compensation of the justice and whether fees collected by him are for his benefit or for the benefit of the township will depend upon the classification into which the township falls.

OFFICIAL OPINION NO. 75
December 18, 1950.

Honorable Leland L. Smith,
Secretary of State,
State House,
Indianapolis, Indiana.

Dear Sir:

Your letter of October 27, 1950, has been received, which requests an official opinion concerning a foreign corporation that has been properly admitted to do business in Indiana, withdrawing from doing business in this state.

Said request is stated in two questions, the first reads as follows:

"1. Should a foreign corporation for profit properly admitted to do business in the State of Indiana, have its name removed from the records of foreign corporations on file in the office of Secretary of State by filing only a certified copy of the Articles of Dissolution executed in the state of domicile of the corporation?"

The office of Secretary of State is a constitutional administrative office, provided for by Article 6, Section 1 of the constitution of the state of Indiana and reads as follows:

"There shall be elected, by the voters of the State, a Secretary, an Auditor and a Treasurer of State, who shall, severally, hold their offices for two years. They shall perform such duties as may be enjoined by law; and no person shall be eligible to either said offices, more than four years in any six year period."

The Supreme Court of the State of Indiana in the case of "State ex rel. Bingham vs. Home Brewing Co." 182, Indiana
75, 105 N. E. 900, held that administrative offices are not granted comprehensive powers by the constitution.

It is the policy of this state that they have only such powers as are expressly delegated. I find no statute which expressly delegates the power to the Secretary of State to remove the name of a foreign corporation, for profit, from his files by said corporation filing only a certified copy of its Articles of Dissolution, executed in the state of the domicile of the corporation. On the contrary, the legislature has set out in clear and concise language, the procedure by which a foreign corporation may have its name removed from the records of the Secretary of State and withdrawn from the State of Indiana. “Acts 1929, Chapter 215, Section 65, p. 725,” same being Burns Indiana Statutes Section 25-310, 1948 Replacement, which reads in part as follows:

“WITHDRAWAL FROM STATE.—Any foreign corporation admitted to do business in this state may withdraw from this state by surrendering its certificate of admission, and any amended certificates of admission that may have been issued to it, and by filing with the secretary of state, accompanied by the fees prescribed by law, a statement of withdrawal setting forth:”

(acts required in statement)

“Upon the filing of such statement, accompanied by the certificate of admission and any amended certificates of admission issued to the corporation, the authority of the corporation to transact business in this state shall cease; but the filing of such statement shall not affect any action by or against such corporation pending at the time thereof or any right of action existing at or before the filing of such statement in favor of or against such corporation.”

The legislature has provided no alternate method, therefore, the Secretary of State has no power or authority to remove the name of such foreign corporation except by the method provided for by statute.
Your second question reads as follows:

"2. Should a request be made by the office of Secretary of State that the foreign corporation execute a withdrawal as designated in the Indiana General Corporation Act when the reason for discontinuance of business in Indiana is the dissolution of the corporation in its state of domicile, keeping in mind the distinction between voluntary dissolution and involuntary dissolution?"

The first paragraph of Section 1, Chapter 215, Acts of 1929, same being Burns Indiana Statutes, Section 25-402, 1948 Replacement reads as follows:

"The Secretary of State shall possess and have all necessary powers, and shall perform all the duties, which may be required for the proper and efficient administration of the provisions of this act."

I believe the proper and most efficient method of obtaining compliance with the statute for the withdrawal of foreign corporations, is, as you suggest, to call the appropriate statutory provision to the attention of the corporation. Therefore your second question is answered in the affirmative.

OFFICIAL OPINION NO. 76
December 27, 1950.

Honorable Leland L. Smith,
Secretary of State,
State Capitol Building,
Indianapolis, Indiana.

Dear Sir:

Your letter has been received requesting an official opinion concerning the reduction of Capital Stock by a Corporation and the payment of dividends, said request is stated in two questions, the first reads as follows:

"May the Corporation lawfully use the $255,000 reduction in common stock liability, resulting from re-