a copy of such notice to such corporation, if its address or the address of any officer thereof is known to him.

§ 15. **Certificate of authority of a foreign corporation.**—No foreign stock corporation other than a monied corporation, shall do business in this state without having first procured from the secretary of state a certificate that it has complied with all the requirements of law to authorize it to do business in this state, and that the business of the corporation to be carried on in this state is such as may be lawfully carried on by a corporation incorporated under the laws of this state for such or similar business or, if more than one kind of business, by two or more corporations so incorporated for such kinds of business respectively. The secretary of state shall deliver such certificate to every such corporation so complying with the requirements of law. No such corporation now doing business in this state shall do business herein after December 31, 1892, without having procured such certificate from the secretary of state, but any lawful contract previously made by the corporation may be performed and enforced within the state subsequent to such date.

No foreign stock corporation doing business in this state without such certificate shall maintain any action in this state upon any contract made by it in this state until it shall have procured such certificate.

New.

§ 16. **Proof to be filed before granting certificate.**—Before granting such certificate the secretary of state shall require every such foreign corporation to file in his office a sworn copy of its charter or certificate of incorporation, and a statement under its corporate

seal, particularly setting forth the business or objects of the corporation which it is engaged in carrying on, or which it proposes to carry on, within the state, and a place within the state which is to be its principal place of business, and designating, in the manner prescribed in the code of civil procedure, a person upon whom process against the corporation may be served within the state.

The person so designated must have an office or place of business at the place where such corporation is to have its principal place of business within the state. Such designation shall continue in force until revoked by an instrument in writing designating in like manner some other person upon whom process against the corporation may be served in this state.

If the person so designated dies, or removes from the place where the corporation has its principal place of business within the state, and the corporation does not within thirty days after such death or removal, designate in like manner another person upon whom process against it may be served within the state, the secretary of state may revoke the authority of the corporation to do business within the state, and process against the corporation in an action upon any liability incurred within this state before such revocation may, after such death or removal and before another designation is made, be served upon the secretary of state. At the time of such service the plaintiff shall pay to the secretary of state two dollars, to be included in his taxable costs and disbursements, and the secretary of state shall forthwith mail a copy of such notice to such corporation, if its address or the address of any officer thereof is known to him.

North Carolina1873

N.C. Gen. Stat. § 17-82 (1873).

82. The summons shall be served by delivering a copy thereof as follows:

(1.) If a suit be against a corporation, to the president, or other head of the corporation, secretary, cashier, treasurer, a director or managing agent thereof; but such service can be made in respect to a foreign corporation only when it has property within the State, or the cause of action arose therein, or where the plaintiff resides in the State, or where such service can be made within this State personally upon the President, Treasurer or Secretary thereof;

82. The summons shall be served by delivering a copy thereof as follows: Manner of service of summons.

(1.) If a suit be against a corporation, to the president, or other head of the corporation, secretary, cashier, treasurer, a director or managing agent thereof; but such service can be made in respect to a foreign corporation only when it has property within the State, or the cause of action arose therein, or where the plaintiff resides in the State, or where such service can be made within this State personally upon the President, Treasurer or Secretary thereof;

(2.) If against a minor under the age of fourteen years, to such minor personally, and also his father, mother or guardian, or if there be none within the State, then to any person having the care and control of such minor, or with whom he shall reside, or in whose service he shall be employed;

(3.) If against a person judicially declared to be of unsound mind, or incapable of conducting his own affairs in consequence of habitual drunkenness and for whom a committee or guardian has been appointed, to such committee and to the defendant personally;

(4.) In all other cases, to the defendant personally.

1883

N.C. Gen. Stat. § 10-217 (1883).

The summons shall be served by delivering a copy thereof in the following cases:

(1) If the action be against a corporation, to the president or other head of the corporation, secretary, cashier, treasurer, director, managing or local agent thereof : *Provided*, that any person receiving or collecting moneys within this state for, or on behalf of, any corporation of this or any other state or government, shall be deemed a local agent for the purpose of this section; but such service can be made in respect to a foreign corporation only when it has property within this state, or the cause of action arose therein, or when the plaintiff resides in the state, or when such service can be made within the state, personally upon the president, treasurer or secretary thereof;

Sec. 217. Manner of service of summons. C. C. P., s. 82. 1874-'5, c. 168, s. 1.

The summons shall be served by delivering a copy thereof in the following cases:

(1) If the action be against a corporation, to the president or other head of the corporation, secretary, cashier, treasurer, director, managing or local agent thereof : *Provided*, that any person receiving or collecting moneys within this state for, or on behalf of, any corporation of this or any other state or government, shall be deemed a local agent for the purpose of this section; but such service can be made in respect to a foreign corporation only when it has property within this state, or the cause of action arose therein, or when the plaintiff resides in the state, or when such service can be made within the state, personally upon the president, treasurer or secretary thereof;

1899

N.C. Gen. Stat. §§ 54-16, 54-61 to 54-62 (1899).

4746. How admitted; laws applicable to. Foreign insurance companies, upon complying with the conditions herein set forth applicable to such companies, may be admitted to transact in this state, by constituted agents resident herein, any class of insurance authorized by the laws now or hereafter in force relative to the duties, obligations, prohibitions and penalties of insurance companies, and subject to all laws applicable to the transaction of such business by foreign insurance companies and their agents.

1899, c. 54, s. 61.

4747. Conditions of admission. No foreign insurance company shall be admitted and authorized to do business until—

....

3. It shall by a duly executed instrument filed in his office constitute and appoint the insurance commissioner and his successor its true and lawful attorney, upon whom all lawful processes in any action or legal proceeding against it may be served, and therein shall agree that any lawful process against it which may be served upon such attorney shall be of the same force and validity as if served on the company, and that it will not have removed from any court of this state to the United States circuit or district court any action instituted against it, and that it will not institute any action or suit in equity in the United States courts against any citizen of this state growing out of, or in any way connected with, any policy of insurance issued by it, and the authority thereof shall continue in force irrevocable so long as any liability of the company

remains outstanding in this state. Copies of such instrument, certified by the insurance commissioner, shall be deemed sufficient evidence thereof, and service upon such attorney shall be deemed sufficient service upon the principal.

4750. Service of legal process, how made; one dollar to be paid by plaintiff. The service of legal process upon any foreign insurance company, admitted and authorized to do business in this state under the provisions of this chapter, shall be made by leaving the same in the hands or office of the insurance commissioner, and no service upon an), company that is licensed to do business in this state shall be valid unless made upon the insurance commissioner, the general agent for service, or some officer of the company; and as a condition precedent to a valid and effectual service of process and of the duty of the commissioner in the premises, the plaintiff in such process shall pay to the insurance commissioner at the time of service thereof the sum of one dollar, which the plaintiff shall recover as taxable costs if he prevails in his action: Provided, that in any action wherein a justice of the peace has jurisdiction, summons may be served on any licensed agent of such company, returnable in not less than ten days from date of service. If there is no such agent in the county, then the summons may be served as provided for in section one thousand four hundred and forty-eight.

1899 c. 54, ss. 62, 16; 1903, c. 438, s. 6.

4751. Duty of commissioner when served with process as agent of a foreign company. When legal process is served upon the insurance commissioner as attorney for a foreign company, under the provisions of this chapter, he shall forthwith notify the company of such service by letter prepaid and directed to its secretary, or in the case

of a foreign country, to its resident manager, if any, in the United States; and shall within two days after such service forward in the same manner a copy of the process served on him to such secretary or manager, or to such other person as may have been previously designated by the company by written notice filed in the office of the commissioner. The commissioner shall keep a record of all such proceedings, which record shall show the day and hour of service of the process on the commissioner.

1899, c. 54, s. 16.

4746. How admitted; laws applicable to. Foreign insurance companies, upon complying with the conditions herein set forth applicable to such companies, may be admitted to transact in this state, by constituted agents resident herein, any class of insurance authorized by the laws now or hereafter in force relative to the duties, obligations, prohibitions and penalties of insurance companies, and subject to all laws applicable to the transaction of such business by foreign insurance companies and their agents.

1899, c. 54, s. 61.

4747. Conditions of admission. No foreign insurance company shall be admitted and authorized to do business until—

1. It shall deposit with the insurance commissioner a certified copy of its charter or certificate of organization and a statement of its financial condition and business, in such form and detail as he may require, signed and sworn to by its president and secretary or other proper officer, and shall pay for the filing of such statement the sum required by law.

2. It shall satisfy the insurance commissioner that it is fully and legally organized under the laws of its state or government to do the business it proposes to transact; that it has, if a stock company, a fully paid-up and unimpaired capital, exclusive of stockholders' obligations of any description, of an amount not less than one hundred thousand dollars; but nothing in this subsection shall apply to companies now authorized to do business in this state; and if a mutual company, other than life, that its net cash assets are equal to the capital required of like companies on the stock plan; or that it possesses net cash assets of not less than one hundred thousand dollars or net cash assets of not less than fifty thousand dollars, with also invested assets of not less than one hundred thousand dollars, and, in each case, with additional contingent assets of not less than three hundred thousand dollars, and that such capital or net assets are well invested and immediately available for the payment of losses in this state; and that it insures on any single hazard a sum no larger than one-tenth of its net assets.

3. It shall by a duly executed instrument filed in his office constitute and appoint the insurance commissioner and his successor its true and lawful attorney, upon whom all lawful processes in any action or legal proceeding against it may be served, and therein shall agree that any lawful process against it which may be served upon such attorney shall be of the same force and validity as if served on the company, and that it will not have removed from any court of this state to the United States circuit or district court any action instituted against it, and that it will not institute any action or suit in equity in the United States courts against any citizen of this state growing out of, or in any way connected with, any policy of insurance issued by it, and the authority thereof shall continue in force irrevocable so long as any liability of the company remains outstanding in this state. Copies of such instrument, certified by the insurance commissioner, shall be deemed sufficient evidence thereof, and service upon such attorney shall be deemed sufficient service upon the principal.

4. It shall appoint as its agent or agents in this state some resident or residents thereof.

4750. Service of legal process, how made; one dollar to be paid by plaintiff. The service of legal process upon any foreign insurance company, admitted and authorized to do business in this state under the provisions of this chapter, shall be made by leaving the same in the hands or office of the insurance commissioner, and no service upon any company that is licensed to do business in this state shall be valid unless made upon the insurance commissioner, the general agent for service, or some officer of the company; and as a condition precedent to a valid and effectual service of process and of the duty of the commissioner in the premises, the plaintiff in such process shall pay to the insurance commissioner at the time of service thereof the sum of one dollar, which the plaintiff shall recover as taxable costs if he prevails in his action: Provided, that in any action wherein a justice of the peace has jurisdiction, summons may be served on any licensed agent of such company, returnable in not less than ten days from date of service. If there is no such agent in the county, then the summons may be served as provided for in section one thousand four hundred and forty-eight.

1899, c. 54, ss. 62, 16; 1903, c. 438, s. 6.

4751. Duty of commissioner when served with process as agent of a foreign company. When legal process is served upon the insurance commissioner as attorney for a foreign company, under the provisions of this chapter, he shall forthwith notify the company of such service by letter prepaid and directed to its secretary, or in the case of a foreign country, to its resident manager, if any, in the United States; and shall within two days after such service forward in the same manner a copy of the process served on him to such secretary or manager, or to such other person as may have been previously designated by the company by written notice filed in the office of the commissioner. The commissioner shall keep a record of all such proceedings, which record shall show the day and hour of service of the process on the commissioner.

1899, c. 54, s. 16.

1905

N.C. Gen. Stat. §§ 21-1197, 21-1243, 27-1448 (1905).

1194. To file charters and statement with secretary of state; fees therefor; forfeiture. Every foreign corporation before being permitted to do business in this state, railroad, banking, insurance, express and telegraph companies excepted, shall file in the office of the secretary of state a copy of its charter or articles of agreement,

attested by its president and secretary, under its corporate seal, and a statement attested in like manner of the amount of its capital stock authorized, the amount actually issued, the principal office in this state, the name of the agent in charge of such office, the character of the business which it transacts and the names and postoffice addresses of its officers and directors. And such corporation shall pay to the secretary of state, for the use of the state, ten cents for every one thousand dollars of the total amount of the capital stock authorized to be issued by such corporation, but in no case less than ten dollars nor more than one hundred dollars. And every corporation failing to comply with the provisions of this section shall forfeit to the state five hundred dollars, to be recovered, with costs, in an action to be prosecuted by the attorney general, who shall prosecute such actions whenever it shall appear that this section has been violated.

1901, c. 2, s. 57; 1903, c. 766.

1243. Resident process agent required; in absence, service upon secretary of state sufficient; fees. Every corporation having property or doing business in this state, whether incorporated under its laws or not, shall have an officer or agent in this state, upon whom process in all actions or proceedings against it can be served; and any corporation failing to comply with the provisions of this section shall be liable to a forfeiture of its charter, or to the revocation of its license to do business in this state. In any such case, process in any action or proceeding against such corporation, may be served upon the secretary of state by leaving a true copy thereof with him, and he shall mail the said copy to the president, secretary or other officer of the corporation, upon whom, if residing in this state, service could be made; and for the service to

be performed by the said secretary, he shall receive a fee of fifty cents, to be paid by the party at whose instance the service is made.

1901, c. 5.

1448. Process served on foreign corporation. Whenever any action of which a justice of the peace has jurisdiction shall be brought against a foreign corporation, which corporation is required to maintain a process agent in the state, the summons may be issued to the sheriff of the county in which such process agent resides, and when certified under the seal of his office by the clerk of the superior court of the county in which the justice issuing such summons resides to be under the hand of such justice, the sheriff of the county to which such summons shall be issued shall serve the same as in other cases and make due return thereof. No justice of the peace shall enter a judgment in such cases against any such foreign corporation unless it shall appear that the process was duly served upon such process agent at least twenty days before the return day of the same. The summons may be made returnable at a time to be therein named, not exceeding forty days from the date of such summons.

1194. To file charters and statement with secretary of state; fees therefor; forfeiture. Every foreign corporation before being permitted to do business in this state, railroad, banking, insurance, express and telegraph companies excepted, shall file in the office of the secretary of state a copy of its charter or articles of agreement, attested by its president and secretary, under its corporate seal, and a statement attested in like manner of the amount of its capital stock authorized, the amount actually issued, the principal office in this state, the name of the agent in charge of such office, the character of the business which it transacts and the names and postoffice addresses of its officers and directors. And such corporation shall pay to the secretary of state, for the use of the state, ten cents for every one thousand dollars of the total amount of the capital stock authorized to be issued by such corporation, but in no case less than ten dollars nor more than one hundred dollars. And every corporation failing to comply with the provisions of this section shall forfeit to the state five hundred dollars, to be recovered, with costs, in an action to be prosecuted by the attorney general, who shall prosecute such actions whenever it shall appear that this section has been violated.

1901, c. 2, s. 57; 1903, c. 766.

Note. For service of justice's summons, see s. 1448.

1243. Resident process agent required; in absence, service upon secretary of state sufficient; fees. Every corporation having property or doing business in this state, whether incorporated under its laws or not, shall have an officer or agent in this state, upon whom process in all actions or proceedings against it can be served; and any corporation failing to comply with the provisions of this section shall be liable to a forfeiture of its charter, or to the revocation of its license to do business in this state. In any such case, process in any action or proceeding against such corporation, may be served upon the secretary of state by leaving a true copy thereof with him, and he shall mail the said copy to the president, secretary or other officer of the corporation, upon whom, if residing in this state, service could be made; and for the service to be performed by the said secretary, he shall receive a fee of fifty cents, to be paid by the party at whose instance the service is made.

1901, c. 5.

1448. Process served on foreign corporation. Whenever any action of which a justice of the peace has jurisdiction shall be brought against a foreign corporation, which corporation is required to maintain a process agent in the state, the summons may be issued to the sheriff of the county in which such process agent resides, and when certified under the seal of his office by the clerk of the superior court of the county in which the justice issuing such summons resides to be under the hand of such justice, the sheriff of the county to which such summons shall be issued shall serve the same as in other cases and make due return thereof. No justice of the peace shall enter a judgment in such cases against any such foreign corporation unless it shall appear that the process was duly served upon such process agent at least twenty days before the return day of the same. The summons may be made returnable at a time to be therein named, not exceeding forty days from the date of such summons.

