

First Regular Session 119th General Assembly (2015)

PRINTING CODE. Amendments: Whenever an existing statute (or a section of the Indiana Constitution) is being amended, the text of the existing provision will appear in this style type, additions will appear in **this style type**, and deletions will appear in ~~this style type~~.

Additions: Whenever a new statutory provision is being enacted (or a new constitutional provision adopted), the text of the new provision will appear in **this style type**. Also, the word **NEW** will appear in that style type in the introductory clause of each SECTION that adds a new provision to the Indiana Code or the Indiana Constitution.

Conflict reconciliation: Text in a statute in *this style type* or ~~this style type~~ reconciles conflicts between statutes enacted by the 2014 Regular Session and 2014 Second Regular Technical Session of the General Assembly.

SENATE ENROLLED ACT No. 487

AN ACT to amend the Indiana Code concerning business and other associations.

Be it enacted by the General Assembly of the State of Indiana:

SECTION 1. IC 15-12-1-48, AS ADDED BY P.L.106-2008, SECTION 48, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 48. (a) The secretary of state shall charge and collect for the benefit of the state the following fees:

(1) For filing with the secretary of state the articles of incorporation of an association organized or a corporation reorganized under this chapter, ~~providing for the issuance of membership certificates only and not for certificates of stock~~; five dollars (\$5).

(2) For filing with the secretary of state articles of incorporation of an association organized or a corporation reorganized under this chapter providing for the issuance of capital stock not exceeding five thousand dollars (\$5,000) of par value; five dollars (\$5). If the capital stock authorized to be issued by the association exceeds five thousand dollars (\$5,000); one cent (\$0.01) for each one hundred dollars (\$100) of additional par value.

(3) For filing with the secretary of state a certificate of increase of capital stock of any association for an increase of not more than five thousand dollars (\$5,000) of par value; five dollars (\$5); and for each one hundred dollars (\$100) of par value of increase

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above five thousand dollars (\$5,000); one cent (\$0.01):

~~(4)~~ (2) For filing with the secretary of state any certificate not specified in this section, five dollars (\$5) each, regardless of the number of amendments contained in the certificate, with the exception of increases of capital stock. The fee for increases of capital stock is as provided in subdivision (3):

~~(5)~~ (3) For filing a biennial or special reports of associations, two dollars (\$2) for each filing, which is in addition to any other fees specified in this section. The biennial report filing fee is one dollar (\$1) report, two dollars (\$2), per year, to be paid biennially.

~~(6)~~ For each certificate issued by the secretary of state, one dollar (\$1), and for each impression of the seal of the state of Indiana affixed by the secretary of state on the certificate, fifty cents (\$0.50):

(b) Fees collected under subsection (a) shall be deposited in the state general fund.

SECTION 2. IC 15-12-1-49, AS ADDED BY P.L.2-2008, SECTION 3, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 49. (a) Any nonprofit cooperative association organized under the agricultural cooperative law of any state of the United States other than Indiana and not admitted to do business in Indiana before March 12, 1935, must submit the following to the secretary of state at the secretary of state's office before transacting any business in Indiana:

(1) A copy of the nonprofit cooperative association's articles of incorporation, with all amendments to the articles of incorporation. The copy of the nonprofit cooperative association's articles of incorporation must be authenticated by the proper officer of the state where the nonprofit cooperative association is incorporated.

(2) An application for admission, which must contain the same information as required in the articles of incorporation of an association seeking to be incorporated under this chapter, together with any additional information that the secretary of state may require, which must include a statement of assets and liabilities as of a date not earlier than thirty (30) days before the filing of the application for admission. The information shall be submitted in triplicate originals on forms prescribed by the secretary of state.

(3) The prescribed fees.

(b) An application submitted under subsection (a) must be signed and verified under oath by:

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- (1) the president or vice president; and
 - (2) the secretary or assistant secretary;
- of the association.

(c) Except for a fee calculated on the basis of capital or capital stock, which must be calculated on the proportion of the capital or capital stock represented in Indiana, the fees described in this section must equal the fees that would be required if the applicant were seeking to be incorporated under this chapter. However, The fee may not be less than for a filing under this section is ten dollars (\$10).

