

On the other hand, subdivision (a) of Section 8623-41 gives authority to a corporation to purchase shares when the articles authorize the redemption of such shares, and do not prohibit such purchase. In this instance, however, such purchased shares become treasury shares and consequently the purchase in and of itself does not operate as a reduction of stated capital. In my opinion it is difficult to reconcile the conflict in these two sections in this respect. I feel, however, that a reasonable construction would be to require the carrying of the shares so purchased as treasury shares until the redemption date, at which time they would acquire the status of redeemed shares by formal action of the directors and thereupon the corporation should write off from its stated capital the amount represented by such shares and, if it desires to reduce the authorized number of shares, it should adopt an amendment of its articles to that effect. I am aware that this is a more or less arbitrary interpretation, but in my opinion it is impossible to reconcile the language of the two sections and I believe that this is the most reasonable interpretation that can be deduced.

I am not certain that I have touched upon all the phases of the questions which you have presented, but I feel that the foregoing discussion may be of assistance to you in the interpretation of the sections of the general corporation act under consideration.

Respectfully,  
 EDWARD C. TURNER,  
*Attorney General.*

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1833.

APPROVAL, NOTES OF FAIRVIEW VILLAGE SCHOOL DISTRICT,  
 CUYAHOGA COUNTY, OHIO—\$250,000.00.

COLUMBUS, OHIO, March 10, 1928.

*Retirement Board, State Teachers Retirement System, Columbus, Ohio.*

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1834.

APPROVAL, NOTES OF BUCKSKIN TOWNSHIP RURAL SCHOOL DISTRICT,  
 ROSS COUNTY, OHIO—\$72,000.00.

COLUMBUS, OHIO, March 10, 1928.

*Retirement Board, State Teachers Retirement System, Columbus, Ohio.*