Ohio1847

Ohio Rev. Code Ann. § 730.3 (1847).

SEC. 3. *Agents equally with principals responsible to process.* That in cases where such insurer resides, or the principal office of such insurer is located, out of this State, in all suits instituted by virtue of this act, the service of process upon the agent of such insurer for the time being, in the county in which such contract shall be made, or such agreement entered into, shall be as effectual as though the same were made upon the principal ; and if, at the time of instituting such suits, there shall be no agent of such insurer to be found in the county where the same is instituted, then service made upon any agent of such insurer, in any other county in this State, in the manner pointed out in the second section of this act, with regard to the service of process upon the principal insurer, shall be equally as effectual as though the same were made upon the principal insurer.

SEC. 3. *Agents equally with principals responsible to process.* That in cases where such insurer resides, or the principal office of such insurer is located, out of this State, in all suits instituted by virtue of this act, the service of process upon the agent of such insurer for the time being, in the county in which such contract shall be made, or such agreement entered into, shall be as effectual as though the same were made upon the principal ; and if, at the time of instituting such suits, there shall be no agent of such insurer to be found in the county where the same is instituted, then service made upon any agent of such insurer, in any other county in this State, in the manner pointed out in the second section of this act, with regard to the service of process upon the principal insurer, shall be equally as effectual as though the same were made upon the principal insurer.

1854**1854 Ohio Laws 91.**

(4.) SEC. I. *Be it enacted by the General Assembly of the State of Ohio*, That it shall not be lawful for any agent or agents of any insurance company, incorporated by any other state than the state of Ohio, directly, or indirectly, to take risks, or transact any business of insurance in this state, without first producing a certificate of authority from the auditor of state ; and before obtaining such certificate, such agent or agents shall furnish the said auditor with a statement, under the oath of the president or secretary of the company for which he or they may act, which statement shall show

Which statement shall be filed in the office of said auditor, together with a written instrument, under the seal of the company, signed by the president and secretary, authorizing such agent to acknowledge service of process, for and in behalf of such company, consenting that service of process upon such agent shall be taken and held to be as valid as if served upon the company according to the laws of this state, or any other state, and waiving all claim of error, by reason of such service. And no insurance company, or agent or agents of any insurance company incorporated by any other state, shall transact any business of insurance in this state, unless such company is possessed of at least one hundred thousand dollars of actual capital, invested in stocks of at least par value, or in bonds or mortgages of real estate, with double the amount for which the same is mortgaged. And upon the filing of the aforesaid statement and instrument, with the auditor of state, and furnishing him with satisfactory evidence of such investment, as aforesaid, it shall be the duty of said

auditor to issue a certificate thereof, with authority to transact business of insurance, to the agent or agents applying for the same.

Duties of agents of ins. co. of other states before taking risks. (4.) SEC. I. *Be it enacted by the General Assembly of the State of Ohio*, That it shall not be lawful for any agent or agents of any insurance company, incorporated by any other state than the state of Ohio, directly, or indirectly, to take risks, or transact any business of insurance in this state, without first producing a certificate of authority from the auditor of state; and before obtaining such certificate, such agent or agents shall furnish the said auditor with a statement, under the oath of the president or secretary of the company for which he or they may act, which statement shall show,

- 1st. The name and locality of the company.
- 2d. The amount of its capital stock.
- 3d. The amount of its capital stock paid up.
- 4th. The assets of the company, including—
 1. The amount of cash on hand and in the hands of agents or other persons;
 2. The real estate unincumbered;
 3. The bonds owned by the company, and how they are secured, with the rate of interest thereon;
 4. Debts to the company secured by mortgage;
 5. Debts otherwise secured;
 6. Debts for premiums;
 7. All other securities.
- 5th. The amount of liabilities due or not due to banks or other creditors, by the company.
- 6th. Losses adjusted and due.
- 7th. Losses adjusted and not due.
- 8th. Losses unadjusted.
- 9th. Losses in suspense waiting for further proof.
- 10th. All other claims against the company.
- 11th. The greatest amount insured in any one risk.
- 12th. The greatest amount allowed by the rules of the company to be insured in any one city, town or village.
- 13th. The greatest amount allowed to be insured in any one block.
- 14th. The act of incorporation of such company.

Which statement shall be filed in the office of said auditor, together with a written instrument, under the seal of the company, signed by the president and secretary, authorizing such agent to acknowledge service of process, for and in behalf of such company, consenting that service of process upon such agent shall be taken and held to be as valid as if served upon the company according to the laws of this state, or any other state, and waiving all claim of error, by reason of such service. And no insurance company, or agent or agents of any insurance company incorporated by any other state,

shall transact any business of insurance in this state, unless such company is possessed of at least one hundred thousand dollars of actual capital, invested in stocks of at least par value, or in bonds or mortgages of real estate, with double the amount for which the same is mortgaged. And upon the filing of the aforesaid statement and instrument, with the auditor of state, and furnishing him with satisfactory evidence of such investment, as aforesaid, it shall be the duty of said auditor to issue a certificate thereof, with authority to transact business of insurance, to the agent or agents applying for the same.

1860

Ohio Code of Civ. Proc. § 2.68 (1860).

SEC. 68. HOW SERVED ON A FOREIGN CORPORATION.
Where the defendant is a foreign corporation, having a managing agent in this state, the service may be upon such agent.

SEC. 68. HOW SERVED ON A FOREIGN CORPORATION.

Where the defendant is a foreign corporation, having a managing agent in this state, the service may be upon such agent.¹

1868

Ohio Rev. Code Ann. §§ 25.369, 25.399 (1868).

(396.) SEC. XX. Such company shall also appoint an attorney or agent in each county in this state in which the company has against foreign established an agency, on whom process of law can be served; and such agent or attorney shall file with the auditor of state a certified copy of the charter of said company, and also a certified copy of the vote or resolution of the trustees or directors of the said company appointing such agent or attorney, which appointment shall continue until another such agent or attorney be substituted. And in case any such insurance corporation shall cease to transact business in this state according to the laws thereof, the agents last designated, or acting as such for such corporation, shall be deemed to continue agents for such corporation, for the purpose of serving process for commencing actions upon any policy or liability issued or contracted while such corporation transacted business in this state, and service of such process, for the causes aforesaid, upon any such agent,

shall be deemed a valid personal service upon such corporation, and such company shall also file a statement of its condition and affairs in the office of the auditor of state, in the same form and manner required for the annual statements of similar companies organized under the laws of this state.

(399.) SEC. XXIII. It shall not be lawful for any person to act in this state as agent or otherwise, in receiving or procuring applications for life insurance, or in any manner to aid in transacting the business of any life insurance company, association, incorporated by or organized under the laws of any foreign government, until such company, partnership or association, shall have deposited with the auditor of state for the benefit of the policy holders of said company, partnership or association, citizens or residents of the United States, securities to the amount of one hundred thousand dollars of the kind required, or which may hereafter be required for similar companies of this state, and shall have appointed an agent or attorney in each county in this state in which the company has established an agency, on whom process of law can be served, and the said company, partnership or association shall have filed with the auditor of state a duly certified copy of the charter or deed of settlement of the said company, partnership or association, and also a duplicate original copy of the letter or power of attorney of such company or association appointing the attorney thereof, which appointment shall continue until another attorney be substituted.

(396.) SEC. XX. Such company shall also appoint an attorney or agent in each county in this state in which the company has established an agency, on whom process of law can be served; and such agent or attorney shall file with the auditor of state a certified copy of the charter of said company, and also a certified copy of the vote or resolution of the trustees or directors of the said company appointing such agent or attorney, which appointment shall continue until another such agent or attorney be substituted. And in case any such insurance corporation shall cease to transact business in this state according to the laws thereof, the agents last designated, or acting as such for such corporation, shall be deemed

to continue agents for such corporation, for the purpose of serving process for commencing actions upon any policy or liability issued or contracted while such corporation transacted business in this state, and service of such process, for the causes aforesaid, upon any such agent, shall be deemed a valid personal service upon such corporation, and such company shall also file a statement of its condition and affairs in the office of the auditor of state, in the same form and manner required for the annual statements of similar companies organized under the laws of this state.

(399.) SEC. XXIII. It shall not be lawful for any person to act in this state as agent or otherwise, in receiving or procuring applications for life insurance, or in any manner to aid in transacting the business of any life insurance company, partnership or association, incorporated by or organized under the laws of any foreign government, until such company, partnership or association, shall have deposited with the auditor of state for the benefit of the policy holders of said company, partnership or association, citizens or residents of the United States, securities to the amount of one hundred thousand dollars of the kind required, or which may hereafter be required for similar companies of this state, and shall have appointed an agent or attorney in each county in this state in which the company has established an agency, on whom process of law can be served, and the said company, partnership or association shall have filed with the auditor of state a duly certified copy of the charter or deed of settlement of the said company, partnership or association, and also a duplicate original copy of the letter or power of attorney of such company or association appointing the attorney thereof, which appointment shall continue until another attorney be substituted.

1879

Ohio Rev. Code Ann. tit. 2, §§ 10.3607, 10.3610, 10.3617-18 (1879).

SEC. 3607. Any such company desiring to transact any such business in this state by an agent, shall file with the superintendent of insurance a written instrument, duly signed and sealed, authorizing any agent of such company in this state to acknowledge service of process for and in behalf of the company in this state, and consenting that the service of process, mesne or final, upon any such

agent, shall be taken and held to be as valid as if served upon the company according to the laws of this or any other state or government, and waiving all claims or right of error by reason of such acknowledgment of service, and that if suit be brought against it after it ceases to do business in this state, and it has no agent in the county in which suit is brought upon whom service of process can be had, as provided in section *thirty-six hundred and seventeen*, service upon it shall be had by the sheriff mailing a copy of the summons or other process, postage prepaid, addressed to it at the place of its principal office located in the state where it was organized, or, if it is a foreign insurance company, to such company at the place of its principal office in the United States, at least thirty days prior to the date of taking judgment in the suit; but the sheriff's return shall show the time and manner of such service. [75 v. 572, § 18.]

SEC. 3610. No person shall act in this state, as agent or otherwise in receiving or procuring applications for life insurance, nor in any manner aid in transacting the business of any company, partnership, or association, incorporated by or organized under the laws of any foreign government, until such company, partnership, or association deposits with the superintendent of insurance, for the benefit of the policyholders of the company, partnership, or association, who are citizens or residents of the United States, securities to the amount of one hundred thousand dollars, of the kind required for similar companies of this state, executes a waiver as provided in section *thirty-six hundred and seven*, and appoints an agent or attorney, in each county in this state in which the company establishes an agency, on whom process of law can be served, and files with the superintendent of insurance a duly certified copy of its charter, or deed of

201a

settlement, and also a duplicate original copy of the letter or power of attorney of such company, partnership, or association, appointing the attorney thereof, which appointment shall continue until another attorney is substituted. [69 v. 150, § 22.]

SEC. 3617. If any company, partnership, or association, organized under the laws of any other state or government, cease to do business in this state according to law, it shall appoint, in the manner herein provided for, in every county wherein an agency existed at the date of such discontinuance, one or more agents for the purpose of receiving service of process in all actions upon policies of insurance issued to the citizens of this state while it was lawfully transacting the business of insurance in this state, and service of process upon such agents, in such actions, shall be held to be as valid as actual service upon the company, partnership, or association; and in every case where no such agent is appointed, the agent last designated and acting for the company, partnership, or association shall be deemed and taken to be duly authorized by it to receive service of process as aforesaid; but the officer who serves such process shall also send a copy of the process served on the agent, by mail, to the address of such company, partnership, or association, at the place of its principal or home office at the time it ceased to do business in this state, and the return of such officer upon such process shall distinctly show that such copy was mailed as aforesaid at least thirty days before any judgment shall be rendered in such action. [69 v. 150, § 19.]

SEC. 3618. If any such company, partnership, or association cease to transact business in this state according to the laws thereof, the agents last designated,

or acting as such for it, shall be deemed to continue agents for it, for the purpose of serving process, and for commencing actions upon any policy or liability issued or contracted while it transacted business in this state; and service of such process upon any such agent, for the causes aforesaid, shall be deemed a valid service upon the company, partnership, or association. [69 v. 150, § 23.]

Must also file a waiver.

SEC. 3607. Any such company desiring to transact any such business in this state by an agent, shall file with the superintendent of insurance a written instrument, duly signed and sealed, authorizing any agent of such company in this state to acknowledge service of process for and in behalf of the company in this state, and consenting that the service of process, mesne or final, upon any such agent, shall be taken and held to be as valid as if served upon the company according to the laws of this or any other state or government, and waiving all claims or right of error by reason of such acknowledgment of service, and that if suit be brought against it after it ceases to do business in this state, and it has no agent in the county in which suit is brought upon whom service of process can be had, as provided in section *thirty-six hundred and seven*, service upon it shall be had by the sheriff mailing a copy of the summons or other process, postage prepaid, addressed to it at the place of its principal office located in the state where it was organized, or, if it is a foreign insurance company, to such company at the place of its principal office in the United States, at least thirty days prior to the date of taking judgment in the suit; but the sheriff's return shall show the time and manner of such service. [75 v. 572, § 18.]

SEC. 3610. No person shall act in this state, as agent or otherwise, in receiving or procuring applications for life insurance, nor in any manner aid in transacting the business of any company, partnership, or association, incorporated by or organized under the laws of any foreign government, until such company, partnership, or association deposits with the superintendent of insurance, for the benefit of the policyholders of the company, partnership, or association, who are citizens or residents of the United States, securities to the amount of one hundred thousand dollars, of the kind required for similar companies of this state, executes a waiver as provided in section *thirty-six hundred and seven*, and appoints an agent or attorney, in each county in this state in which the company establishes an agency, on whom process of law can be served, and files with the superintendent of insurance a duly certified copy of its charter, or deed of settlement, and also a duplicate original copy of the letter or power of attorney of such company, partnership, or association, appointing the attorney thereof, which appointment shall continue until another attorney is substituted. [69 v. 150, § 22.]

Foreign companies must make deposit, and appoint agent for service.

When foreign companies must appoint agents to receive service.

SEC. 3617. If any company, partnership, or association, organized under the laws of any other state or government, cease to do business in this state according to law, it shall appoint, in the manner herein provided for, in every county wherein an agency existed at the date of such discontinuance, one or more agents for the purpose of receiving service of process in all actions upon policies of insurance issued to the citizens of this state while it was lawfully transacting the business of insurance in this state, and service of process upon such agents, in such actions, shall be held to be as valid as actual service upon the company, partnership, or association; and in every case where no such agent is appointed, the agent last designated and acting for the company, partnership, or association shall be deemed and taken to be duly authorized by it to receive service of process as aforesaid; but the officer who serves such process shall also send a copy of the process served on the agent, by mail, to the address of such company, partnership, or association, at the place of its principal or home office at the time it ceased to do business in this state, and the return of such officer upon such process shall distinctly show that such copy was mailed as aforesaid at least thirty days before any judgment shall be rendered in such action. [69 v. 150, § 19.]

Who are agents to receive service.

SEC. 3618. If any such company, partnership, or association cease to transact business in this state according to the laws thereof, the agents last designated, or acting as such for it, shall be deemed to continue agents for it, for the purpose of serving process, and for commencing actions upon any policy or liability issued or contracted while it transacted business in this state; and service of such process upon any such agent, for the causes aforesaid, shall be deemed a valid service upon the company, partnership, or association. [69 v. 150, § 23.]

1904

Ohio Rev. Code Ann. tit. 3, § 2.148d (1904).