SECTION 3. IC 23-1-18-1.1, AS AMENDED BY P.L.63-2014, SECTION 1, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1.1. (a) For purposes of this article, except for a biennial report filed under IC 23-1-53-4, a document is delivered for filing if the document is transferred to the secretary of state by hand, mail, or a form of electronic transmission meeting the requirements established by the secretary of state.

(b) If a document is delivered for filing by hand or mail, the document must be accompanied by:

- (1) two (2) exact or conformed copies of a document filed under IC 23-1-24-3 or IC 23-1-49-9; or
- (2) one (1) exact or conformed copy of any other document filed under this article.

SECTION 4. IC 23-1-18-3, AS AMENDED BY P.L.63-2014, SECTION 2, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 3. (a) The secretary of state shall collect the following fees when the documents described in this subsection are delivered to the secretary of state for filing:

Document	Electronic Filing Fee	Fee (Other than electronic filing)
(1) Articles of incorporation	\$75	\$90
(2) Application for use of indistinguishable name	\$10	\$20
(3) Application for reserved name	\$10	\$20
(4) Application for renewal of reservation	\$10	\$20
(5) Notice of transfer of reserved name	\$10	\$20
(6) Application for registered name	\$20	\$30
(7) Application for renewal of		



	registered name	\$20	\$30
(8) (6)	Corporation's statement of change of registered agent or registered office or both	No Fee	No Fee
(9) (7)	Agent's statement of change of registered office for each affected corporation	No Fee	No Fee
(10) (8)	Agent's statement of resignation	No Fee	No Fee
(11) (9)	Amendment of articles of incorporation	\$20	\$30
(12) (10)	Restatement of articles of incorporation	\$20	\$30
	with amendment of articles	\$20	\$30
(13) (11)	Articles of merger or share exchange	\$75	\$90
(14) (12)	Articles of dissolution	\$20	\$30
(15) (13)	Articles of revocation of dissolution	\$20	\$30
(16) (14)	Certificate of administrative dissolution	No Fee	No Fee
(17) (15)	Application for reinstatement following administrative dissolution	\$20	\$30
(18) (16)	Certificate of reinstatement	No Fee	No Fee
(19) (17)	Certificate of judicial dissolution	No Fee	No Fee
(20) (18)	Application for certificate of authority	\$75	\$90
(21) (19)	Application for amended certificate of authority	\$20	\$30
(22) (20)	Application for certificate of withdrawal	\$20	\$30
(23) (21)	Certificate of revocation of authority to transact business	No Fee	No Fee
(24) (22)	Biennial report	\$20	\$30
(25) (23)	Articles of correction	\$20	\$30
(26) (24)	Application for certificate of existence or authorization	\$15	\$15
(27) (25)	Any other document required or permitted to be filed by this article,		

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including an application
for any other certificates
or certification certificate
(except for any such other
certificates that the secretary
of state may determine to
issue without additional fee
in connection with particular
filings) and a request for
other facts of record under
section 9(b)(6) of this
chapter

\$20

\$30

The secretary of state shall prescribe the electronic means of filing documents to which the electronic filing fees set forth in this section apply.

(b) The fee set forth in subsection ~~(a)(24)~~ **(a)(22)** for filing a biennial report is:

(1) fifteen dollars (\$15) per year, for a filing in writing; and

(2) ten dollars (\$10) per year, for a filing by electronic means;

to be paid biennially.

(c) The secretary of state shall collect a fee of ten dollars (\$10) each time process is served on the secretary of state under this article. If the party to a proceeding causing service of process prevails in the proceeding, then that party is entitled to recover this fee as costs from the nonprevailing party.

(d) The secretary of state shall collect the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign corporation:

(1) Per page for copying \$ 1

(2) For a certification stamp \$15

The fees under this subsection do not apply to any copies or certifications that are processed on the secretary of state's Internet web site.

SECTION 5. IC 23-1-18-4, AS AMENDED BY P.L.133-2009, SECTION 3, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 4. (a) Except as provided in subsection (b) and section 5(c) of this chapter, a document accepted for filing is effective:

(1) at the time of filing on the date it is filed, as evidenced by means the secretary of state uses for endorsing the date and time of filing on the original document; or

(2) at such later time on the date it is filed as is specified in the document as its effective time on the date it is filed.



