

2813.

DISAPPROVAL, ARTICLES OF INCORPORATION OF THE OHIO
MUTUAL INDEMNITY COMPANY, INC.

COLUMBUS, OHIO, January 10, 1931.

HON. CLARENCE J. BROWN, *Secretary of State, Columbus, Ohio.*

DEAR SIR:—I beg to acknowledge receipt of your recent communication enclosing the proposed articles of incorporation of The Ohio Mutual Indemnity Company, Inc., for my approval. I know of no statutory provision which requires my official approval of these articles. However, treating your communication as one requesting my opinion with respect to the legality of said articles of incorporation, I will take occasion to note some errors appearing therein.

The body of said proposed articles of incorporation reads, in part, as follows :

“The undersigned, all of whom are citizens of the United States, desiring to form a corporation, not for profit, under the General Corporation Act of Ohio, do hereby certify :

FIRST. The name of said corporation shall be The Ohio Mutual Indemnity Company, Inc.

SECOND. The place in this State where the principal office of the corporation is to be located—Mount Orab, Ohio, Brown County.

THIRD. The purpose or purposes for which said corporation is formed are :

Said corporation is formed for the purpose of insuring against accidental personal injury and loss of life, sustained while traveling by railroad, steamboat or other mode of conveyance, and against accidental loss of life and personal injury, sustained by accident of any description whatsoever and against expenses and loss of time occasioned by injury or sickness and on such terms and conditions and for such periods of time, and confined to such counties and localities, and to such persons as may at any time be provided in the by-laws of the company. Said insurance to be conducted under and in accordance with Title IX, Div. III, Subdiv. I, Ch. 3, Sections 9445 to 9451, both inclusive, of the General Code of Ohio, and with power to do all other things incidental thereto or necessary to be done to carry out said purpose.”

Section 9445, General Code, under the authority of which the incorporators propose to organize said company, provides as follows :

“Companies consisting of five or more citizens of this state *may be organized under this chapter* and sections ninety-four hundred and forty-five to ninety-four hundred and fifty-one, both inclusive, for the special purpose of insuring against accidental personal injury and loss of life, sustained while traveling by railroad, steamboat or other mode of conveyance, and against accidental loss of life and personal injury, sustained by accident of any description whatever, and against expenses and loss of time occasioned by injury or sickness, and on such terms and conditions, and for such periods of time, and confined to such countries and localities, and to such persons as may at any time be provided in the by-laws of the company.” (Italics the writer’s.)

It is apparent, therefore, that the powers of the proposed corporation are gov-

erned by all the provisions of the General Code contained in Title IX, Div. III, Subdiv. I, Ch. 3, so far as applicable to a corporation transacting such insurance business as is specifically authorized by Section 9445, General Code, supra. Section 9427, General Code, includes in its provisions the general authority to incorporate a corporation for transacting the insurance business more specifically defined by Section 9445, General Code. I am of the opinion that the third clause quoted above should include references to Sections 9427 to 9461, inclusive, General Code, modified by limiting language indicating that the authority of the proposed corporation is derived from the chapter of the General Code containing said sections, so far as the same is pertinent and applicable to the specific purposes authorized by Section 9427, General Code, and to do all lawful and necessary acts incidental thereto, to carry out the express purposes of said corporation.

Since the authority for the incorporation of the proposed insurance company is granted by the special provisions of the General Code cited above, the recitation in the proposed articles of incorporation, that it is the desire of the incorporators to form a corporation, not for profit, under the General Corporation Act of Ohio, is clearly erroneous. Section 8623-132, General Code. See also Opinions of the Attorney General, 1922, page 621. Said proposed articles of incorporation state that the incorporators are all citizens of the United States. Section 9445, General Code, requires that the incorporators consist of five or more citizens of Ohio. Opinions of the Attorney General, 1922, page 621, supra.

Acknowledgment of a notary public to the proposed articles of incorporation is improperly executed for the reason that the name of the notary public neither appears on the seal nor is printed, typewritten or stamped near the signature of said notary. Section 123, General Code.

The form used in the preparation of the proposed articles of incorporation is the one prescribed for a corporation not for profit, under the General Corporation Act of Ohio. It would unquestionably eliminate many commonly occurring errors in the preparation of articles of incorporation for insurance corporations if forms therefor were prescribed.

I am returning to you the proposed articles of incorporation discussed herein, for correction in the respects suggested.

Respectfully,
GILBERT BETTMAN,
Attorney General.

2814.

APPROVAL, LEASE TO RESERVOIR LAND AT INDIAN LAKE FOR BUSINESS, COTTAGE SITES, DOCK-LANDINGS AND PARK PURPOSES—DON A. DETRICK.

COLUMBUS, OHIO, January 10, 1931.

HON. PERRY L. GREEN, *Director, Department of Agriculture, Columbus, Ohio.*

DEAR SIR:—The division of conservation in your department has submitted for my examination and approval a certain reservoir land lease in triplicate, executed by the conservation commissioner under the authority of Section 471, General Code, by which lease there is granted to one Don A. Detrick of Bellefontaine, Ohio, for a term of fifteen years, the right to enter upon, use and occupy for business, cottage sites, dock-landings and park purposes, that portion of the state reservoir property at Indian Lake, located in the north half of Section 36, Town 6 south, Range 8 east,