SEC. 148d. [Certificate necessary for foreign stock corporation; necessary requirements before issuing same; person upon whom process served; revocation of authority to do business; service upon secretary of state; fees; acting as agent for corporation not complying with this section.] No foreign stock corporation, other than a banking or insurance corporation, or foreign building and loan associations, or foreign cooperative or investment companies, or foreign companies organized to sell certificates or debentures on the installment or partial payment plan, or foreign corporations doing business on the service dividend plan, who have deposited with treasurer of the state of Ohio securities satisfactory to him of the value of not less than twenty-five thousand dollars, and shall annually

thereafter deposit securities to the satisfaction of said treasurer equal in value to ten per cent. of the gross receipts on the amount of business done in Ohio for the preceding year, until the whole amount so deposited has reached the sum of \$100,000, for the protection of the holders of such certificates or debentures, shall do business in this state without first having procured from the secretary of state a certificate that it has complied with all the requirements of law to authorize it to do business in this state, and that the business of the corporation to be carried on in this state is such as can be lawfully carried on by a corporation incorporated under the laws of this state for such or similar business, or if more than one kind of business, by two or more corporations so incorporated for such kinds of business exclusively. The secretary of state shall deliver such certificate to every such corporation so complying with the requirements of the laws of this state. No such foreign stock corporations doing business in this state without such certificate, shall maintain any action in this state upon any contract made by it in this state until it shall have procured such certificate. Before granting such certificate, the secretary of state shall require every such foreign corporation to file in his office a sworn copy of its charter or certificate of incorporation, and a statement under its corporate seal particularly setting forth the amount of capital stock, the business or objects of the corporation which it is engaged in carrying on, or which it proposes to engage in or carry on within the state, and a place within this state which is to be its principal place of business, and designating in the manner prescribed in the code of civil procedure in this state, a person upon whom process against such corporation may be served within this state. The person so designated must have an office or place of business at the place where such corporation is

to have its principal place of business within this state. Such designation shall continue in force until revoked by an instrument in writing designating in like manner some other person upon whom process against such corporation may be served in this state. Any agent so designated by such foreign corporation may, in the name and on behalf of such corporation, bring or prosecute actions in any of the courts of this state in the same manner and with like effect as if done by an officer of such corporation. If the person so designated die or remove from the place where such corporation has its principal place of business within this state, and such corporation does not, within thirty days after such death or removal, designate in like manner another person upon whom process against it may be served within this state, the secretary of state shall revoke the authority of such corporation to do business within this state, and process against such corporation in actions upon any liability incurred within this state before such revocations, may after such death or removal, and before another designation is made, be served upon the secretary [of state]. At the time of such service the plaintiff shall pay to the secretary of state two dollars, to be included in his taxable costs and disbursements, and the secretary of state shall forthwith mail a copy of such notice to such corporation, if its address or the address of any officer thereof is known to him

SEC. 148d. [Certificate necessary for foreign stock corporation; necessary requirements before issuing same; person upon whom process served; revocation of authority to do business; service upon secretary of state; fees; acting as agent for corporation not complying with this section.]

No foreign stock corporation, other than a banking or insurance corporation, or foreign building and loan associations, or foreign coöperative or investment companies, or foreign companies organized to sell certificates or debentures on the installment or partial payment plan, or foreign corporations doing business on the service dividend plan, who have deposited with treasurer of the state of Ohio securities satisfactory to him of the value of not less than twenty-five thousand dollars, and shall annually thereafter deposit securities to the satisfaction of said treasurer equal in value to ten per cent. of the gross receipts on the amount of business done in Ohio for the preceding year, until the whole amount so deposited has reached the sum of \$100,000, for the protection of the holders of such certificates or debentures, shall do business in this state without first having procured from the secretary of state a certificate that it has complied with all the requirements of law to authorize it to do business in this state, and that the business of the corporation to be carried on in this state is such as can be lawfully carried on by a corporation incorporated under the laws of this state for such or similar business, or if more than one kind of business, by two or more corporations so incorporated for such kinds of business exclusively. The secretary of state shall deliver such certificate to every such corporation so complying with the requirements of the laws of this state. No such foreign stock corporations doing business in this state without such certificate, shall maintain any action in this state upon any contract made by it in this state until it shall have procured such certificate. Before granting such certificate, the secretary of state shall require every such foreign corporation to file in his office a sworn copy of its charter or certificate of incorporation, and a statement under its corporate seal particularly setting forth the amount of capital stock, the business or objects of the corporation which it is engaged in carrying on, or which it proposes to engage in or carry on within the state, and a place within this state which is to be its prin-

cipal place of business, and designating in the manner prescribed in the code of civil procedure in this state, a person upon whom process against such corporation may be served within this state. The person so designated must have an office or place of business at the place where such corporation is to have its principal place of business within this state. Such designation shall continue in force until revoked by an instrument in writing designating in like manner some other person upon whom process against such corporation may be served in this state. Any agent so designated by such foreign corporation may, in the name and on behalf of such corporation, bring or prosecute actions in any of the courts of this state in the same manner and with like effect as if done by an officer of such corporation. If the person so designated die or remove from the place where such corporation has its principal place of business within this state, and such corporation does not, within thirty days after such death or removal, designate in like manner another person upon whom process against it may be served within this state, the secretary of state shall revoke the authority of such corporation to do business within this state, and process against such corporation in actions upon any liability incurred within this state before such revocations, may after such death or removal, and before another designation is made, be served upon the secretary [of state]. At the time of such service the plaintiff shall pay to the secretary of state two dollars, to be included in his taxable costs and disbursements, and the secretary of state shall forthwith mail a copy of such notice to such corporation, if its address or the address of any officer thereof is known to him. For each certificate thus issued by the secretary of state he shall be entitled to receive and shall be paid fees according to the amount of capital stock of each such corporation, as follows:

\$100,000 or less.....	\$15 00
More than \$100,000 and not exceeding \$300,000.....	20 00
More than \$300,000 and not exceeding \$500,000.....	25 00
More than \$500,000 and less than \$1,000,000.....	30 00
\$1,000,000 or more.....	50 00

Which fees and the several sums of two dollars above named are to be paid by him to treasurer of state to credit of general revenue fund. Provided that such foreign corporations as comply with the provisions of section 148e of the Revised Statutes, as amended May 16, 1894, shall not be subject to process of attachment under section 5521, Revised Statutes, or any law of Ohio, upon the ground, that it is a foreign corporation or non-resident of this state. If any person solicits, or transacts, within this state, any business for any such foreign corporation, until it shall have complied with all the provisions of this section, he shall be deemed guilty of a misdemeanor, and on conviction, shall be fined not less than ten dollars nor more than five hundred dollars, or be imprisoned not less than ten days nor more than six months, or both. It shall be the duty of the prosecuting attorney, upon direction of the attorney general, to prosecute any person charged with a violation of the provisions of this section. [93 v. 227; 91 v. 355.]

Oregon

1862

Or. Rev. Stat. §§ 6.507-08 (1862).

§ 507. No corporation is subject to the jurisdiction of a court of this state, unless it appear in the court, or have been created by or under the laws of this state, or have an agency established therein for the transaction of some portion of its business, or have property therein; and in the last case only to the extent of such property at the time the jurisdiction attached.

§ 508. When the court has jurisdiction of the parties, it may exercise it, in respect to any cause of action or suit, wherever arising, except for the specific recovery of real property situated without this state, or for injury thereto.

§ 507. No corporation is subject to the jurisdiction of a court of this state, unless it appear in the court, or have been created by or under the laws of this state, or have an agency established therein for the transaction of some portion of its business, or have property therein; and in the last case only to the extent of such property at the time the jurisdiction attached.

When court has jurisdiction of corporation.

§ 508. When the court has jurisdiction of the parties, it may exercise it, in respect to any cause of action or suit, wherever arising, except for the specific recovery of real property situated without this state, or for injury thereto.

When court has jurisdiction of the parties.

1864

Or. Rev. Stat. § 24.7-8 (1864).

§ 7. A foreign corporation, before transacting business in this state, must duly execute and acknowledge a power of attorney, and cause the same to be recorded in the county clerk's office, of each county where it has a resident agent, which power of attorney, so long as such company shall have places of business in the state, shall be irrevocable, except by the substitution of another qualified person for the one mentioned therein, as attorney for such company.

§ 8. Such power of attorney, shall appoint some person who is a citizen of the United States, and a citizen and resident of this state, an attorney for such company, and shall authorize and empower such attorney to accept service of all writs and process, requisite and necessary to give complete jurisdiction of such corporation to any of the courts of this state, or United States courts therein, and shall constitute such attorney, the authorized agent of such corporation, upon whom lawful and valid service may be made of all writs and process in any action, suit or proceeding commenced by or against any such corporation, in any of the courts mentioned in this section, and necessary to give such courts complete jurisdiction thereof.

§ 7. A foreign corporation, before transacting business in this state, must duly execute and acknowledge a power of attorney, and cause the same to be recorded in the county clerk's office, of each county where it has a resident agent, which power of attorney, so long as such company shall have places of business in the state, shall be irrevocable, except by the substitution of another qualified person for the one mentioned therein, as attorney for such company.

Ibid, § 8.
Appointment of attorney.

Appointment irrevocable.

§ 8. Such power of attorney, shall appoint some person who is a citizen of the United States, and a citizen and resident of this state, an attorney for such company, and shall authorize and empower such attorney to accept service of all writs and process, requisite and necessary to give complete jurisdiction of such corporation to any of the courts of this state, or United States courts therein, and shall constitute such attorney, the authorized agent of such corporation, upon whom lawful and valid service may be made of all writs and process in any action, suit or proceeding commenced by or against any such corporation, in any of the courts mentioned in this section, and necessary to give such courts complete jurisdiction thereof.

Ibid, § 9.
Who to be appointed.

Power, etc., of attorney.

1887

Or. Rev. Stat. § 50.3573 (1887).

§ 3573. No insurance company organized outside of the state of Oregon shall be permitted to do business in this state until it shows to the commissioner, by the reports of the insurance commissioner or insurance officer of some other state having an insurance department, or by a certificate of such insurance officer, that it is possessed of a paid-up, unimpaired, cash capital of at least two hundred thousand dollars; nor until such company shall have made the deposit as is required by section 3568; nor until such company shall have filed with the commissioner a power of attorney which shall set forth that such company is a corporation or duly organized insurer (naming the principal place of business of the company and the principal place of business for the Pacific coast), which power of attorney shall authorize a citizen and resident of this state to make and accept service in any proceeding in any of the courts of justice in this state or any of the United States courts herein. If any attorney of any

insurance company appointed under the provisions of this act shall remove from the state, or become disqualified in any manner from accepting service, and if any citizen or resident of this state shall have any claim by virtue of any insurance policy issued by any company not represented by attorney in this state, valid service may be made on such company by service on the commissioner; *provided*, that in such case the commissioner shall immediately notify such company and the principal agent for the Pacific coast, inclosing a copy of the service by mail, post paid; and *provided further*, that in such case, no proceedings shall be had within forty days after such service on the commissioner.

Id., § 11.
Conditions of
foreign insur-
ance com-
panies doing
business in
Oregon. § 3573. No insurance company organized outside of the state of Oregon shall be permitted to do business in this state until it shows to the commissioner, by the reports of the insurance commissioner or insurance officer of some other state having an insurance department, or by a certificate of such insurance officer, that it is pos-

sessed of a paid-up, unimpaired, cash capital of at least two hundred thousand dollars; nor until such company shall have made the deposit as is required by section 3568; nor until such company shall have filed with the commissioner a power of attorney which shall set forth that such company is a corporation or duly organized insurer (naming the principal place of business of the company and the principal place of business for the Pacific coast), which power of attorney shall authorize a citizen and resident of this state to make and accept service in any proceeding in any of the courts of justice in this state or any of the United States courts herein. If any attorney of any insurance company appointed under the provisions of this act shall remove from the state, or become disqualified in any manner from accepting service, and if any citizen or resident of this state shall have any claim by virtue of any insurance policy issued by any company not represented by attorney in this state, valid service may be made on such company by service on the commissioner; *provided*, that in such case the commissioner shall immediately notify such company and the principal agent for the Pacific coast, inclosing a copy of the service by mail, post paid; and *provided further*, that in such case, no proceedings shall be had within forty days after such service on the commissioner.

Feb. 24, 1887,
§ 11.

Conditions of
foreign insur-
ance com-
panies doing
business in
Oregon.

Pennsylvania

1841

1841 Pa. Laws 29.

Sec. 9. That in all suits or actions which may be brought against said company, the service of process upon any manager, toll-gatherer or other officer of the company shall be as good and available in law, as if on the President thereof; and the said company shall at all times keep at least one manager, toll-gatherer, or other officer, a resident in the county of Susquehanna.

Sec. 9. That in all suits or actions which may be brought against said company, the service of process upon any manager, toll-gatherer or other officer of the company shall be as good and available in law, as if on the President thereof; and the said company shall at all times keep at least one manager, toll-gatherer, or other officer, a resident in the county of Susquehanna.

1873

1873 Pa. Laws 27.

22. No insurance company, not of this state, nor its agents, shall do business in this state until he has filed with the insurance commissioner of this state a written stipulation, duly authenticated by the company, agreeing that any legal process affecting the company served on the insurance commissioner, or the party designated by him, or the agent specified by said company to receive service of process for the said company, shall have the same effect

as if served personally on the company within this state, and if such company should cease to maintain such agent in this state, so designated, such process may thereafter be served on the insurance commissioner; but so long as any liability of the stipulating company to any resident of this state continues, such stipulation cannot be revoked or modified, except that a new one may be substituted, so as to require or dispense with the service at the office of said company within this state, and that such service of process according to this stipulation shall be sufficient personal service on the company. The term process includes any writ of summons, subpoena, or order, whereby any action, suit, or proceedings shall be commenced, or which shall be issued in or upon any action, suit, or proceedings brought in any court of this commonwealth having jurisdiction of the subject-matter.

Ibid. § 13.
Service of process on foreign companies.

22. No insurance company, not of this state, nor its agents, shall do business in this state until he has filed with the insurance commissioner of this state a written stipulation, duly authenticated by the company, agreeing that any legal process affecting the company served on the insurance commissioner, or the party designated by him, or the agent specified by said company to receive service of process for the said company, shall have the same effect as if served personally on the company within this state, and if such company should cease to maintain such agent in this

state, so designated, such process may thereafter be served on the insurance commissioner; but so long as any liability of the stipulating company to any resident of this state continues, such stipulation cannot be revoked or modified, except that a new one may be substituted, so as to require or dispense with the service at the office of said company within this state, and that such service of process according to this stipulation shall be sufficient personal service on the company. The term process includes any writ of summons, subpoena, or order, whereby any action, suit or proceedings shall be commenced, or which shall be issued in or upon any action, suit or proceedings brought in any court of this commonwealth having jurisdiction of the subject-matter.

4 April 1873.

1874

Pa. Const. art. XVI, § 5 (1874).

SECT. 5. No foreign corporation shall do any business in this state, without having one or more known places of business, and an authorized agent or agents in the same, upon whom process may be served.

Foreign corporations. SECT. 5. No foreign corporation shall do any business in this state, without having one or more known places of business, and an authorized agent or agents in the same, upon whom process may be served.

1874

1874 Pa. Laws 108.

56. No foreign corporation shall do any business in this commonwealth, until said corporation shall have established an office or offices, and appointed an agent or agents for the transaction of its business therein.

Foreign corporations. 56. No foreign corporation shall do any business in this commonwealth, until said corporation shall have established an office or offices, and appointed an agent or agents for the transaction of its business therein. 23 April 1874 P. L. 108. Foreign corporations to appoint

1911

1911 Pa. Laws 710.

2. Every such foreign corporation, before doing any business in this commonwealth, shall appoint, in writing, the secretary of the commonwealth and his successor in office to be its true and lawful attorney and authorized agent, upon whom all lawful processes in any action or proceeding against it may be served; and service of process on the secretary of the commonwealth shall be of the same legal force and validity as if served on it; and the authority for such service of process shall continue in force so long as any liability remains outstanding against it in the commonwealth.

I. Regulation and registration.

§ June 1911 § 1. 1. The term "foreign corporation," as used in this act, shall mean every corporation which has been established, organized, or chartered under laws other than those of the commonwealth.

2. Every such foreign corporation, before doing any business in this commonwealth, shall appoint, in writing, the secretary of the commonwealth and his

Successor
the secretary
of the com-
monwealth at-
torney and
agent.

successor in office to be its true and lawful attorney and authorized agent, upon whom all lawful processes in any action or proceeding against it may be served; and service of process on the secretary of the commonwealth shall be of the same legal force and validity as if served on it; and the authority for such service of process shall continue in force so long as any liability remains outstanding against it in the commonwealth.

3. The power of attorney shall be executed with the seal of the corporation, and signed by the president and secretary thereof; and shall contain a statement showing the title and purpose of said corporation, the location of its principal place of business in the commonwealth, and the post-office address within the commonwealth to which the secretary of the commonwealth shall send by mail any process against it served on him; which address said corporation may change, from time to time, as it may find occasion, by filing a certificate, under its corporate seal, with the secretary of the commonwealth, setting forth such change of address. Upon the payment of a fee of ten dollars, for the use of the commonwealth, the said power of attorney and statement shall be filed in the office of the secretary of the commonwealth, and copies certified by him shall be sufficient evidence thereof.