(b) A document may specify a delayed effective time and date, and if it does so the document becomes effective at the time and date specified. If a delayed effective date but no time is specified, the document is effective at 12:01 a.m. on that date. A delayed effective date for a document may not be later than the ninetieth day after the date it is filed.

(c) A document that:

**(1) has been submitted to the office of the secretary of state;
and**

(2) has a specified delayed effective time and date;

may be withdrawn from the record before the effective time and date. The office of the secretary of state must receive written notice before the effective time and date from the person authorized to make the filing directing that the filing be withdrawn and not take effect. If the office of the secretary of state does not receive written notice, the document will become effective at the specified time and date.

SECTION 6. IC 23-1-18-6 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 6. (a) If a document delivered to the office of the secretary of state for filing satisfies the requirements of section 1 of this chapter, the secretary of state shall file it.

(b) The secretary of state files a document by stamping or otherwise endorsing "Filed", together with the secretary of state's name and official title and the date and time of receipt on ~~both the original and the document. copy and on the receipt for the filing fee.~~ After filing a document, except as provided in IC 23-1-24-3 and IC 23-1-49-9, the secretary of state shall deliver the **filed** document ~~copy, with the filing fee receipt (or acknowledgement of receipt if no fee is required) attached; and the receipt~~ to the domestic or foreign corporation or its representative.

(c) If the secretary of state refuses to file a document, the secretary of state shall return it to the domestic or foreign corporation or its representative within ten (10) days after the document was delivered, together with a brief, written explanation of the reason for the refusal.

(d) The secretary of state's duty to file documents under this section is ministerial. The secretary of state's filing or refusing to file a document does not:

(1) affect the validity or invalidity of the document in whole or part;

(2) relate to the correctness or incorrectness of information contained in the document; or

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(3) create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.

SECTION 7. IC 23-1-23-1, AS AMENDED BY P.L.133-2009, SECTION 15, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1. (a) A corporate name:

(1) must contain the word "corporation", "incorporated", "company", or "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd.", or words or abbreviations of like import in another language; and

(2) except as provided in subsection (e), may not contain language stating or implying that the corporation is organized for a purpose other than that permitted by IC 23-1-22-1 and its articles of incorporation.

(b) Except as authorized by subsections (c) and (d), a corporate name must be distinguishable upon the records of the secretary of state from:

(1) the corporate name of a corporation or other business entity incorporated or authorized to transact business in Indiana;

(2) a corporate name reserved ~~or registered~~ under section 2 ~~or 3~~ of this chapter;

(3) a fictitious name adopted by a foreign corporation authorized to transact business in Indiana because the foreign corporation's true name was unavailable; and

(4) the corporate name of a not-for-profit corporation incorporated or authorized to transact business in Indiana.

(c) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the secretary of state's records from one (1) or more of the names described in subsection (b). The secretary of state shall authorize use of the name applied for if:

(1) the other corporation files its written consent to the use, signed by any current officer of the corporation; or

(2) the applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in Indiana.

(d) A corporation may use the name, including the fictitious name, of another domestic or foreign corporation that is used in Indiana if the other corporation is incorporated or authorized to transact business in Indiana and the proposed user corporation:

(1) has merged with the other corporation;

(2) has been formed by reorganization of the other corporation; or

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(3) has acquired all or substantially all of the assets, including the corporate name, of the other corporation.

(e) A bank holding company (as defined in 12 U.S.C. 1841) may use the word "bank" or "banks" as a part of its name. However, this subsection does not permit a bank holding company to advertise or represent itself to the public as affording the services or performing the duties that a bank or trust company only is entitled to afford and perform.

(f) Except as provided in IC 23-1-49-6, this article does not control the use of fictitious names.

SECTION 8. IC 23-1-23-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 2. (a) A person may reserve the exclusive right to the use of a name ~~including a fictitious name for a foreign corporation whose name is not available~~, by delivering an application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the name applied for is available, the secretary of state shall reserve the name for the applicant's exclusive use for renewable one hundred twenty (120) day periods.

(b) The owner of a reserved name may transfer the reservation to another person by delivering to the secretary of state a signed notice of the transfer that states the name and address of the transferee.

