

IC 23-0.5-4	Chapter 4. Registered Agent of Entity
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Effective 1-1-2018.

IC 23-0.5-4-1 Entities required to designate and maintain a registered agent

Effective 1-1-2018.

Sec. 1. (a) The following entities shall designate and maintain a registered agent in this state:

- (1) A domestic filing entity.
- (2) A registered foreign entity.
- (3) An agricultural cooperative formed under IC 15-12.
- (4) A business trust formed under IC 23-5-1.

(b) An eligible entity (as defined by IC 28-1-22-1.5(a)) may file a notice concerning the eligible entity's:

- (1) registered office; and
- (2) registered agent.

As added by P.L.118-2017, SEC.5.

IC 23-0.5-4-2 Street address

Effective 1-1-2018.

Sec. 2. If a provision of this chapter other than section 9(a)(4) of this chapter requires that a record state an address, the record must state a street address in this state.

As added by P.L.118-2017, SEC.5.

IC 23-0.5-4-3 Designation of registered agent; required filings

Effective 1-1-2018.

Sec. 3. (a) A registered agent must be an individual, a general partnership, a domestic filing entity, or a registered foreign entity.

- (b) A registered agent filing must be signed by the represented entity and state:
- (1) the name of the entity's commercial registered agent;
 - (2) if the entity does not have a commercial registered agent, the name or title or position with the entity and the address of the entity's noncommercial registered agent;
 - or
 - (3) the electronic mail address of the registered agent at which the registered agent will accept electronic service of process only in the manner prescribed by the Indiana supreme court in the Indiana trial rules.
- (c) A registered agent filing must state:
- (1) the registered agent's consent; or
 - (2) a representation that the registered agent has consented.

(d) Each entity registered under the laws of Indiana shall provide to the entity's registered agent, and update from time to time as necessary, the name, business address, and business telephone number of an individual who is:

- (1) an officer, a director, an employee, or a designated agent of the entity; and
- (2) authorized to receive communications from the registered agent.

The individual is considered to be the communications contact for the entity.

(e) A registered agent shall retain, in paper or electronic form, the information provided by an entity under subsection (d).

(f) If an entity fails to provide the registered agent with the information required under subsection (d), the registered agent may resign, as provided in section 9 of this chapter, as the registered agent for the entity.

As added by P.L.118-2017, SEC.5.

IC 23-0.5-4-4 Listing statement; contents; delivery to secretary of state

Effective 1-1-2018.

Sec. 4. (a) A person may become listed as a commercial registered agent by delivering to the secretary of state for filing a commercial registered agent listing statement signed by the person which states:

- (1) the name of the individual or the name of the entity, type of entity, and jurisdiction of formation of the entity;
- (2) that the person is in the business of serving as a commercial registered agent in this state;
- (3) the address of a place of business of the person in this state to which service of process, notices, and demands being served on or sent to entities represented by the person may be delivered;
- (4) the name of any entity represented or known to be represented by the commercial registered agent; and
- (5) the electronic mail address of the registered agent at which the registered agent will accept electronic service of process only in the manner prescribed by the Indiana supreme court in the Indiana trial rules.

(b) A commercial registered agent listing statement may include the information regarding acceptance by the agent of service of process, notices, and demands in a form other than a written record as provided in section 10(d) of this chapter.

(c) If the name of a person delivering to the secretary of state for filing a commercial registered agent listing statement is not distinguishable on the records of the secretary of state from the name of another commercial registered agent listed under this section, the person shall adopt an alternate name that is distinguishable and use that name in its statement and when it does business in Indiana as a commercial registered agent.

(d) The secretary of state shall note the filing of a commercial registered agent listing statement in the index of filings records maintained by the secretary of state for each entity represented by the agent at the time of the filing. The statement amends the registered agent filing for each of those entities to:

- (1) designate the person becoming listed as a commercial registered agent as the commercial registered agent of each of those entities; and
- (2) delete the name and address of the former agent.

As added by P.L.118-2017, SEC.5.

IC 23-0.5-4-5 Termination of listing as a commercial registered agent

Effective 1-1-2018.

Sec. 5. (a) A commercial registered agent may terminate its listing as a commercial registered agent by delivering to the secretary of state for filing a commercial registered agent termination statement signed by the agent which states:

- (1) the name of the agent as listed under section 4 of this chapter; and
- (2) that the agent is no longer in the business of serving as a commercial registered agent in Indiana.

(b) A commercial registered agent termination statement takes effect at 12:01 a.m. on the thirty-first day after the day on which it is delivered to the secretary of state for filing.

(c) The commercial registered agent promptly shall furnish each entity represented by the agent notice in a record of the date on which the commercial registered agent termination statement was filed.