4. Service of such process shall be made by the sheriff of Dauphin county, by leaving two copies of the process and a fee of two dollars in the hands, or at the office, of the secretary of the commonwealth; and he shall make due return of his service of said process to the court, magistrate, or justice of the peace issuing the same. Such process may be issued by any court or magistrate or justice of the peace having jurisdiction of the subject-matter in controversy, in any county of the commonwealth in which said corporation shall have its principal place of business, or in such county in which the right of action arose. Upon the filing of the said power of attorney with the secretary of the commonwealth, it shall be his duty to certify forthwith to the auditor general the corporate name of the corporation filing the same, and the location of its principal place of business in the commonwealth, as set forth in said power of attorney.

5. When legal process against any such corporation has been served upon the secretary of the commonwealth, he shall immediately send by mail, postage pre-paid, one copy of such process, directed to the corporation at the post-office address designated by it as hereinbefore provided. The fee of two dollars paid by the plaintiff to the secretary of the commonwealth, at the time of the service, shall be taxed in his costs if he prevails in the suit. The secretary of the commonwealth shall keep a record of the day and hour of the service of such process on him, and a certified copy of such record shall be sufficient evidence thereof.

6. Any person or persons, agent, officer, or employe of any such foreign corporation, who shall transact any business within this commonwealth, for any such foreign corporation, without the provisions of this act being complied with, shall be guilty of a misdemeanor, and upon conviction thereof shall be punished by imprisonment not exceeding thirty days, and by a fine not exceeding one thousand dollars, or either, at the discretion of the court trying the same.

§ June 1911 § 2.
P. L. 710.
Service of pro-
cess.

Ibid.
Execution of
power of at-
torney.
Statement.
Details.
Change of ad-
dress.
Filing of power
of attorney and
statement.

Ibid.
Service of pro-
cess.
Return.
Issue of pro-
cess.

Certificate to
the auditor
general.

Ibid. § 3.
P. L. 711.
Duty of the
secretary of
the common-
wealth.

Record of serv-
ice.

Ibid. § 4.
Non-compli-
ance.
Misdemeanor.
Penalty.

Rhode Island**1844****1844 R.I. Pub. Laws 118-19.**

SEC. 21. When any person shall reside or be absent out of this state, or shall conceal himself therein so that his body cannot be arrested, and when any incorporated company established out of this state, shall be indebted or liable to any person, then the personal estate of such absent or concealed person or foreign corporation, lodged or lying in the hands of their attorney, agent, factor, trustee or debtor, shall be liable to be attached, the plaintiff giving special order therefor on the back of his writ, to answer any just debt or demand; and the serving of any person or body corporate or any member of any firm or copartnership who have such personal estate in their hands, with a copy of a writ taken out against such absent or concealed person or foreign corporation, shall be a good service of said writ. Such writ shall be served by leaving an attested copy thereof with the person hereinafter required to make oath relative to the personal estate of the defendant intended to be attached thereby; and the person, corporation, firm or copartnership so served with a copy, shall be obliged to render an account upon oath, of what estate they had of the defendant in their hands at the time such writ was served, if any, or otherwise to make oath that they had not, directly or indirectly, any such estate in their hands; which oath shall be made before the court to which such writ shall be brought, or before any justice of the supreme court, or any justice of the court of common pleas in the county where he on whom such copy shall be served dwells or corporation is located, and be filed in the clerk's office in the county where the action

shall be brought, before the sitting of the court; and if such oath be made out of court, the plaintiff or his attorney shall be first notified by such justice of the time and place of taking the same; and, in all cases, the person so making oath shall be subject to examination by either party to the suit.

SEC. 21. When any person shall reside or be absent out of this state, or shall conceal himself therein so that his body cannot be arrested, and when any incorporated company established out of this state, shall be indebted or liable to any person, then the personal estate of such absent or concealed person or foreign corporation, lodged or lying in the hands of their attorney, agent, factor, trustee or debtor, shall be liable to be attached, the plaintiff giving special order therefor on the back of his writ, to answer any just debt or demand; and the serving of any person or body corporate or any member of any firm or copartnership who have such personal estate in their hands, with a copy of a writ taken out against such absent or concealed person or foreign corporation, shall be a good service of said writ. Such writ shall be served by leaving an attested copy thereof with the person hereinafter required to make oath relative to the personal estate of the defendant intended to be attached thereby; and the person, corporation, firm or copartnership so served with a copy, shall be obliged to render an account upon oath, of what estate

they had of the defendant in their hands at the time such writ was served, if any, or otherwise to make oath that they had not, directly or indirectly, any such estate in their hands; which oath shall be made before the court to which such writ shall be brought, or before any justice of the supreme court, or any justice of the court of common pleas in the county where he on whom such copy shall be served dwells or corporation is located, and be filed in the clerk's office in the county where the action shall be brought, before the sitting of the court; and if such oath be made out of court, the plaintiff or his attorney shall be first notified by such justice of the time and place of taking the same; and, in all cases, the person so making oath shall be subject to examination by either party to the suit.

1857

18 R.I. Gen. Laws §§ 118-1 to 118-5 (1857).

SECTION 1. No corporation unless incorporated by the general assembly, and no individual or copartnership, unless such individual or copartnership, or the members of such copartnership are residents of this state, shall transport or engage in the transportation of any goods, wares, merchandise or parcels of any description within this state, until such corporation, individual or copartnership shall have complied with the provisions of this chapter.

SEC. 2. Every such corporation, individual or copartnership, shall, by a written power, appoint some citizen of this state resident therein, their attorney with power and authority to accept service of all lawful process against such corporation, individual or copartnership, and to cause an appearance to be entered in like manner as if said corporation had existed, or said individual or the members of said copartnership had been residents of, and been duly served with process within this state.

SEC. 3. A copy of such power of attorney, duly certified and authenticated, shall be filed with the secretary of state, and copies thereof duly certified shall be received in evidence in all courts in this state.

SEC. 4. If such attorney shall die or resign, or be removed, it shall be the duty of such corporation, individual or copartnership to make a new appointment as aforesaid, and file a copy with the said secretary as above prescribed, so that at all times there shall be within this

state an attorney authorized as aforesaid; and no such power of attorney shall be revoked until after like power shall have been given to some competent person and a copy thereof filed as aforesaid.

SEC. 5. Service of process upon such attorney shall be deemed sufficient service upon his principals.

SECTION 1. No corporation unless incorporated by the general assembly, and no individual or copartnership, unless such individual or copartnership, or the members of such copartnership are residents of this state, shall transport or engage in the transportation of any goods, wares, merchandise or parcels of any description within this state, until such corporation, individual or copartnership shall have complied with the provisions of this chapter.

SEC. 2. Every such corporation, individual or copartnership, shall, by a written power, appoint some citizen of this state resident therein, their attorney with power and authority to accept service of all lawful process against such corporation, individual or copartnership, and to cause an appearance to be entered in like manner as if said corporation had existed, or said individual or the members of said copartnership had been residents of, and been duly served with process within this state.

SEC. 3. A copy of such power of attorney, duly certified and authenticated, shall be filed with the secretary of state, and copies thereof duly certified shall be received in evidence in all courts in this state.

SEC. 4. If such attorney shall die or resign, or be removed, it shall be the duty of such corporation, individual or copartnership to make a new appointment as aforesaid, and file a copy with the said secretary as above prescribed, so that at all times there shall

be within this state an attorney authorized as aforesaid; and no such power of attorney shall be revoked until after like power shall have been given to some competent person and a copy thereof filed as aforesaid.

SEC. 5. Service of process upon such attorney shall be deemed sufficient service upon his principals.

1857

19 R.I. Gen. Laws §§ 129-1 to 129-7 (1857).

SECTION 1. No fire insurance company, marine insurance company, fire and marine insurance company,

life insurance company, health insurance company, or live-stock insurance company, unless incorporated by the general assembly, shall make any insurance on property within this state, nor contract for insurance with any party resident within this state, until such insurance company shall have complied with the provisions of this chapter.

SEC. 2. Every such insurance company shall, by a written power appoint some citizen of this state, resident therein, their attorney, with power and authority to accept service of all lawful process against such company in this state, and to cause an appearance to be entered in like manner as if such company had existed and been duly served with process within this state.

SEC. 3. A copy of such power of attorney, duly certified and authenticated, shall be filed with the secretary of state, and copies thereof, duly certified, shall be received in evidence in all courts of this state.

SEC. 4. If such attorney shall die, or resign, or be removed, it shall be the duty of such company to make a new appointment as aforesaid, and file a copy with the said secretary as above prescribed, so that at all times, and while any liability remains outstanding on such insurance, there shall be within this state an attorney authorized as aforesaid; and no such power of attorney shall be revoked until after a like power shall have been given to some competent person, and a copy thereof filed as aforesaid.

SEC. 5. Service of process upon such attorney shall be deemed sufficient service upon his principals.

SEC. 6. Every person who shall so far represent any insurance company, established in any other state or country, as to receive or transmit proposals for insurance, or to receive for delivery, policies founded on proposals forwarded from this state, or otherwise to procure insurance to be effected by such company for persons residing in this state, shall be deemed and taken to be acting as agent for and undertaking to make insurance as agent for and in behalf of such company, and shall be subject to the restrictions and liable to the penalties herein made applicable to agents of such companies.

SEC. 7. Every such agent, before making any such contract of insurance as aforesaid, shall deposit with the general treasurer of this state a copy of the charter of the company or corporation for which he is agent as aforesaid, and a copy of the power of attorney given to him by such company, and shall pay to the general treasurer five dollars for the use of the state.

SECTION 1. No fire insurance company, marine insurance company, fire and marine insurance company, life insurance company, health insurance company, or live-stock insurance company, unless incorporated by the general assembly, shall make any insurance on property within this state, nor contract for insurance with any party resident within this state, until such insurance company shall have complied with the provisions of this chapter.

SEC. 2. Every such insurance company shall, by a written power appoint some citizen of this state, resident therein, their attorney, with power and authority to accept service of all lawful process against such company in this state, and to cause an appearance to be entered in like manner as if such company had existed and been duly served with process within this state.

SEC. 3. A copy of such power of attorney, duly certified and authenticated, shall be filed with the secretary of state, and copies thereof, duly certified, shall be received in evidence in all courts of this state.

SEC. 4. If such attorney shall die, or resign, or be removed, it shall be the duty of such company to make a new appointment as aforesaid, and file a copy with the said secretary as above prescribed, so that at all times, and while any liability remains outstanding on such insurance, there shall be within this state an attorney authorized as aforesaid; and no such power of attorney shall be revoked until after a like power shall have been given to some competent person, and a copy thereof filed as aforesaid.

SEC. 5. Service of process upon such attorney shall be deemed sufficient service upon his principals.

SEC. 6. Every person who shall so far represent any insurance company, established in any other state or country, as to receive or transmit proposals for insurance, or to receive for delivery, policies founded on proposals forwarded from this state, or otherwise to procure insurance to be effected by such company for persons residing in this state, shall be deemed and taken to be acting as agent for and undertaking to make insurance as agent for and in behalf of such company, and shall be subject to the restrictions and liable to the penalties herein made applicable to agents of such companies.

SEC. 7. Every such agent, before making any such contract of insurance as aforesaid, shall deposit with the general treasurer of this state a copy of the charter of the company or corporation for which he is agent as aforesaid, and a copy of the power of attorney given to him by such company, and shall pay to the general treasurer five dollars for the use of the state.

1896

27 R.I. Gen. Laws §§ 253-36 to 253-40 (1896).

SEC. 36. No corporation, unless incorporated by the general assembly of this state, or under general law of this state, excepting national banking-associations or other corporations existing under the laws or by the authority of the United States, shall carry on within this state the business for which it was incorporated, unless it shall have complied with the following sections of this chapter.

SEC. 37. Every such foreign corporation shall appoint by written power some competent person resident in this state as its attorney, with authority to accept service of all process against such corporation in this state, and upon whom all process, including the process of garnishment, against such corporation in this state may be served, and who, in case of garnishment, when the fees therefor shall have been paid or tendered, shall make the affidavit required by law in such cases, and who shall cause an appearance to be entered in like manner as if such corporation had existed and been duly served with process within this state.

SEC. 38. A copy of such power of attorney, duly certified and authenticated, shall be filed with the secretary of state; and copies thereof, duly certified, shall be received in evidence in all courts of this state.

SEC. 39. If such attorney shall die or resign or be removed, such corporation shall make a new appointment as aforesaid and file a copy with the said secretary of state as above prescribed, so that at all times there shall be within this state an attorney authorized to accept service

of process and to enter an appearance as aforesaid; and no such power of attorney shall be revoked until after a like power shall have been given to some other competent person resident in this state, and a copy thereof filed as aforesaid.

SEC. 40. Service of process upon such attorney shall be deemed sufficient service upon his principal.

SEC. 36. No corporation, unless incorporated by the general assembly of this state, or under general law of this state, excepting national banking-associations or other corporations existing under the laws or by the authority of the United States, shall carry on within this state the business for which it was incorporated, unless it shall have complied with the following sections of this chapter.

Resident attorney to be appointed to accept service of process, to make affidavit, and to enter an appearance in court.

SEC. 37. Every such foreign corporation shall appoint by written power some competent person resident in this state as its attorney, with authority to accept service of all process against such corporation in this state, and upon whom all process, including the process of garnishment, against such corporation in this state may be served, and who, in case of garnishment, when the fees therefor shall have been paid or tendered, shall make the affidavit required by law in such cases, and who shall cause an appearance to be entered in like manner as if such corporation had existed and been duly served with process within this state.

Authenticated copy of power of attorney to be filed with secretary of state; and certified copies to be received in evidence.

SEC. 38. A copy of such power of attorney, duly certified and authenticated, shall be filed with the secretary of state; and copies thereof, duly certified, shall be received in evidence in all courts of this state.

Attorney to be maintained by appointment from time to time.

SEC. 39. If such attorney shall die or resign or be removed, such corporation shall make a new appointment as aforesaid and file a copy with the said secretary of state as above prescribed, so that at all times there shall be within this state an attorney authorized to accept service of process and to enter an appearance as aforesaid; and no such power of attorney shall be revoked until after a like power shall have been given to some other competent person resident in this state, and a copy thereof filed as aforesaid.

Service on an attorney binds the principal.

SEC. 40. Service of process upon such attorney shall be deemed sufficient service upon his principal.

South Carolina

1873

S.C. Code Ann. § 13-1-442 (1873).

SEC. 442. An action against a corporation created by or under the laws of any other State, Government, or country, may be brought in the Circuit Court—

1. By any resident of this State, for any cause of action;
2. By a plaintiff not a resident of this State, when the cause of action shall have arisen, or the subject of the action shall be situated, within this State.

SEC. 442. An action against a corporation created by or under the laws of any other State, Government, or country, may be brought in the Circuit Court— Where and by whom action brought.

1. By any resident of this State, for any cause of action ;
2. By a plaintiff not a resident of this State, when the cause of action shall have arisen, or the subject of the action shall be situated, within this State.

1873

S.C. Code Ann. § 3-5-157 (1873).

SEC. 157. The summons shall be served by delivering a copy thereof as follows:

1. If the suit be against a corporation, to the president or other head of the corporation, secretary, cashier, treasurer, a director, or managing agent thereof; but such service can be made in respect to a foreign corporation only when it has property within this State, or the cause of action arose therein, or where such service shall be

made within this State personally upon the president, cashier, treasurer, or secretary thereof;

SEC. 157. The summons shall be served by delivering a copy Service of sum-
mons. thereof as follows:

1. If the suit be against a corporation, to the president or other head of the corporation, secretary, cashier, treasurer, a director, or managing agent thereof; but such service can be made in respect to a foreign corporation only when it has property within this State, or the cause of action arose therein, or where such service shall be made within this State personally upon the president, cashier, treasurer, or secretary thereof;

1887

S.C. Code Ann. § 19-825 (1887).

