

been issued, of two-thirds of each class), outstanding and entitled to vote, and in counting the shares necessary to authorize the issuance of stock for services, or for property, no stock shall be counted, whose owner or holder is interested in such services or property, nor any stock which is merely subscribed for and payment for which is to be made in services; (4) before issuing any such stock, authorized as aforesaid, the president or vice-president and the treasurer or an assistant treasurer shall execute and acknowledge a statement verified under oath and in such form as may be prescribed or permitted by the State Tax Commission, stating the minimum amount of cash for which such stock is duly authorized to be sold or particularly specifying the nature and character of the services or property (as the case may be) and the value placed by the board of directors on such services or property, for which such stock is duly authorized to be issued; (5) such statement, together with a copy thereof, shall be delivered to the State Tax Commission, which upon the payment, and not before, of the recording fees for which provision is hereinafter made, shall receive the same for record and endorse thereon the date and time of such receipt and promptly record the same, and when recorded the State Tax Commission shall transmit a copy thereof duly certified by it to the clerk of the Circuit or Superior Court (according to the location of the principal office of the corporation) by whom the same shall be again recorded. At the time of receiving such statement for record the State Tax Commission shall collect recording fees of five dollars; two dollars of which shall be paid by it for recording the same to the Clerk of the Circuit or Superior Court to whom such statement shall be transmitted for recording as aforesaid; and for the balance it shall account quarterly to the Comptroller and pay the same forthwith to the State Treasurer for the use of the State. The recording of the statement by the State Tax Commission shall be conclusive of the payment of the fees required by law to be paid to it, except in a direct proceeding for the collection of the same. A duly certified copy of such statement from the records of the State Tax Commission or the Circuit or Superior Court shall be *prima facie* evidence of the facts therein set forth; (6) upon the receipt of such statement for record by the State Tax Commission, the corporation may lawfully issue the stock therein mentioned upon the terms therein stated; (7) the books of the corporation shall be so kept as to show at all times what money or property was received by the corporation or what services were rendered to or adopted by the corporation for such stock and the number and class of shares issued for the same.

The provisions of article 23, sections 61 and 62 of the code of 1888 would be nugatory if parties could purchase property, convey it to a corporation in exchange for stock of the company and then have the directors (the stockholders and directors being the same persons) pay them the purchase money which they had paid for the property. Purpose of these sections; terms of subscriptions thereunder are to be found in the proceed-