

Liability of directors.

and if the said directors shall fraudently make any dividends which may impair the capital stock of said company, the directors consenting thereto, shall be liable in their individual capacities to the company for the amount of the stocks so divided, and each director present when such dividend shall be made, shall be adjudged to be consenting thereto, unless he forthwith enters his protest on the minutes of the board, and give public notice to the stockholders at the declaring of such dividend.

Statement of affairs.

SEC. 11. *And be it enacted*, That at each annual meeting of the stockholders, the directors of the preceding year shall exhibit to them a complete statement of the affairs and proceedings of the company for such year, and special meetings of the stockholders may be called by order of the directors or by stockholders holding one-fourth in amount of the capital stock on like notice as that required for annual meetings, specifying, moreover, the object of the meeting, but no business shall be transacted at such special meetings, unless a majority, in value, of the stockholders shall attend in person or by proxy.

Location.

SEC. 12. *And be it enacted*, That the said company be, and they are hereby authorised to locate and construct a rail road from the town of Easton, or any other point or points in Talbot county that may be deemed most advisable by said company to the line dividing the State of Maryland and Delaware, and thence to connect with the Delaware Rail Road incorporated by the Senate and House of Representatives of Delaware in General Assembly met, or with any of the branches of said road by such route or routes, and at such point or points as may be secured by charter from the Legislature of the State of Delaware; and also to locate and construct lateral branches from said rail road to any point or points which may be deemed by said company needful or eligible, and for that purpose to enter upon any land necessary for locating, laying out or making the same or any part thereof, or to procure land, gravel, earth, wood or timber for such use, and to obtain the right or title to the same as hereinafter provided.

Condemnation of land.

SEC. 13. *And be it enacted*, That whenever application shall be made by the company for this purpose, the judge of the circuit court for the seventh judicial circuit, embracing Talbot and Caroline counties, shall appoint five commissioners, and whenever it shall be