Sec. 155. The summons shall be served by delivering a copy thereof as follows:

1. If the suit be against a corporation, to the President or other head of the corporation, Secretary, Cashier, Treasurer, a Director, or agent thereof. Service upon any person occupying an office or room in any railway station, and attending to and transacting therein any business of any railroad, shall be deemed service upon the corporation under the charter of which such railroad is authorized by law; and such person shall be deemed the agent of said corporation notwithstanding he may claim to be the agent of any other person or corporation claiming to operate said railroad by virtue of any lease, contract or agreement.

Such service can be made in respect to a foreign corporation only when it has property within the State, or the cause of action arose therein, or where such service shall be made in this State personally upon the President,

Cashier, Treasurer, attorney or Secretary, or any resident agent thereof.

Sec. 155. The summons shall be served by delivering a copy thereof as follows :

1. If the suit be against a corporation, to the President or other head of the corporation, Secretary, Cashier, Treasurer, a Director, or agent thereof. Service upon any person occupying an office or room in any railway station, and attending to and transacting therein any business of any railroad, shall be deemed service upon the corporation under the charter of which such railroad is authorized by law ; and such person shall be deemed the agent of said corporation notwithstanding he may claim to be the agent of any other person or corporation claiming to operate said railroad by virtue of any lease, contract or agreement.

Such service can be made in respect to a foreign corporation only when it has property within the State, or the cause of action arose therein, or where such service shall be made in this State personally upon the President, Cashier, Treasurer, attorney or Secretary, or any resident agent thereof.

Summons,
how served.
1870, XIV., §157.
Ib.; 1883,
XVII., 487;
1887, XIX., 825.

1894

S.C. Code Ann. § 7-45-1466 (1894).

Section 1465. Foreign corporations duly incorporated under the laws of any State of the United States, or of any foreign country in treaty and amity with the said United States, are hereby permitted to locate and carry on business within the State of South Carolina in like manner as the natural born citizens of

Sec. 1466. That any and every such foreign corporation owning property or doing business in this State on the 1st day of July, 1894, shall within sixty days after the 1st day of July, 1894, and any and every such foreign corporation which shall acquire property or commence to do business in this State after the 1st day of July, 1894, shall within sixty days after so acquiring any property or commencing

to do business in this State, file in the Secretary of State's office in this State a written stipulation or declaration, in due form, designating some place within this State as the principal place of business or place of location of said corporation in this State at which all legal papers may be served on said corporation by the delivery of the same to any officer, agent or employee of said corporation found thereon; or if none such be found thereon, then by leaving copies of the same on the premises, and that such services shall have like force and effect in all respects as service upon citizens of this State found within the limits of the same.

Section 1465. Foreign corporations duly incorporated under the laws of any State of the United States, or of any foreign country in treaty and amity with the said United States, are hereby permitted to locate and carry on business within the State of South Carolina in like manner as the natural born citizens of

Rights and privileges granted to foreign corporations.
1893, XXI., 409, §1.

Sec. 1466. That any and every such foreign corporation owning property or doing business in this State on the 1st day of July, 1894, shall within sixty days after the 1st day of July, 1894, and any and every such foreign corporation which shall acquire property or commence to do business in this State after the 1st day of July, 1894, shall within sixty days after so acquiring any property or commencing to do business in this State, file in the Secretary of State's office in this State a written stipulation or declaration, in due form, designating some place within this State as the principal place of business or place of location of said corporation in this State at which all legal papers may be served on said corporation by the delivery of the same to any officer, agent or employee of said corporation found thereon; or if none such be found thereon, then by leaving copies of the same on the premises, and that such services shall have like force and effect in all respects as service upon citizens of this State found within the limits of the same.

Prerequisites to doing business.
Ib., §2.

Tennessee

1846

Tenn. Code Ann. § 55-2811 (1845-46).

2811. When a corporation or company or individual has an office or agency in any county for the transaction of business, actions growing out of or connected with the business of that office or agency, may be brought in the county in which such office or agency is located.

[Act 1845-6, ch. 55; 1849-50, ch. 136; 1851-2, ch. 136.]

office or
agency.

2811. When a corporation or company or individual has an office or agency in any county for the transaction of business, actions growing out of or connected with the business of that office or agency, may be brought in the county in which such office or agency is located.

[Act 1845-6, ch. 55; 1849-50, ch. 136; 1851-2, ch. 136.]

1858

Tenn. Code Ann. §§ 9-3-1498 to 9-3-1500 (1858).

1498. No insurance company or agent of any insurance company, incorporated by any other State of the Union, or by any foreign government, shall transact the business of insurance in this State, unless such company is possessed of at least one hundred thousand dollars of actual capital invested in stocks, of at least par value, or in bonds or mortgages of real estate, worth double the amount for which the same is mortgaged.

1499. No such company shall take any risk or transact any business of insurance in this State, without first procuring a certificate of authority from the Comptroller; and no

such authority shall be issued by the Comptroller until the agent of such company produces to him, under the oath of the president and secretary of the same

1500. Nor until the agent of the company has filed in his office a written instrument, under the seal of the company, signed by the president and secretary, authorizing the agent to acknowledge service of process for and on behalf of the company, so as to bind the company, and be as valid as service according to the laws of this State, or of any other State, and waiving all claim of error by reason of such service.

1498. No insurance company or agent of any insurance company, incorporated by any other State of the Union, or by any foreign government, shall transact the business of insurance in this State, unless such company is possessed of at least one hundred thousand dollars of actual capital invested in stocks, of at least par value, or in bonds or mortgages of real estate, worth double the amount for which the same is mortgaged.

1499. No such company shall take any risk or transact any business of insurance in this State, without first procuring a certificate of authority from the Comptroller; and no such authority shall be issued by the Comptroller until the agent of such company produces to him, under the oath of the president and secretary of the same, a statement showing—

1. The name and locality of the company.
2. The amount of its capital stock.
3. The amount of said capital paid in.
4. The assets of the company, including—
 1. The amount of cash on hand, and in the hands of agents or other persons.
 2. The real estate owned by the company unencumbered.
 3. Bonds owned by the company, and how they are secured, with the rate of interest thereon.
 4. Debts of the company secured by mortgage.
 5. Debts otherwise secured.
 6. Debts for premiums.
 7. All other securities.
5. The amount of the liabilities of the company, due or not due, to banks or other creditors.
6. Losses adjusted and due.
7. Losses adjusted and not due.
8. Losses unadjusted.
9. Losses in suspense, waiting for further proof.

Foreign insurance company.

Capital.

Authority to take risks, conditions of granting.

Must file statement.

Must file
statement.

10. All other claims against the company.
11. The greatest amount insured in any one risk.
12. The greatest amount allowed by the rules of the company to be insured in any city, town, or village.
13. The greatest amount allowed to be insured in any one block.
14. The act of incorporation of the company.

Must have
agent author-
ized to ac-
knowledge
service of
process.

1500. Nor until the agent of the company has filed in his office a written instrument, under the seal of the company, signed by the president and secretary, authorizing the agent to acknowledge service of process for and on behalf of the company, so as to bind the company, and be as valid as service according to the laws of this State, or of any other State, and waiving all claim of error by reason of such service.

1858

Tenn. Code Ann. §§ 1-5-2831 to 1-6-2832 (1858).

2831. Service of process on the president or other head of a corporation, or, in his absence, on the cashier, treasurer, or secretary, or, in the absence of such officers, on any director of such corporation, shall be sufficient.

2832. If neither the president, cashier, treasurer, or secretary resides within the State, service on the chief agent of the corporation, residing at the time in the county where the action is brought, shall be deemed sufficient.

2831. Service of process on the president or other head of a corporation, or, in his absence, on the cashier, treasurer, or secretary, or, in the absence of such officers, on any director of such corporation, shall be sufficient. Service on corporation.

2832. If neither the president, cashier, treasurer, or secretary resides within the State, service on the chief agent of the corporation, residing at the time in the county where the action is brought, shall be deemed sufficient. Same, on chief agent.

1860

Tenn. Code Ann. §§ 89-1 to 89-2 (1860).

SECTION 1. That Sections 2831, 2832, 2833, and 2834, [of the Code] be so amended, that hereafter when a corporation, company, or individual has an office or agency, or resident director in any county other than that in which the chief officer or principal resides, the service of process may be made on any agent or clerk employed therein in all actions brought against said company growing out of the business of, or connected with said company or principal's business.

SEC. 2. That the provisions of this act shall only apply to cases where the action is brought in such counties as such agency, resident director, or office is located.

Service of process upon corporations. SECTION 1. That Sections 2831, 2832, 2833, and 2834, [of the Code] be so amended, that hereafter when a corporation, company, or individual has an office or agency, or resident director in any county other than that in which the chief officer or principal resides, the service of process may be made on any agent or clerk employed therein in all actions brought against said company growing out of the business of, or connected with said company or principal's business. **May be served upon agents.**

SEC. 2. That the provisions of this act shall only apply to cases where the action is brought in such counties as such agency, resident director, or office is located.

1887

Tenn. Code Ann. §§ 226-1, 226-3 (1887).

§ 4543. **Foreign corporations suable here, when.**—Any corporation claiming existence under the laws of any other state, or of any country foreign to the United States, found doing business in this state, shall be subject to suit here to the same extent that corporations of this state are by the laws thereof liable to be sued, so far as relates to any transaction had, in whole or in part, within this state, or any cause of action arising here, but not otherwise. (1887, ch. 226, sec. 1.)

§ 4545. **Process, upon whom served, and duty of officials.**—Process may be served upon any agent of said corporation found within the county where the suit is brought, no matter what character of agent such person may be, and, in the absence of such an agent, it shall be sufficient to serve the process upon any person, if found within the county where the suit is brought, who represented the corporation at the time the transaction

out of which the suit arises took place, or, if the agency through which the transaction was had, be itself a corporation, then upon any agent of that corporation upon whom process might have been served if it were the defendant. The officer serving the process shall state the facts, upon whom issued, etc., in his return; and service of process so made shall be as effectual as if a corporation of this state were sued, and the process has been served as required by law; but, in order that defendant corporation may also have effectual notice, it shall be the duty of the clerk to immediately mail a copy of the process to the home office of the corporation, by registered letter, the postage and fees for which shall be taxed as other costs. The clerk shall file with the papers in the cause a certificate of the fact of such mailing, and make a minute thereof upon the docket, and no judgment shall be taken in the case until thirty days after the date of such mailing. (Id., sec. 3.)

§ 4543. Foreign corporations suable here, when.—Any corporation claiming existence under the laws of any other state, or of any country foreign to the United States, found doing business in this state, shall be subject to suit here to the same extent that corporations of this state are by the laws thereof liable to be sued, so far as relates to any transaction had, in whole or in part, within this state, or any cause of action arising here, but not otherwise. (1887, ch. 226, sec. 1.)

§ 4545. **Process, upon whom served, and duty of officials.**—Process may be served upon any agent of said corporation found within the county where the suit is brought, no matter what character of agent such person may be, and, in the absence of such an agent, it shall be sufficient to serve the process upon any person, if found within the county where the suit is brought, who represented the corporation at the time the transaction out of which the suit arises took place, or, if the agency through which the transaction was had, be itself a corporation, then upon any agent of that corporation upon whom process might have been served if it were the defendant. The officer serving the process shall state the facts, upon whom issued, etc., in his return; and service of process so made shall be as effectual as if a corporation of this state were sued, and the process has been served as required by law; but, in order that defendant corporation may also have effectual notice, it shall be the duty of the clerk to immediately mail a copy of the process to the home office of the corporation, by registered letter, the postage and fees for which shall be taxed as other costs. The clerk shall file with the papers in the cause a certificate of the fact of such mailing, and make a minute thereof upon the docket, and no judgment shall be taken in the case until thirty days after the date of such mailing. (Id., sec. 3.)

1896

Tenn. Code Ann. §§ 4-2545 to 4-2546 (1896).

2545. 1992. May do business here, when.—Corporations chartered or organized under the laws of other states or countries for any purpose whatsoever, which may desire to do any kind of business in this state, may become incorporated in this state, and may carry on in this state the business authorized by their respective charters or the articles under which they are or may be organized, and may enjoy the rights and do the things herein specified, upon the terms and conditions and in the manner and under the limitation herein declared. (1877, ch. 81, sec. 1; 1891, ch. 122, sec. 1.)

2546. 1993. Copy of charter to be filed; authenticated.—Each and every corporation created or organized under or by virtue of any government other than that of this state, for any purpose whatever, desiring to own property or carry on business in this state, of any kind or character, shall first file, in the office of the secretary of state, a copy of its charter. It shall be sufficient to authenticate such copies so filed by the certificate of the secretary or secretaries of such corporations, and by attaching thereto the corporate seal, or they may be certified in the manner directed by law for the authentication of the statutes of the state or country under whose laws such corporation is chartered or organized. Such corporation must also cause an abstract of its said charter to be recorded in the office of the register of each county in which such corporation proposes to carry on its business or to acquire any lands. (1877, ch. 31, sec. 2; 1891, ch. 122, sec. 2; 1895, ch. 81, sec. 1.)

2548. 1994. Compliance, effect of.—When a corporation complies with the provisions of this chapter, said corporation may then sue and be sued in the courts of this state, and shall be subject to the jurisdiction of this state as fully as if it were created under the laws of the State of Tennessee; *Provided*, That this chapter shall not affect any contracts or remedy heretofore made by foreign corporations not having complied with the existing laws on the subject. (*Id.*, sec. 4; *Id.*, sec. 3.)

2545. 1992. May do business here, when.—Corporations chartered or organized under the laws of other states or countries for any purpose whatsoever, which may desire to do any kind of business in this state, may become incorporated in this state, and may carry on in this state the business authorized by their respective charters or the articles under which they are or may be organized, and may enjoy the rights and do the things herein specified, upon the terms and conditions and in the manner and under the limitation herein declared. (1877, ch. 31, sec. 1; 1891, ch. 122, sec. 1.)

2546. 1993. Copy of charter to be filed; authenticated.—Each and every corporation created or organized under or by virtue of any government other than that of this state, for any purpose whatever, desiring to own property or carry on business in this state, of any kind or character, shall first file, in the office of the secretary of state, a copy of its charter. It shall be sufficient to authenticate such copies so filed by the certificate of the secretary or secretaries of such corporations, and by attaching thereto the corporate seal, or they may be certified in the manner directed by law for the authentication of the statutes of the state or country under whose laws such corporation is chartered or organized. Such corporation must also cause an abstract of its said charter to be recorded in the office of the register of each county in which such corporation proposes to carry on its business or to acquire any lands. (1877, ch. 31, sec. 2; 1891, ch. 122, sec. 2; 1895, ch. 81, sec. 1.)

2548. 1994. Compliance, effect of.—When a corporation complies with the provisions of this chapter, said corporation may then sue and be sued in the courts of this state, and shall be subject to the jurisdiction of this state as fully as if it were created under the laws of the State of Tennessee; *Provided*, That this chapter shall not affect any contracts or remedy heretofore made by foreign corporations not having complied with the existing laws on the subject. (*Id.*, sec. 4; *Id.*, sec. 3.)

Texas

1874

1874 Tex. Gen. Laws 107.

ART. 6011*f*. [1] Any public or private corporation created by or under the laws of this state, or any other state or country, or any association or joint stock company, may be sued in any court having jurisdiction of the amount in controversy, in any county in this state, in which the cause of action or a part thereof arose: *Provided*, That this act shall not apply to counties, cities, and towns: *Provided*, That any suit against a fire or marine insurance company or association may be commenced in any county where the property or any part of the same insured may be situated; and in case of any suit against any life or accident insurance company or association, suit may be commenced in any county where the persons insured, or any of them, may reside at the date of the commencement of said suit.

ART. 6011*g*. [2] Service of process may be had on any such corporation, association, or joint stock company, by delivering a copy to the agent or person representing such corporation in the county in which the cause of action or a part thereof arose.

ART. 6011*h*. [1] Hereafter any public or private corporation, including railroad companies, created by or under the laws of this state, or any other state or county, may be sued in any court in this state having jurisdiction of the subject-matter, and in any county where the cause of action or a part thereof accrued, or in any county where such corporation has an agency, or representative, or in

the county in which the principal office of such corporation is situated.

ART. 6011*i*. [2] Service of process on any of such corporations may be had by delivering a copy of such process, with the certified copy of plaintiff's petition, if any, to the president, secretary, treasurer, principal officers, or the agent.

