

Sec. 64. Certificate may contain additional provisions. Sec. 3509
R. S. 1918.
The certificate of incorporation may also contain any lawful provisions which the incorporators may choose to insert for the regulation of the business of the corporation or for defining and regulating the powers of the corporation, its officers, directors and stockholders or any class of stockholders.

Sec. 65. Evidence of corporate existence. Sec. 3510
R. S. 1918.
Upon the approval of the certificate of incorporation by the secretary of the state, corporate existence shall begin. A copy of such certificate and approval, duly certified by the secretary of the state under his hand and the seal of the state, shall be *prima facie* evidence of the legal existence of any such corporation.

Sec. 65. Corporation is in existence for some purposes before it can commence business. 66 C. 23. Right of corporation to recover secret profit retained by promoter; 64 C. 128; to recover for fraudulent representations to promoters and directors before organization. 71 C. 1. Services rendered in organizing corporation are good consideration for note made by it. 73 C. 626. A contract made before certificate of organization is filed may be enforceable against corporation. 88 C. 233. Under act corporate existence, including the capacity to sue and be sued begins when certificate of incorporation is approved. 99 C. 672.

Sec. 66. Power of incorporators. Sec. 3511
R. S. 1918.
After the approval of the certificate of incorporation as aforesaid and until the directors are elected, the incorporators shall have charge of the affairs of the corporation, and may take such steps as are necessary or proper to obtain subscriptions to its stock.

Sec. 66. False representations made by promoters and acted upon by the corporation can incur liabilities which are not enforceable against those who associate to form it. 72 C. 62. A court of equity may cancel subscriptions obtained by fraud, and allow stockholders to recover the amount paid thereon. 26 C. 316. Invalidity of one subscription does not release others; subscriber participating in fraud is estopped from denial of subscription. 29 C. 137; 66 C. 9; 72 C. 665. One who subscribes as trustee for the corporation is personally liable. 71 C. 214. Acts of stockholders as acts of corporation, see 69 C. 330; 77 C. 92; 82 C. 220. As to subscriptions, see note to Secs. 12, 13.

Sec. 67. Call of first meeting; waiver. Sec. 3512
R. S. 1918.
A majority of the incorporators shall call the first meeting of the corporation, at such time and place as they may designate, by a notice published twice, at least seven days before the time designated, in a newspaper in this state having a circulation in the town in which the corporation is located; but such notice may be waived by a writing signed by all the subscribers to the capital stock and a majority of the incorporators, specifying the time and place for said meeting, which waiver shall be recorded at length upon the records of the corporation.

Sec. 68. Organization; adoption of by-laws. Sec. 3513
R. S. 1918.
At such meeting, including adjournments thereof, the subscribers for stock who are present in person or by attorney shall perfect