

stock, file with the comptroller of the State, a certificate setting forth the amount of such desired increase, and thereafter such company shall be entitled to have such increased capital as is fixed by said certificate.

An. Code, sec. 268. 1904, sec. 250. 1888, sec. 166. 1876, ch. 242, sec. 10.

202. The persons named in said certificate of incorporation, or any three of them, shall be authorized to order books to be opened for receiving subscriptions to the capital stock of said company, at such time or times, and at such place or places as they may deem expedient, after having given at least thirty days' notice, in a newspaper published or generally circulated in one or more counties where books of subscriptions are to be opened, of the time and place of opening books; and so soon as ten per centum on the capital stock shall be subscribed, they may give like notice for the stockholders to meet at such time and place as they may designate, for the purpose of choosing seven directors, who shall continue in office until the time fixed for the annual election, and until their successors are chosen and qualified. At the time and place appointed, directors shall be chosen by ballot, by such of the stockholders as shall attend for that purpose, either in person or by lawful proxies; each share shall entitle the owner to one vote, and a plurality of votes shall be necessary for a choice; but after the first election of directors, no person shall vote on any share on which any instalment is due and unpaid; the persons named in such certificate or such of them as may be present, shall be inspectors of such election and shall certify what persons are elected directors, and appoint the time and place for holding their first meeting; a majority of said directors shall form a board, and be competent to fill vacancies in their board, make by-laws, and transact all business of the corporation; a new election shall be annually held for directors, at such time and place as the stockholders at their first meeting shall determine, or as the by-laws of the corporation may require; and the directors chosen at any election shall, so soon thereafter as may be convenient, choose one of their number to be president, and shall each take an oath or affirmation faithfully to discharge his duties; and they shall from time to time make such dividends of the profits of said company as they may think proper.

Cited but not construed in *Hodges v. Baltimore, etc., Ry. Co.*, 58 Md. 622.

An. Code, sec. 269. 1904, sec. 251. 1888, sec. 167. 1876, ch. 242, sec. 11. 1896, ch. 151.

203. The said president and directors, or their agent or agents, authorized by them, may agree with the owner or owners of any land, earth, gravel, stone, timber, streams or materials, or any improvements which may be wanted for the proper construction or repair of any of said roads, or any of their works, for the purchase and use and occupation or diversion of the same; and if they cannot agree, or if the owner or owners or any of them be an infant, *feme covert*, who is not possessed of the property to her sole and separate use, or authorized to contract in reference to the same, *non compos mentis*, or out of the county where such property wanted may lie, when such property may be wanted, or for any other cause be legally incapable of contracting, application may be made by the said company to