17 April, 1874; took effect from passage. Vol. 23, p. 107. AN ACT TO CONFER JURISDICTION OF CERTAIN CIVIL CAUSES ON THE COURTS IN THE SEVERAL COUNTIES IN THIS STATE.

Corporations, domestic and foreign, may be sued. ART. 6011*f*. [1] Any public or private corporation created by or under the laws of this state, or any other state or country, or any association or joint stock company, may be sued in any court having jurisdiction of the amount in controversy, in any county

in this state, in which the cause of action or a part thereof arose: *Provided*, That this act shall not apply to counties, cities, and towns: *Provided*, That any suit against a fire or marine insurance company or association may be commenced in any county where the property or any part of the same insured may be situated; and in case of any suit against any life or accident insurance company or association, suit may be commenced in any county where the persons insured, or any of them, may reside at the date of the commencement of said suit.

ART. 6011*g*. [2] Service of process may be had on any such corporation, association, or joint stock company, by delivering a copy to the agent or person representing such corporation in the county in which the cause of action or a part thereof arose.

AN ACT TO FIX THE VENUE IN CERTAIN CASES.

ART. 6011*h*. [1] Hereafter any public or private corporation, including railroad companies, created by or under the laws of this state, or any other state or county, may be sued in any court in this state having jurisdiction of the subject-matter, and in any county where the cause of action or a part thereof accrued, or in any county where such corporation has an agency, or representative, or in the county in which the principal office of such corporation is situated.

ART. 6011*i*. [2] Service of process on any of such corporations may be had by delivering a copy of such process, with the certified copy of plaintiff's petition, if any, to the president, secretary, treasurer, principal officers, or the agent.

Not to apply. Art. 6011*g*.

Fire or marine insurance, when sued.

Service of process. Art. 1430, n. 542 Art. 6011*h*.

21 March, 1874; took effect from passage. Vol. 23, p. 33. Where corporations may be sued. Art. 1423, note 533. Art. 6011*e*.

Process, how served. Art. 1518. Art. 6011*f*.

1874

1874 Tex. Gen. Laws 197.

ART. 7116*g*. [1] It shall not be lawful for any person or persons to act within this state as agent or otherwise, in prosecuting or receiving applications for life insurance, or

in any manner to aid in the transaction of the business of any life or health insurance company incorporated in this state or out of it, without first procuring a certificate of authority from the comptroller of the state; and before obtaining such certificate, such company, association, individual, agent or agents, shall furnish the comptroller with a statement, under oath of the president or secretary of said company, association, or individual for which he or they may act, which statement shall show: 11. The act of incorporation of such company, association, by-laws, articles of association or partnership agreements, which statements shall be filed in the office of the comptroller, together with a resolution under the seal of the company, signed by the president of the company, secretary, or chief officer of the association, authorizing any agent duly appointed by resolution, under the seal of the company, to acknowledge service of process for and in behalf of such company or association, consenting that service of process upon any agent shall be taken and held to be as valid as if service upon the company or association, according to the laws of this state or any other state, and waiving all claims of error by reason of such service: *Provided*, That upon the passage of this act suits may be commenced against such company or association in any county of this state where loss has occurred by process, as in other cases served upon any authorized agent or attorney of such company, and such process may run into and be served upon such agent or attorney in any county of this state where such agent or attorney may be.

ART. 7116g. [1] It shall not be lawful for any person or persons to act within this state as agent or otherwise, in prosecuting or receiving applications for life insurance, or in any manner to aid in the transaction of the business of any life or health insurance company incorporated in this state or out of it, without first procuring a certificate of authority from the comptroller of the state; and before obtaining such certificate, such company, association, individual, agent or agents, shall furnish the comptroller with a statement, under oath of the president or secretary of said company, association, or individual for which he or they may act, which statement shall show: 1. The name and locality of the company or association. 2. The amount of its capital stock. 3. The amount of its capital stock paid up. 4. The assets of the company, including, first, the amount of cash on hand and in the hands of agents or other persons; second, real estate unincumbered; third, the bonds owned by the company or association, and how they are secured, with the rate of interest thereon; fourth, debts due to the company secured by mortgage; fifth, debts otherwise secured; sixth, debts for premiums; seventh, all other moneys or securities. 5. The amount of liabilities due or not due to banks or other creditors of the company or association. 6. Losses adjusted and due. 7. Losses adjusted and not due. 8. Losses unadjusted. 9. Losses in suspense and waiting for proof. 10. All other claims against the company or association. 11. The act of incorporation of such company, association, by-laws, articles of association or partnership agreements, which statements shall be filed in the office of the comptroller, together with a resolution under the seal of the company, signed by the president of the company, secretary, or chief officer of the association, authorizing any agent duly appointed by resolution, under the seal of the company, to acknowledge service of process for and in behalf of such company or association, consenting that service of process upon any agent shall be taken and held to be as valid as if service upon the company or association, according to the laws of this state or any other state, and waiving all claims of error by reason of such service: *Provided*, That upon the passage of this act suits may be commenced against such company or association in any county of this state where loss has occurred by process, as in other cases served upon any authorized agent or attorney of such company, and such process may run into and be served upon such agent or attorney in any county of this state where such agent or attorney may be.

No agent to act without comptroller's certificate.

Sworn statement of standing of company.

Name and residence. Capital.

Assets of every kind.

Estate.

Liabilities and losses.

Debts.

Act of incorporation and authority of the agent to be sued for the company.

Suits in county of loss; service upon agent.

1885

1885 Tex. Gen. Laws 79.

ART. 1223. In any suit against a foreign, private or public corporation, joint stock company or association or acting corporation or association, citation or other process may be served on the president, vice president, secretary or treasurer, or general manager, or upon any local agent

within this state, of such corporation, joint stock company or association, or acting corporation or association.

Foreign corporations, how served. (Acts of 1885, p. 79.) ART. 1223. In any suit against a foreign, private or public corporation, joint stock company or association or acting corporation or association, citation or other process may be served on the president, vice president, secretary or treasurer, or general manager, or upon any local agent within this state, of such corporation, joint stock company or association. or acting corporation or association.

1905

1905 Tex. Gen. Laws 30.

Art 1861. [1223] **Foreign corporations, how served.**—In any suit against a foreign, private or public corporation, joint stock company or association or acting corporation or association, citation or other process may be served on the president, vice-president, secretary or treasurer, or general manager, or upon any local agent within this state, of such corporation, joint stock company or association, or acting corporation or association. [Acts of 1885, p. 79.]

Art. 1862. **In suits against foreign corporations, cumulative mode.**—Service may be had on foreign corporations, having agents in this state, in addition to the means now provided by law, by serving citation upon any train conductor who is engaged in handling trains for two or more railway corporations, whether said railroad corporations are foreign or domestic corporations, if said conductor handles trains over foreign or domestic corporations' track across the state line of Texas, and on the track of a domestic railway corporation within the state of Texas, or upon any agent who has an office in Texas, and who sells tickets or makes contracts for the transportation of passengers or property over any line of railway or part thereof, or steamship or steamboat of any

such foreign corporation or company. For the purpose of obtaining service of citation on foreign railway corporations, conductors who are engaged in handling trains, and agents engaged in the sale of tickets or the making of contracts for the transportation of property, as described in this article, are hereby designated as agents of said foreign corporations or companies upon whom citation may be served. [Acts 1905, p. 30.]

Art 1861. [1223] **Foreign corporations, how served.**—In any suit against a foreign, private or public corporation, joint stock company or association or acting corporation or association, citation or other process may be served on the president, vice-president, secretary or treasurer, or general manager, or upon any local agent within this state, of such corporation, joint stock company or association, or acting corporation or association. [Acts of 1885, p. 79.]

Art. 1862. **In suits against foreign corporations, cumulative mode.**—Service may be had on foreign corporations, having agents in this state, in addition to the means now provided by law, by serving citation upon any train conductor who is engaged in handling trains for two or more railway corporations, whether said railroad corporations are foreign or domestic corporations, if said conductor handles trains over foreign or domestic corporations' track across the state line of Texas, and on the track of a domestic railway corporation within the state of Texas, or upon any agent who has an office in Texas, and who sells tickets or makes contracts for the transportation of passengers or property over any line of railway or part thereof, or steamship or steamboat of any such foreign corporation or company. For the purpose of obtaining service of citation on foreign railway corporations, conductors who are engaged in handling trains, and agents engaged in the sale of tickets or the making of contracts for the transportation of property, as described in this article, are hereby designated as agents of said foreign corporations or companies upon whom citation may be served. [Acts 1905, p. 30.]

Vermont

1862

Vt. Stat. Ann. tit. 27, ch. 87, §§ 5-9 (1862).

SECT. 5. No fire, life, or health insurance company, unless incorporated by the legislature of this state, shall make any contracts of insurance within this state, until such insurance company shall have complied with the subsequent provisions of this chapter.

SECT. 6. Every such insurance company shall, by a written power of attorney, appoint some citizen of this state resident therein, its attorney with power and authority to accept service all lawful processes against such company in this state, and to cause an appearance to be entered in any action, in like manner as if such corporation had existed and been duly served with process within this state.

SECT. 7. A copy of such power of attorney, duly certified and authenticated, shall be filed with the secretary of state of this state, and copies thereof, duly certified by said secretary, shall be received in evidence in all courts in this state.

SECT. 8. If any such attorney shall die, or resign, or be removed, it shall be the duty of such corporation to make a new appointment as aforesaid, and file a copy with the said secretary as above prescribed, so that at all times, and while any liability remains outstanding on such insurance, there shall be within this state an attorney authorized as aforesaid. And no such power of attorney shall be revoked until a like power shall have been given

to some competent person, and a copy thereof filed as aforesaid.

SECT. 9. Service of process upon such attorney shall be deemed to be sufficient service upon his principals.

FOREIGN FIRE, LIFE, AND HEALTH INSURANCE COMPANIES. III

No fire, &c. insurance company not incorporated in this state to effect insurances unless complying with the provisions of this chapter. 1852, No. 46, § 1.

Such company to appoint an attorney, resident in this state, with power to accept service of process, and to appear in suits. 1852, No. 46, § 2.

A copy of such power of attorney to be lodged in the office of secretary of state. 1852, No. 46, § 3.

Company required to have such attorney at all times by making new appointment in case of vacancy. 1852, No. 46, § 4.

Service of process on attorney to be good as against company.

SECT. 5. No fire, life, or health insurance company, unless incorporated by the legislature of this state, shall make any contracts of insurance within this state, until such insurance company shall have complied with the subsequent provisions of this chapter.

SECT. 6. Every such insurance company shall, by a written power of attorney, appoint some citizen of this state resident therein, its attorney with power and authority to accept service of all lawful processes against such company in this state, and to cause an appearance to be entered in any action, in like manner as if such corporation had existed and been duly served with process within this state.

SECT. 7. A copy of such power of attorney, duly certified and authenticated, shall be filed with the secretary of state of this state, and copies thereof, duly certified by said secretary, shall be received in evidence in all courts in this state.

SECT. 8. If any such attorney shall die, or resign, or be removed, it shall be the duty of such corporation to make a new appointment as aforesaid, and file a copy with the said secretary as above prescribed, so that at all times, and while any liability remains outstanding on such insurance, there shall be within this state an attorney authorized as aforesaid. And no such power of attorney shall be revoked until a like power shall have been given to some competent person, and a copy thereof filed as aforesaid.

SECT. 9. Service of process upon such attorney shall be deemed to be sufficient service upon his principals.

1880

Vt. Stat. Ann. tit. 27, ch. 162, § 3608 (1880).

SEC. 3608. An insurance company, not organized under the laws of this state, shall not do business in this state until it has filed with the secretary of state a written stipulation, agreeing that legal process affecting the company, served on either of the insurance commissioners, shall have the same effect as if served personally on the company within this state; and such stipulation shall not be revoked or modified so long as any

liabilities of the stipulating company to any resident of this state continue. Service of process according to such stipulation shall be sufficient service on the company; and a copy of such stipulation, certified by either of the commissioners, and his certificate that process has been served on him, shall be sufficient evidence thereof.

Stipulation ; service according to it, sufficient.
1874, No. 1, § 8; G. S. 87, §§ 6, 9; 1852, No. 46, §§ 2, 5. 51 Vt. 278.

SEC. 3608. An insurance company, not organized under the laws of this state, shall not do business in this state until it has filed with the secretary of state a written stipulation, agreeing that legal process affecting the company, served on either of the

insurance commissioners, shall have the same effect as if served personally on the company within this state ; and such stipulation shall not be revoked or modified so long as any liabilities of the stipulating company to any resident of this state continue. Service of process according to such stipulation shall be sufficient service on the company ; and a copy of such stipulation, certified by either of the commissioners, and his certificate that process has been served on him, shall be sufficient evidence thereof.

1906

Vt. Stat. Ann. tit. 10, ch. 35, §§ 780-81 (1906).

SEC. 780. Service. Service of such complaint upon such foreign corporation may be made by delivering within this state a true and attested copy of such complaint and process thereunder to any officer, servant or agent of such foreign corporation, or in any manner otherwise provided by law.

SEC. 781. Designation of agent. Such foreign corporation shall, before certificate is granted, file with the secretary of state and with the commissioner of state taxes a sworn copy, in the English language, of its charter or certificate of incorporation, and a statement under its corporate seal, particularly setting forth the business in which the corporation is engaged or which it purposes to carry on

within the state, the place herein which is to be its principal place of business, and designating a person residing herein upon whom process against the corporation may be served herein and to whom notices relating to taxation under this chapter shall be given. The person so designated shall have an office or place of business within this state.

SEC. 780. Service. Service of such complaint upon such ^{1904, No. 20, § 19.} foreign corporation may be made by delivering within this state a true and attested copy of such complaint and process thereunder to any officer, servant or agent of such foreign corporation, or in any manner otherwise provided by law.

SEC. 781. Designation of agent. Such foreign corporation ^{R. 1906, § 714.} shall, before certificate is granted, file with the secretary of state ^{1904, No. 20, § 14.} and with the commissioner of state taxes a sworn copy, in the ^{1902, No. 20, § 02.} English language, of its charter or certificate of incorporation, and a statement under its corporate seal, particularly setting forth the business in which the corporation is engaged or which it purposes to carry on within the state, the place herein which is to be its principal place of business, and designating a person residing herein upon whom process against the corporation may be served herein and to whom notices relating to taxation under this chapter shall be given. The person so designated shall have an office or place of business within this state.

Virginia

1827

1827 Va. Acts 77.

Therefore, be it enacted by the General Assembly, That the same rights and privileges shall be, and are hereby granted, to the aforesaid company within the territory of Virginia, as are granted to them within the territory of Maryland. The said company shall be subject to the same pains, penalties and obligations, as are imposed by said act; and the same rights, privileges and immunities, which are reserved to the state of Maryland, or to the citizens thereof, are hereby reserved to the state of Virginia, and her citizens

WHEREAS, an act has passed the legislature of Maryland, entitled, "an act to incorporate the Baltimore and Ohio Rail Road Company, in the following words and figures, viz:—(See Act.)

Therefore, be it enacted by the General Assembly, That the same rights and privileges shall be, and are hereby granted, to the aforesaid company within the territory of Virginia, as are granted to them within the territory of Maryland. The said company shall be subject to the same pains, penalties and obligations, as are imposed by said act; and the same rights, privileges and immunities, which are reserved to the state of Maryland, or to the citizens thereof, are hereby reserved to the state of Virginia, and her citizens; except that the said company shall not make, or authorize to be made, any lateral road or roads within the territory of Virginia, without the consent of this legislature; that the said road shall not strike the Ohio at a point lower than the mouth of the little Kenawha, on said river; that the words "or other property," in the seventeenth section of the above recited act, shall in no case be construed to extend to any property other than materials necessary for the construction or repair of said road, or other works or necessary buildings: and that in obtaining a right to any lands through which the contemplated rail road may be extended, or to any timber, gravel, stone or earth, which shall be necessary to the construction or repair of said road, or other works or necessary building within this commonwealth.

1837

1836-37 Va. Acts 118.

