



OFFICE OF THE ATTORNEY GENERAL OF TEXAS
AUSTIN

May 9, 1939

GERALD C. MANN
ATTORNEY GENERAL

Hon. Julian Montgomery
State Highway Engineer
Austin, Texas

Dear Sir:

Opinion No. 9-627.

Re: Does the purpose clause of the Bethlehem Steel Company's permit to do business in Texas include construction of steel bridges by interpretation?

We acknowledge receipt of your letter of April 10th, in which you request an opinion from this department on the question of whether or not the purpose clause in the Bethlehem Steel Company's permit to do business in Texas can be construed to include the construction of steel bridges.

Your letter quotes the purpose clause of the Bethlehem Steel Company's permit as follows:

"The purchase and sale of goods, wares and merchandise, including steamship supplies and equipment such as usually or may be handled by steamship supply companies at ports in the state of Texas".

The law is well settled in this state that a corporation derives all of its powers from the law under which it was created and that its transactions, wherever they occur, must be within the powers conferred by that law. A foreign corporation is further restricted to the powers which may lawfully be exercised by a similar corporation organized and doing business in the state of Texas.

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Western Public Service Co. v. Meharg,
Secretary of State, 238 SW 141, 292
SW 168

It logically follows and the courts of Texas have held consistently that a foreign corporation must conduct itself in accordance with the constitutional and statutory provisions of this state.

Southwestern Bell Telephone & Telegraph
Co. v. City of Dallas, 131 SW 80,
134 SW 321.

Empire Mills v. Elson Grocery Company,
15 SW 505

Fowler v. Bell 37 SW 1058

Under the laws of Texas a corporation may be formed for any one of more of the purposes specified in any one of the subdivisions of article 1502 of the Revised Civil Statutes of 1925, but it cannot be formed for two or more purposes as designated in two or more of the subdivisions.

Ramsay v. Tod, 69 SW 135

Fowler v. Bell 37 SW 1058

The same rule holds with respect to foreign corporations.

In the opinion of this department the purpose clause of the Bethlehem Steel Company's permit to do business in Texas, as hereinabove set out, does not include and cannot be construed to include the construction of steel bridges within this state.

Yours very truly

ATTORNEY GENERAL OF TEXAS

By *W. H. M.*

Ross Carleton
Ross Carleton
Assistant

RC:emb

APPROVED:

Gerald B. Mann
ATTORNEY GENERAL OF TEXAS.