



THE ATTORNEY GENERAL  
OF TEXAS

AUSTIN 11, TEXAS

WILL WILSON  
ATTORNEY GENERAL

February 25, 1959

Honorable Zollie Steakley  
Secretary of State  
Austin, Texas

Opinion WW-558

Re: Whether the Secretary of State can accept and file an application for a Certificate of Authority under the provisions of Article 1513a of Vernon's Civil Statutes for a purpose which is not identical in language and does not include the entire purpose clause authorized by said statute.

Dear Sir:

In your letter of request you have asked certain questions pertaining to the granting of a permit to a foreign corporation. This opinion is issued in response to question number two in your letter. Questions numbered one, three and four have been dealt with in a prior opinion, No. WW-511.

The second question is:

"Should the Secretary of State accept and file an application for a Certificate of Authority under the provisions of Article 1513a for a purpose which is not identical in language and does not include the entire purpose clause authorized by said statute?"

The corporation under question stated as its purpose:

"To act as trustee, executor, administrator, or guardian when designated by any person, corporation, or a court to do so, and as agent for the performance of any lawful act."

Article 1513a reads in part as follows:

"Sec. 2. Trust Companies may be created, and any corporation, however created, may amend its charter in compliance herewith, or a foreign corporation may obtain a certificate of authority to do business in Texas for the following purpose:

"To act as trustee, executor, administrator, or guardian when designated by any person, corporation, or a court to do so, and as agent for the performance of any lawful act, including the right to receive deposits made by agencies of the United States of America for the authorized account of any individual; to act as attorney-in-fact for reciprocal or inter-insurance exchange."

The Legislature in Sections 2 through 7 of Senate Bill No. 165, Acts of the 55th Legislature, Regular Session, 1957, Chapter 388, codified as Article 1513a of Vernon's Civil Statutes, provided the Secretary of State with authority to issue a charter to a domestic corporation, accept amendment of a charter of a domestic corporation, and issue a certificate of authority to a foreign corporation to operate in Texas as a trust company, and, in Section 1 of the Bill, expressly repealed Chapter 7 of the Texas Insurance Code, Vernon's Civil Statutes, which previously had provided the Board of Insurance Commissioners with authority to qualify corporations to operate as trust companies.

Article 1513a thereby became the only statute under which a foreign corporation could secure a certificate of authority to operate in Texas as a trust company and, as a statute under which domestic corporations could secure authority to operate as trust companies, became of great importance to domestic corporations as well.

, Since legislative policy in a given field should be considered when viewing particular enactments in that field, consideration in this instance should be given to the approval by the Legislature in adopting the Texas Business Corporation Act of the policy of flexibility providing that the public interest is adequately protected.

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In consideration of all these matters, the availability of a statute, such as Article 1513a, should not be unnecessarily restricted, although the restriction contained in Section 7 of Article 1513a, must be observed: ". . . the provisions of Article 2.01A (of the Texas Business Corporation Act) permitting a corporation to have more than one purpose shall not apply." While the Legislature has connoted as no more than one purpose all of the authorization stated in Article 1513a, there is no restriction which prevents the use of only a part of the authorization as a complete purpose.

Therefore, it is the opinion of this office that it is not necessary for a corporation utilizing Article 1513a, in stating its purpose, to use the identical language of the purpose clause of that statute or to use the purpose clause in its entirety.

SUMMARY

The Secretary of State can accept and file an application for a Certificate of Authority under the provisions of Article 1513a, Vernon's Civil Statutes, for a purpose authorized in said statute, but which is not identical in language and does not include the entire purpose clause as stated in the said statute.

Very truly yours,

WILL WILSON  
Attorney General of Texas

By *Charles D. Cabaniss*  
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CDC:rm

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APPROVED:

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REVIEWED FOR THE ATTORNEY GENERAL

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