(d) When a commercial registered agent termination statement takes effect, the commercial registered agent ceases to be the registered agent for each entity formerly represented by it. Until an entity formerly represented by a terminated commercial registered agent designates a new registered agent, service of process may be made on the entity under section 10 of this chapter. Termination of the listing of a commercial registered agent under this section does not affect any contractual rights a represented entity has against the agent or that the agent has against the entity.

As added by P.L.118-2017, SEC.5.

IC 23-0.5-4-6 Change of information

Effective 1-1-2018.

Sec. 6. (a) A represented entity may change the information on file under section 3(b) of this chapter by delivering to the secretary of state for filing a statement of change signed by the entity which states:

- (1) the name of the entity; and
- (2) the information that is to be in effect as a result of the filing of the statement of change.

(b) The interest holders or governing persons of a domestic entity need not approve the filing of:

- (1) a statement of change under this section; or
- (2) a similar filing changing the registered agent or registered office, if any, of the entity in any other jurisdiction.

(c) A statement of change under this section designating a new registered agent must state:

- (1) the registered agent's consent; or
- (2) a representation that the registered agent has consented.

(d) As an alternative to using the procedure in this section, a represented entity may change the information on file under section 3(b) of this chapter by amending its most recent registered agent filing in a manner provided by the law of Indiana other than this section for amending the filing.

As added by P.L.118-2017, SEC.5.

IC 23-0.5-4-7 Noncommercial registered agent; statement of change

Effective 1-1-2018.

Sec. 7. (a) If a noncommercial registered agent changes its name, address, or electronic mail address in effect with respect to a represented entity under section 3(b) of this chapter, the agent shall deliver to the secretary of state for filing, with respect to each entity represented by the agent, a statement of change signed by the agent which states:

- (1) the name of the entity;
- (2) the name and address of the agent in effect with respect to the entity;
- (3) if the name of the agent has changed, the new name; and
- (4) if the address or electronic mail address of the agent has changed, the new address or electronic mail address.

(b) A noncommercial registered agent promptly shall furnish the represented entity with notice in a record of the delivery to the secretary of state for filing of a statement of change and the changes made in the statement.

As added by P.L.118-2017, SEC.5.

(e) A registered agent may resign with respect to a represented entity whether or not the entity is in good standing.

As added by P.L.118-2017, SEC.5.

IC 23-0.5-4-10 Service of process, notice, or demand on entity

Effective 1-1-2018.

Sec. 10. (a) A represented entity may be served with any process, notice, or demand required or permitted by law by serving its registered agent.

(b) If a represented entity ceases to have a registered agent, or if its registered agent cannot with reasonable diligence be served, the entity may be served by registered or certified mail, return receipt requested, or by similar commercial delivery service, addressed to the entity at the entity's principal office. The address of the principal office of a domestic filing entity or registered foreign entity must be as shown in the entity's most recent biennial report filed by the secretary of state. Service is effective under this subsection on the earliest of:

- (1) the date the entity receives the mail or delivery by the commercial delivery service;
- (2) the date shown on the return receipt, if signed by the entity; or
- (3) five (5) days after its deposit with the United States Postal Service or commercial delivery service, if correctly addressed and with sufficient postage or payment.

(c) If process, notice, or demand cannot be served on an entity under subsection (a) or (b), service may be made by handing a copy to the individual in charge of any regular place of business or activity of the entity if the individual served is not a plaintiff in the action.

(d) Service of process, notice, or demand on a registered agent must be in a written record, but service may be made on a commercial registered agent in other forms, and subject to such requirements, as the agent has stated in its listing under section 4 of this chapter that it will accept.

(e) Service of process, notice, or demand may be made by other means under law other than this article.

As added by P.L.118-2017, SEC.5.

IC 23-0.5-4-11 Duties

Effective 1-1-2018.

Sec. 11. The only duties under this chapter of a registered agent that has complied with this chapter are:

- (1) to forward to the represented entity at the address most recently supplied to the agent by the entity any process, notice, or demand pertaining to the entity which is served on or received by the agent;
- (2) to provide the notices required by this article to the entity at the address most recently supplied to the agent by the entity;
- (3) if the agent is a noncommercial registered agent, to keep current the information required by section 3(b) of this chapter in the most recent registered agent filing for the entity; and
- (4) if the agent is a commercial registered agent, to keep current the information listed for it under section 4(a) of this chapter.

As added by P.L.118-2017, SEC.5.

IC 23-0.5-4-12 Jurisdiction

Effective 1-1-2018.

Sec. 12. The designation or maintenance in Indiana of a registered agent does not by itself create the basis for personal jurisdiction over the represented entity in Indiana. The address of the agent does not determine venue in an action or a proceeding involving the entity.

As added by P.L.118-2017, SEC.5.