3. § 4. When the whole of the capital stock of the company, or such portion thereof as the act of incorporation shall authorize, shall have been subscribed, the subscribers, their executors, administrators and assigns, shall be and are hereby declared to be incorporated into a company,

with all the rights, privileges and immunities, and subject to all the restrictions and liabilities of a body politic in law; and by their corporate name shall be capable in law of purchasing, holding, selling, leasing and conveying estates, real, personal and mixed, so far as shall be necessary for the purposes of their incorporation, and no further. They shall have perpetual succession, and power to make and use a common seal; and by their corporate name may sue and be sued

3. § 4. When the whole of the capital stock of the company, or such portion thereof as the act of incorporation shall authorize, shall have been subscribed, the subscribers, their executors, administrators and assigns, shall be and are hereby declared to be incorporated into a company, with all the rights, privileges and immunities, and subject to all the restrictions and liabilities of a body politic in law; and by their corporate name shall be capable in law of purchasing, holding, selling, leasing and conveying estates, real, personal and mixed, so far as shall be necessary for the purposes of their incorporation, and no further. They shall have perpetual succession, and power to make and use a common seal; and by their corporate name may sue and be sued; and may make such by-laws, rules and regulations, not inconsistent with the laws of this state, or of the United States, as shall be necessary for well ordering and conducting the affairs of the company.

1856

1855-56 Va. Acts 26.

23. No insurance company, unless incorporated by the legislature of this commonwealth, shall make any contracts of insurance within this state, until such insurance company shall have complied with the provisions of this act.

24. Every such insurance company shall, by a written power of attorney, appoint some citizen of this commonwealth, resident therein, its agent or attorney, who shall accept service of all lawful processes against such company in this commonwealth, and cause an appearance to be entered in any action, in like manner as

if such corporation had existed and been duly served with process within this state.

25. A copy of such power of attorney duly certified and authenticated, shall be filed with the auditor of public accounts of this commonwealth; and copies thereof, duly certified by said auditor, shall be received in evidence in all courts of this commonwealth.

26. If any such agent or attorney shall die or resign or be removed, it shall be the duty of such corporation to make a new appointment as aforesaid, and file a copy with the said auditor of public accounts as above prescribed, so that at all times, and while any liability remains outstanding on such insurance, there shall be within this state an attorney authorized as aforesaid; and no such power of attorney shall be revoked until after a like power shall have been given to some competent person, and a copy thereof filed as aforesaid.

27. Service of process upon such attorney shall be deemed to be sufficient service upon his principals.

1855-6, p. 26,
c. 18, § 1.
1857-8, p. 10,
c. 13, § 1.

23. No insurance company, unless incorporated by the legislature of this commonwealth, shall make any contracts of insurance within this state, until such insurance company shall have complied with the provisions of this act.
- Id. § 2. 24. Every such insurance company shall, by a written power of attorney, appoint some citizen of this commonwealth, resident therein, its agent or attorney, who shall accept service of all lawful processes against such company in this commonwealth, and cause an appearance to be entered in any action, in like manner as if such corporation had existed and been duly served with process within this state.
- Id. § 3. 25. A copy of such power of attorney duly certified and authenticated, shall be filed with the auditor of public accounts of this commonwealth; and copies thereof, duly certified by said auditor, shall be received in evidence in all courts of this commonwealth.
- Id. § 4. 26. If any such agent or attorney shall die or resign or be removed, it shall be the duty of such corporation to make a new appointment as aforesaid, and file a copy with the said auditor of public accounts as above prescribed, so that at all times, and while any liability remains outstanding on such insurance, there shall be within this state an attorney authorized as aforesaid; and no such power of attorney shall be revoked until after a like power shall have been given to some competent person, and a copy thereof filed as aforesaid.
- Id. § 5. 27. Service of process upon such attorney shall be deemed to be sufficient service upon his principals.

1887

Va. Code Ann. § 46-1104 (1887).

Sec. 1104. Every company to keep an office in this state for payment of claims to residents; foreign company to appoint agent on whom process may be served; copy of charter, with power of attorney, to be recorded, &c.; fee of Secretary of Commonwealth.—Every company incorporated under the laws of this state or another state, and doing business in this state, except an insurance company incorporated under the laws of another state, shall have an office in the state at which all claims due residents of the state against such company may be audited, settled, and paid. Every such company incorporated under the laws of another state shall, by a written power of attorney, appoint some person, residing in the state, its agent upon whom all lawful process against the company may be served, and who shall be authorized to enter an appearance in its behalf. Such power of attorney, and a duly authenticated copy of the charter of the company, shall be delivered to the clerk of the court of the county or corporation wherein such office is located, who shall record the same and transmit copies thereof to the Secretary of the Commonwealth, for which service the clerk shall receive a fee of ten dollars to be paid by the company. Every such company heretofore incorporated, if it has not already done so, within sixty days after this Code takes effect, and every such company hereafter incorporated, before commencing business in this state, shall establish an office and appoint an agent as hereinbefore required.

Sec. 1104. Every company to keep an office in this state for payment of claims to residents; foreign company to appoint agent on whom process may be served; copy of charter, with power of attorney, to be recorded, &c.; fee of Secretary of Commonwealth.—Every company incorporated under the laws of this state or another state, and doing business in this state, except an insurance company incorporated under the laws of another state, shall have an office in the state at which all claims due residents of the state against such company may be audited, settled, and paid. Every such company incorporated under the laws of another state shall, by a written power of attorney, appoint some person, residing in the state, its agent upon whom all lawful process against the company may be served, and who shall be authorized to enter an appearance in its behalf. Such power of attorney, and a duly authenticated copy of the charter of the company, shall be delivered to the clerk of the court of the county or corporation wherein such office is located, who shall record the same and transmit copies thereof to the Secretary of the Commonwealth, for which service the clerk shall receive a fee of ten dollars to be paid by the company. Every such company heretofore incorporated, if it has not already done so, within sixty days after this Code takes effect, and every such company hereafter incorporated, before commencing business in this state, shall establish an office and appoint an agent as hereinbefore required.

1887

Va. Code Ann. § 148-3225 (1887).

Sec. 3225. On whom process against, or notice to, a corporation may be served.—Process against or notice to a corporation may be served as follows: if the case be against a city or town, on its mayor, recorder, or any alderman, councilman, or trustee, of such city or town; if against a bank, on its president, cashier, treasurer, or any one of its directors; if against a railroad company, on its president, cashier, treasurer, general superintendent, or any one of its directors; if against some other corporation created by the laws of this state, on its president, rector, or other chief officer, cashier, treasurer, secretary, or any one of its directors, trustees, or visitors; if against a corporation created by some other state or country, or in

any case, if there be not in the county or corporation wherein the case is commenced, any other person on whom there can be service as aforesaid, on any agent of the corporation against which the case is (unless it be a case against a bank), or on any person declared by the laws of this state to be an agent of such corporation

1885-6, p. 141,
c. 146.
6 Leigh, 399.
12 Leigh 84.
1 Rob., 573.
12 Gratt., 655,
661.
16 Gratt., 314,
317-18.
28 Gratt., 16.
76 Va., 513, 922.
N. v. R. R.
Co. vs. Coltrill,
(not yet
reported).

Sec. 3225. On whom process against, or notice to, a corporation may be served.—Process against or notice to a corporation may be served as follows: if the case be against a city or town, on its mayor, recorder, or any alderman, councilman, or trustee, of such city or town; if against a bank, on its president, cashier, treasurer, or any one of its directors; if against a railroad company, on its president, cashier, treasurer, general superintendent, or any one of its directors; if against some other corporation created by the laws of this state, on its president, rector, or other chief officer, cashier, treasurer, secretary, or any one of its directors, trustees, or visitors; if against a corporation created by some other state or country, or in any case, if there be not in the county or corporation wherein the case is commenced, any other person on whom there can be service as aforesaid, on any agent of the corporation against which the case is (unless it be a case against a bank), or on any person declared by the laws of this state to be an agent of such corporation; and if there be no such agent in the county or corporation wherein the case is commenced, on affidavit of that fact and that there is no other person in such county or corporation on whom there can be service as aforesaid, publication of a copy of the process or notice, once a week for four successive weeks, in a newspaper printed in this state, shall be a sufficient service of such process or notice. When the publication is of process, it shall

be made on an order directing the same in the case in which the process issues. The order may be entered either in court or by the clerk of the court at any time in vacation.

West Virginia

1863

1863 W. Va. Acts 192.

35. If the suit be against a foreign corporation doing business by an agent in this state, service may be made by delivering a copy of the process, order, or notice to such agent, or leaving such copy at the office or place of business of such corporation with any person found at the time in charge thereof.

36. Service on foreign insurance or express companies may be made in the manner specified in the preceding section, or as provided in the fifteenth section of chapter thirty-four.

37. If a suit against a bank of circulation be brought in the county where it has a branch, service on the president or cashier of the branch is sufficient.

35. If the suit be against a foreign corporation doing business by ^{Id. § 46.} an agent in this state, service may be made by delivering a copy of the process, order, or notice to such agent, or leaving such copy at the office or place of business of such corporation with any person found at the time in charge thereof.

36. Service on foreign insurance or express companies may be made in the manner specified in the preceding section, or as provided in the fifteenth section of chapter thirty-four.

37. If a suit against a bank of circulation be brought in the ^{Id. § 46.} county where it has a branch, service on the president or cashier of the branch is sufficient.

1870**W. Va. Code § 34-15 (1870).**

15. Every foreign insurance, telegraph, and express company doing business in this state shall, by power of attorney duly acknowledged and authenticated, and filed by the company in the office of the auditor, appoint some person residing in this state to accept service of process and notices in this state for the said company; and by the same instrument shall declare its consent that service of any process or notice in this state on the said attorney, or his acceptance of service endorsed thereon, shall have the same effect as service thereof upon the company. And thereafter such acceptance by the said attorney, or service upon him, shall be equivalent for all purposes to service upon his principal.

15. Every foreign insurance, telegraph, and express company doing business in this state shall, by power of attorney duly acknowledged and authenticated, and filed by the company in the office of the auditor, appoint some person residing in this state to accept service of process and notices in this state for the said company ; and by the same instrument shall declare its consent that service of any •process or notice in this state on the said attorney, or his acceptance of service endorsed thereon, shall have the same effect as service thereof upon the company. And thereafter such acceptance by the said attorney, or service upon him, shall be equivalent for all purposes to service upon his principal.

1891**W. Va. Code § 54-24 (1891).**

24. Every [joint stock] corporation having its principal office or place of business in this State shall, within thirty days after organization, by power of attorney duly

executed, appoint some person residing in the county in this State wherein its business is conducted, to accept service on behalf of said corporation, and upon whom service may be had of any process or notice, and to make such return for and on behalf of said corporation to the assessor of the county or district wherein its business is carried on, as is required by the forty-first section of the twenty-ninth chapter of the code. Every such corporation having its principal office or place of business outside this State shall, within thirty days after organizing, by power of attorney duly executed, appoint some person residing in this State to accept service on behalf of said corporation, and upon whom service may be had of any process or notice, and to make return of its property in this State for taxation as aforesaid. The said power of attorney shall be recorded in the office of the clerk of the county court of the county in which the attorney resides, and filed and recorded in the office of the secretary of state, and the admission to record of such power of attorney shall be deemed evidence of compliance with the requirements of this section. Corporations heretofore organized may comply with said requirements at any time within three months after the passage of this act. Any corporation failing to comply with said requirements within six months after the passage of this act shall forfeit not less than two hundred nor more than five hundred dollars, and shall, moreover, during the continuance of such failure, be deemed a non-resident of this State, and its property, real and personal, shall be liable to attachment in like manner as the property of non-resident defendants; any corporation failing so to comply within twelve months after the passage of this act shall, by reason of such failure, forfeit its charter to the State, and the provisions of section eight, chapter twenty, acts one

thousand eight hundred and eighty-five, relative to notice and publication, shall apply thereto.

24. Every such corporation having its principal office or place of business in this State shall, within thirty days after organization, by power of attorney duly executed, appoint some person residing in the county in this State wherein its business is conducted, to accept service on behalf of said corporation, and upon whom service may be had of any process or notice, and to make such return for and on behalf of said corporation to the assessor of the county or district wherein its business is carried on, as is required by the forty-first section of the twenty-ninth chapter of the code. Every such cor-

poration having its principal office or place of business outside this State shall, within thirty days after organizing, by power of attorney duly executed, appoint some person residing in this State to accept service on behalf of said corporation, and upon whom service may be had of any process or notice, and to make return of its property in this State for taxation as aforesaid. The said power of attorney shall be recorded in the office of the clerk of the county court of the county, in which the attorney resides, and filed and recorded in the office of the secretary of state, and the admission to record of such power of attorney shall be deemed evidence of compliance with the requirements of this section. Corporations heretofore organized may comply with said requirements at any time within three months after the passage of this act. Any corporation failing to comply with said requirements within six months after the passage of this act shall forfeit not less than two hundred nor more than five hundred dollars, and shall, moreover, during the continuance of such failure, be deemed a non-resident of this State, and its property, real and personal, shall be liable to attachment in like manner as the property of non-resident defendants; any corporation failing so to comply within twelve months after the passage of this act shall, by reason of such failure, forfeit its charter to the State, and the provisions of section eight, chapter twenty, acts one thousand eight hundred and eighty-five, relative to notice and publication, shall apply thereto.

(For the material embraced in sec. 8, ch. 20, Acts 1885, see ch. 32, §§ 86 to 91, inclusive, of this Code.)

1915

W. Va. Code § 54-24a (1915).

§ 24a. (1) Auditor as attorney in fact for foreign and non-resident domestic corporations.—The auditor of this state shall be, and he is hereby, constituted the attorney in fact for and on behalf of every foreign corporation doing business in this state and of every non-

resident domestic corporation, with authority to accept service of process on behalf of and upon whom service of process may be made in this state for and against every such corporation. No act of such corporation appointing the auditor such attorney in fact shall be necessary. (Acts 1905, c. 39; 1907, c. 9; 1915 2nd Ex. Sess., c. 3.)

§ 24a. (4) Same: appointment of other attorney in fact.—In addition to the auditor, any such company may designate any other person in this state as its attorney in fact, upon whom service of process or notice may be made or who may accept such service; and when such local attorney is appointed, process in any suit or proceeding may be served on him to the same effect as if the same were served on the auditor. The provisions of this act shall not be construed to apply to building and loan associations, mentioned under sub-section five of chapter forty-five, acts of one thousand nine hundred and five. (Acts 1905, c. 39; 1907, Extra Sess., c. 9.)

§ 24a. (1) Auditor as attorney in fact for foreign and non-resident domestic corporations.—The auditor of this state shall be, and he is hereby constituted the attorney in fact for and on behalf of every foreign corporation doing business in this state and of every non-resident domestic corporation, with authority to accept service of process on behalf of and upon whom service of process may be made in this state for and against every such corporation. No act of such corporation appointing the auditor such attorney in fact shall be necessary. (Acts 1905, c. 39; 1907, c. 9; 1915, 2nd Ex. Sess., c. 3.)

§ 24a. (4) Same: appointment of other attorney in fact.— In addition to the auditor, any such company may designate any other person in this state as its attorney in fact, upon whom service of process or notice may be made or who may accept such service; and when such local attorney is appointed, process in any suit or proceeding may be served on him to the same effect as if the same were served on the auditor. The provisions of this act shall not be construed to apply to building and loan associations, mentioned under sub-section five of chapter forty-five, acts of one thousand nine hundred and five. (Acts 1905, c. 39; 1907, Extra Sess., c. 9.)

Wisconsin

1857

Wis. Code of Proc. § 39(1) (1857).

SEC. 39. The summons shall be served by delivering a copy thereof, as follows:

1. If the suit be against a corporation, to the president or other head of the corporation, secretary, cashier, treasurer, director, or managing agent thereof; but such service can be made in respect to a foreign corporation only when it has property within this State, or the cause of action arose therein.

Summons how served and returned. SEC. 39. The summons shall be served by delivering a copy thereof, as follows:

1. If the suit be against a corporation, to the president or other head of the corporation, secretary, cashier, treasurer, director, or managing agent thereof; but such service can be made in respect to a foreign corporation only when it has property within this State, or the cause of action arose therein.

1858

Wis. Stat. § 72.7 (1858).

