

251.

APPROVAL, BONDS OF CAIRO VILLAGE SCHOOL DISTRICT, ALLEN COUNTY—\$36,000.00.

COLUMBUS, OHIO, March 30, 1929.

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

252.

DISAPPROVAL, LEASE TO LAND OF HEATHER DOWNS REALTY COMPANY, IN LUCAS COUNTY, FOR THE USE OF THE TOLEDO STATE HOSPITAL.

COLUMBUS, OHIO, April 1, 1929.

HON. H. H. GRISWOLD, *Director of Public Welfare, Columbus, Ohio.*

DEAR SIR:—This is to acknowledge receipt of your communication of recent date submitting for my examination and approval, a lease in triplicate, whereby the Heather Downs Realty Company is leasing and demising to you as Director of the Department of Public Welfare, for the use of the Toledo State Hospital, four certain tracts of land in Lucas County, aggregating two hundred and eighty-one acres. The proposed lease is for a term of one year from February 16, 1929, and the rental to be paid therefor, is one-half of all crops raised by your Department on said land.

The lease is signed by the Heather Downs Realty Company by one Roy R. Bland, president. It is quite apparent that the lessor in this proposed lease is a corporation. The lease does not carry the corporate seal of the corporation, however.

When an instrument of this character, which purports to be executed by and on behalf of a corporation is otherwise properly executed, it is not rendered invalid by the omission to fix the corporate seal. *Poyser vs. Standard Brick Paving Company*, 46 W. L. B. 84; *East End Building Company vs. Hughey*, 16 Circuit Court 19.

Fixing the corporate seal to the instrument, however, affords a presumption that the instrument has been authorized by the board of directors and renders the instrument prima facie valid as the act of the corporation. *Railroad Company vs. Harter*, 26 O. S. 426; *Bank vs. Flour Company*, 41 O. S. 552, 557.

In the present instance there is nothing in the way this instrument has been executed to indicate even prima facie that the same has been authorized by the board of directors of the corporation. I am therefore returning said lease without my approval, with the request that some evidence be produced to show that this lease has been authorized by the board of directors of the Heather Downs Realty Company.

This evidence should properly be a copy of the minutes of the meeting of the directors of the corporation at which the execution of the lease was authorized, which minutes should be properly certified by the secretary of the corporation. As above noted, if the seal of the corporation is attached to the lease, that in itself will afford prima facie evidence of such authorization.

Said lease is herewith inclosed.

Respectfully,
GILBERT BETTMAN,
Attorney General.