

poration is located, and shall also cause written notice of such dissolution to be given by mail to all shareholders and to all known creditors and claimants."

In order to hold that this last quoted section imposes upon the incorporators of a corporation sought to be dissolved under paragraph (a) of Section 8623-79, supra, the duty of publishing the notice therein provided, the term "directors" must be liberally construed so as to include any group of persons who may be acting temporarily in lieu of a board of directors as in the case of an incorporation of a company prior to the election of directors. It is, of course, a primary rule of statutory construction that the intent of the legislature be deduced. In order to determine whether or not the legislature intended such a construction of Section 8623-81, supra, it is pertinent to consider the purpose of the enactment. It is obviously to apprise all persons with whom the corporation has been doing business of its dissolution. This being the case, the next matter of inquiry is whether or not it is contemplated that a corporation has been doing business when the amount of capital with which the corporation was to begin business as stated in the articles has not been subscribed.

The articles of incorporation of every corporation for profit must set forth the amount of capital with which it will begin business, which shall not be less than five hundred dollars. Section 8623-4, General Code. Under the provisions of Section 8623-11, the directors may not be elected until the amount of capital with which a corporation is to begin business has been subscribed. Since the officers of a corporation are elected by the directors, it necessarily follows that a corporation may not have officers until such time. Section 8623-13, General Code, provides that "No corporation shall commence business until the amount of capital specified in its articles as the amount of capital with which it will commence business has been paid in."

Under these circumstances, I am unable to find any justification for a construction of Section 8623-81, supra, such as suggested. To require a publication of the notice therein provided by the incorporators would, in my opinion, serve no valid purpose and would amount to writing into the law a requirement which the legislature has not seen fit to enact.

Respectfully,

GILBERT BETTMAN,
Attorney General.

3203.

APPROVAL, CONTRACT FOR ROAD IMPROVEMENTS IN FRANKLIN
AND LAKE COUNTIES.

COLUMBUS, OHIO, MAY 4, 193f.

HON. O. W. MERRELL, *Director of Highways, Columbus, Ohio.*