Section 7. . . . No company incorporated by other states shall transact business in this state unless it possesses such an amount of actual capital as is required of companies formed under the provisions of this chapter; nor shall it be lawful for any agent or agents of any company incorporated by any foreign government for the purpose of insurance, to transact any business of insurance without first having procured a certificate of

authority from the secretary of state; such authority to be granted only upon evidence to his satisfaction that such company has invested in stocks of the United States an amount equal to the amount of capital or security required by this chapter for companies organized in this state, and that such stocks are deposited in the treasury of this state for the benefit and security of such as may effect insurance with him or them, and shall not be withdrawn by said company until all their liabilities are discharged; and in all cases where a loss shall happen, and the company shall not discharge their liability within the time limited by the agreement of insurance, it shall be lawful for the party or parties insured, to present a petition under oath to the circuit court of the county where such loss happened, setting forth the fact of insurance, the loss, and amount, with the particulars as far as known of how it happened, With a prayer that an order be issued to the state treasurer to sell so much of the stocks as shall be necessary to discharge such liability, with interest, costs, and charges of such sale; and upon the filing of such petition with the clerk of the circuit court, he shall issue a summons against said company, citing them to appear before the said court at the next term thereof, to show cause, if any, why the prayer of the petitioner should not be granted; and a service upon the agent or agents, or in case they cannot be found, by leaving a copy at their last usual place of business, shall be legal and valid for the purposes of bringing the parties into court. Upon the return of such process by the sheriff of the proper county, the case shall be proceeded with as in ordinary actions; and in case judgment is rendered for the petitioner or petitioners, the court shall assess twenty-five per cent damages, in addition to the actual amount of loss, and interest for the detention thereof, with costs, and shall issue an order to the treasurer of state to sell so much of

265a

the stocks of said company as shall be necessary to pay said judgment and costs, with the cost of sale, and out of the proceeds to pay the same. The sale to be at auction, and upon twenty days' public notice, in some newspaper published at the seat of government of the state; and thereafter the business of the company shall be suspended until such time as they shall make a further deposit of stocks, equal to the amount so sold. In all actions against insurance companies of other states of the United States a service upon the authorized agent or agents, resident or doing business in the county where the action is brought, or in case he or they cannot be found, by leaving a copy of the process at the last usual place of business, shall be valid and legal service.

SECTION 7. It shall not be lawful for any company organized under this chapter to transact business unless possessed of capital or securities as hereinbefore mentioned; nor shall it be lawful for any agent or agents of insurance companies incorporated by other states, directly or indirectly to take risks or transact any business of insurance in this state, without first having procured a statement under oath of the president and secretary of the company, showing the amount of capital of the company, the manner, in detail, in which the same is invested, and shall also state whether its capital is unpaid or not, and if unpaid, how much, and file the same with the secretary of state, who shall, if he is satisfied of the solvency of the company, grant his certificate of authority to such agent to take risks, and he shall in like manner procure a new statement so long as he shall continue such agent, and cause the same to be filed with the secretary of state, and procure the like certificate of license, during the month of January in each and every year thereafter. No company incorporated by other states shall transact business in this state unless it possesses such an amount of actual capital as is required of companies formed under the provisions of this chapter; nor shall it be lawful for any agent or agents of any company incorporated by any foreign government for the purpose of insurance, to transact any business of insurance without first having procured a certificate of authority from the secretary of state; such authority to be granted only upon evidence to his satisfaction that such company has invested in stocks of the United States an amount equal to the amount of capital or security required by this chapter for companies organized in this state, and that such stocks are deposited in the treasury of this state for the benefit and security of such as may effect insurance with him or them, and shall not be withdrawn by said company until all their liabilities are discharged; and in all cases where a loss shall happen, and the company shall not discharge their liability within the time limited by the agreement of insurance, it shall be lawful for the party or parties insured, to present a petition under oath to the circuit court of the county where such loss happened, setting forth the fact of insurance, the loss, and amount, with the particulars as far as known of how it happened, with a prayer that an order be issued to the state treasurer to sell so much of the stocks as shall be necessary to discharge such liability, with interest, costs, and charges of such sale; and upon the filing of such petition with the clerk of the circuit court, he shall issue a summons against said company, citing them to appear before the said court at the next term thereof, to show cause, if any, why the prayer of the petitioner should not be granted; and a service upon the agent or agents, or in case they cannot be found, by leaving a copy at their last usual place of business, shall be legal and valid for the purposes

Foreign companies not to insure in state until they have filed statement, &c.

Secretary may grant certificate on evidence that company has invested in stocks, &c.

Proceeding when company does not pay loss.

CHAP. 72. of bringing the parties into court. Upon the return of such process by the sheriff of the proper county, the case shall be proceeded with as in ordinary actions; and in case judgment is rendered for the petitioner or petitioners, the court shall assess twenty-five per cent. damages, in addition to the actual amount of loss, and interest for the detention thereof, with costs, and shall issue an order to the treasurer of state to sell so much of the stocks of said company as shall be necessary to pay said judgment and costs, with the cost of sale, and out of the proceeds to pay the same. The sale to be at auction, and upon twenty days' public notice, in some newspaper published at the seat of government of the state; and thereafter the business of the company shall be suspended until such time as they shall make a further deposit of stocks, equal to the amount so sold. In all actions against insurance companies of other states of the United States, a service upon the authorized agent or agents, resident or doing business in the county where the action is brought, or in case he or they cannot be found, by leaving a copy of the process at the last usual place of business, shall be valid and legal service.

In actions, service of process on agent to be valid.

1866

Wis. Stat. § 86.1 (1866).

§ 1. Actions against corporations may be commenced in the same manner that personal actions are commenced against individuals. The summons or process by which the action is commenced, shall be served by delivering a copy thereof to the president or other head of the corporation, secretary, cashier, treasurer, director or managing agent thereof; and in case any railroad company whose general office is not within this State, shall be defendant, the summons or process may be served by delivering a copy thereof to any station, freight or ticket or other agent in the employ of said company, in this State; but such service can be made, with respect to a foreign corporation, only when it has property within this State, or the causes of action arose therein, or where the cause of action exists in favor of a resident of this State.

§ 1, ch. 148, R. S. 1858, as amended by § 1, ch. 25, Laws 1863, and § 1, ch. 86, Laws 1866. See § 56, ch. 76, of these

statutes. 19 Wis. 272. Garnishee suit may be commenced against foreign corporations. 21 Wis. 506.

§ 1. Actions against corporations may be commenced in the same manner that personal actions are commenced against individuals. The summons or process by which the action is commenced, shall be served by delivering a copy thereof to the president or other head of the corporation, secretary, cashier, treasurer, director or managing agent thereof; and in case any railroad company whose general office is not within this State, shall be defendant, the summons or process may be served by delivering a copy thereof to any station, freight or ticket or other agent in the employ of said company, in this State; but such service can be made, with respect to a foreign corporation, only when it has property within this State, or the causes of action arose therein, or where the cause of action exists in favor of a resident of this State.

§ 1, ch. 148, R. S. 1858, as amended by § 1, ch. 25, Laws 1863, and § 1, ch. 86, Laws 1866. See § 56, ch. 76, of these statutes. 19 Wis. 272. Garnishee suit may be commenced against foreign corporations. 21 Wis. 506.

1870

Wis. Stat. § 56.22 (1870).

§ 22. It shall not be lawful for any fire insurance company, association or partnership incorporated by or organized under the laws of any other State of the United States, or any foreign government, for any of the purposes specified in this act, directly or indirectly, to take risks or transact any business of insurance in this State, unless possessed of the amount of actual capital required of similar companies formed under the provisions of this act, and any such company desiring to transact any such business as aforesaid by any agent or agents in this State, shall first appoint an attorney in this State on whom process of law can be served, containing an agreement that such company will not remove the suit for trial into the United States circuit court or federal courts, and file in the office of the Secretary of State a written instrument, duly signed and sealed, certifying such appointment, which

shall continue until another attorney be substituted; and any process issued by any court of record in this State, and served upon any such attorney by the proper officer of the county in which such attorney may reside or may be found, shall be deemed a sufficient service of process upon such company, but service of process upon such company may also be made in any other manner now provided by law. . . .

§ 22. It shall not be lawful for any fire insurance company, association or partnership incorporated by or organized under the laws of any other State of the United States, or any foreign government, for any of the purposes specified in this act, directly or indirectly, to take risks or transact any business of insurance in this State, unless possessed of the amount of actual capital required of similar companies formed under the provisions of this act, and any such company desiring to transact any such business as aforesaid by any agent or agents in this State, shall first appoint an attorney in this State on whom process of law can be served, containing an agreement that such company will not remove the suit for trial into the United States circuit court or federal courts, and file in the office of the Secretary of State a written instrument, duly signed and sealed, certifying such appointment, which shall continue until another attorney be substituted; and any process issued by any court of record in this State, and served upon any such attorney by the proper officer of the county in which such attorney may reside or may be found, shall be deemed a sufficient service of process upon such company, but service of process upon such company may also be made in any other manner now provided by law. In case any insurance company not incorporated in the State, shall cease to transact business in this State according to the laws thereof, the agents last designated or acting as such for such corporation, shall be deemed to continue agents for such corporation for the purpose of serving process, for commencing action upon any policy or liability incurred or contracted while such corporation transacted business in this State, and service of such process for the causes aforesaid, upon any such agent, shall be deemed a valid personal service upon such corporation, and every such com-

1881**Wis. Stat. § 189.1750a (1881).**

SECTION 1750a. [*Ch. 193, 1880, as amended by ch. 189, 1881.*] Every association, company or corporation, domestic or foreign, not duly organized and incorporated under the laws of this state, formed for the purpose of transporting of passengers or property, either by boats, vessels, rail stages or other means, doing or desiring to do any business in this state, before doing any such business shall first deposit in the office of the secretary of state a written instrument, duly signed by the president and secretary thereof, and under their seal, if they shall have such officers and seal, otherwise by the principal officer thereof, and therein appoint an attorney to reside in this state, and have an office therein, specifying his place of residence and office, upon whom and where any summons, notice, pleading or process of any court of this state, or in any action therein, may be served, and shall therein stipulate that any service of any such summons, notice, pleading or process, upon any such attorney, or in his absence at his said office, in any action brought against it in this state, upon any cause of action arising out of any business or transaction in this state, shall be accepted irrevocably as a valid service upon such association, company or corporation, unless another attorney shall be subsequently appointed with like authority in his stead; such authority shall be continued unrevoked while any liability remains outstanding against said association, company or corporation in this state, and such appointment shall not be revoked until another be made, and a like written instrument of appointment deposited and filed as aforesaid.

Chap. 85. SECTION 1750a. [*Ch. 193, 1880, as amended by ch. 189, 1881.*]

Companies and corporations to have an attorney in each county where they do business.

How appointed, and purposes of appointment.

Penalty for non-observance.

Every association, company or corporation, domestic or foreign, not duly organized and incorporated under the laws of this state, formed for the purpose of transporting of passengers or property, either by boats, vessels, rail, stages or other means, doing or desiring to do any business in this state, before doing any such business shall first deposit in the office of the secretary of state a written instrument, duly signed by the president and secretary thereof, and under their seal, if they shall have such officers and seal, otherwise by the principal officer thereof, and therein appoint an attorney to reside in this state, and have an office therein, specifying his place of residence and office, upon whom and where any summons, notice, pleading or process of any court of this state, or in any action therein, may be served, and shall therein stipulate that any service of any such summons, notice, pleading or process, upon any such attorney, or in his absence at his said office, in any action brought against it in this state, upon any cause of action arising out of any business or transaction in this state, shall be accepted irrevocably as a valid service upon such association, company or corporation, unless another attorney shall be subsequently appointed with like authority in his stead; such authority shall be continued unrevoked while any liability remains outstanding against said association, company or corporation in this state, and such appointment shall not be revoked until another be made, and a like written instrument of appointment deposited and filed as aforesaid. The service aforesaid may be made by any sheriff or proper officer of this state, or any person not a party to the action. No such association, company or corporation shall do any business within this state until they comply with the provisions of this act. Any violation of any of the provisions of this section shall for the first offense subject the company, corporation, association or any agent or agents, person or persons acting for any company, corporation or association so violating, to a penalty of five hundred dollars, to be sued for and recovered in the name of the state, with costs and expenses of such prosecution, by the district attorney of any county in which the company, corporation, association, agent or agents, person or persons shall be located or may transact, or attempt to transact business, without first complying with the requirements of this act, and such penalty, when recovered, shall be paid into the treasury of such county for the benefit of the school fund. Every subsequent violation shall subject the company, corporation, association, agent or agents, person or persons, guilty of such violation, to the penalty of not less than one thousand dollars, which shall be used [sued] for, recovered and disposed of in like manner as for the first offense; provided, however, that nothing herein contained shall be construed as repealing or in any manner affecting the provisions of chapter one hundred and twenty of the revised statutes of 1878, entitled of the manner of commencing civil actions.

1898

Wis. Stat. § 120.2637(13) (1898).

Service on corporations. SECTION 2637. Actions against corporations shall be commenced in the same manner as personal actions against natural persons. The summons and the accompanying complaint or notice aforesaid shall be served, and such service held of the

same effect as personal service on a natural person, by delivering a copy thereof as follows:

13. If against any other foreign corporation, to any such officer being within the state, or to any agent having charge of or conducting any business therefor in this state, or any trustee or assignee of such corporation, or upon the secretary of state, as provided in section 1770*b*. But such service can be made upon a foreign corporation only either when it has property within the state or the cause of action arose therein, or the cause of action exists in favor of a resident of the state, and upon the secretary of state only when the cause of action arises out of business transacted in this state or when the defendant has property therein.

Service on corporations. SECTION 2637. Actions against corporations shall be commenced in the same manner as personal actions against natural persons. The summons and the accompanying complaint or notice aforesaid shall be served, and such service held of the same effect as personal service on a natural person, by delivering a copy thereof as follows:

1. If the action be against a county, to the county clerk.
2. If against a town, to the chairman of the town and the town clerk.
3. If against a city, to the mayor and the city clerk.
4. If against a village, to the president of the board of trustees and the village clerk.
5. If against a school district, to the director and the clerk thereof.
6. If against a railroad corporation whose general office is within this state, to the president, secretary, superintendent, general manager or general solicitor thereof, if either shall reside and be within the county in which such action is brought; and in case neither of the officers named reside and are in such county, then to any station, freight or ticket agent thereof who shall reside and be within such county.
7. If against a railroad corporation whose general office is or all whose aforesaid officers shall reside or be without the state, to any station, freight, ticket or other agent thereof within the state, or to the person mentioned in section 1857a.
8. If against a corporation owning or operating sleeping or hotel cars or the like which has not its general office in the state, to any person having charge of any of its cars or any agent found within the state.
9. If against any insurance corporation not organized under the laws of this state, to the agent or attorney thereof having authority therefor by appointment under the provisions of sections 1915, 1953 or 1966—32, or to any agent of either such corporation who shall solicit insurance on its behalf or on behalf of any property owner or person desiring insurance, or who transmits an application for or a policy of insurance to or from any such corporation, makes any contract for insurance, collects or receives any premium therefor, or adjusts, settles or pays a loss for such corporation or aids or assists in doing either or in transacting any business for the same, or on any person who advertises to do any such thing.
10. If against any other corporation organized under the laws of this state, to the president or other such chief officer, vice-president, secretary, cashier, treasurer, director or managing agent thereof, or in the manner provided in section 1775b in the cases therein provided for.
11. If against any corporation or association having an aid or benefit department under its control or in connection therewith, not organized under the laws of this state and doing business herein, either as such corporation or association or by means or in the form of a local or subordinate aid or benefit association, or of subordinate branches, lodges or divisions, and which has failed to appoint an agent or attorney in compliance with section 1953, to any officer of any such local or subordinate aid or benefit association, branch, lodge or division.
12. If against any foreign building and loan association authorized to do business in this state, upon the attorney thereof having authority therefor by appointment under the provisions of section 2014—20, or [upon] to any agent or officer thereof who may be found within this state; if against any such association not authorized to do business in this state, upon any person who shall solicit upon its behalf, or who transmits to or from it an application for membership, or a share, certificate, bond or other evidence of indebtedness, or in any manner aids or assists in doing either, or in transacting any business for such association, or advertises to do either of such or any like thing.
13. If against any other foreign corporation, to any such officer being within the state, or to any agent having charge of or conducting any business therefor in this state, or any trustee or assignee of such corporation, or upon the secretary of state, as provided in section 1770b. But such service can be made

274a

upon a foreign corporation only either when it has property within the state or the cause of action arose therein, or the cause of action exists in favor of a resident of the state, and upon the secretary of state only when the cause of action arises out of business transacted in this state or when the defendant has property therein.