SECTION 9. IC 23-1-23-3 IS REPEALED [EFFECTIVE JULY 1, 2015]. Sec. 3: (a) ~~A foreign corporation may register its name; or its name with any addition required by IC 23-1-49-6, if the name is distinguishable upon the records of the secretary of state as provided in section 1 of this chapter.~~

~~(b) A foreign corporation registers its name; or its name with any addition required by IC 23-1-49-6, by delivering to the secretary of state for filing an application setting forth:~~

~~(1) its name; or its name with any addition required by IC 23-1-49-6; and~~

~~(2) the state or country and date of its incorporation.~~

~~(c) The name is registered for the applicant's exclusive use upon the effective date of the application.~~

~~(d) A foreign corporation whose registration is effective may renew it for successive years by delivering to the secretary of state for filing a renewal application, which complies with the requirements of subsection (b), between October 1 and December 31 of the preceding year. The filing of the renewal application renews the registration for the following calendar year.~~



(e) A foreign corporation whose registration is effective may thereafter qualify as a foreign corporation under that name or consent in writing to the use of that name by a corporation thereafter incorporated under this article or by another foreign corporation thereafter authorized to transact business in Indiana. The registration terminates when the domestic corporation is incorporated or the foreign corporation qualifies or consents to the qualification of another foreign corporation under the registered name.

SECTION 10. IC 23-1-29-1, AS AMENDED BY P.L.133-2009, SECTION 19, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1. (a) Unless directors are elected by written consent instead of at an annual meeting as permitted by section 4 of this chapter, a corporation shall hold a meeting of the shareholders annually at a time stated in or fixed in accordance with the bylaws. However, if a corporation's articles of incorporation authorize shareholders to cumulate the shareholder's votes when electing directors as provided under IC 23-1-30-9, directors may not be elected by less than unanimous consent.

(b) Annual shareholders' meetings may be held in or out of Indiana at the place stated in or fixed in accordance with the bylaws. **The bylaws may provide that the meeting will not be held in any place but may, instead, be held solely by means of remote communication.** If no place is stated in or fixed in accordance with the bylaws, annual meetings shall be held at the corporation's principal office. ~~the board of directors:~~

- (1) except as provided in subdivision (2), shall determine in the board's sole discretion the location of the annual meeting;**
- or**
- (2) may determine that the meeting will not be held at any place, but may instead be held solely by means of remote communication.**

(c) The failure to hold an annual meeting at the time stated in or fixed in accordance with a corporation's bylaws does not affect the validity of any corporate action.

(d) ~~If provided for in the articles of incorporation or bylaws so provide, any or all shareholders may participate in an annual shareholders' meeting by, or through the use of, any means of communication by which all shareholders participating may simultaneously hear each other during the meeting. A shareholder participating in a meeting by this means is deemed to be present in person at the meeting.~~ **bylaws or authorized by the board of directors, and subject to any guidelines and procedures the board**



of directors adopts, shareholders not physically present at an annual meeting of shareholders may:

(1) participate in the annual meeting of shareholders by means of remote communication; and

(2) if the conditions under subsection (e) are met, be considered present in person and vote at the annual meeting of shareholders, whether the meeting is held at a designated place or solely by means of remote communication.

(e) With respect to an annual meeting at which a shareholder may participate by remote communication, the corporation shall:

(1) implement reasonable measures to verify that each shareholder considered present and permitted to vote at the annual meeting by means of remote communication is that shareholder or the shareholder's proxy;

(2) implement reasonable measures to provide a shareholder described in subdivision (1) with a reasonable opportunity to participate in the annual meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting and communicate with the other persons present at the meeting substantially concurrently with the proceedings; and

(3) maintain a record of any votes cast or actions taken by a shareholder who participated in an annual meeting by remote communication.

SECTION 11. IC 23-1-29-2, AS AMENDED BY P.L.133-2009, SECTION 20, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 2. (a) A corporation with more than fifty (50) shareholders must hold a special meeting of shareholders on call of its board of directors or the person or persons (including, but not limited to, shareholders or officers) specifically authorized to do so by the articles of incorporation or bylaws. If such corporation's articles of incorporation require the holding of a special meeting on the demand of its shareholders, but do not specify the percentage of votes entitled to be cast on an issue necessary to demand such special meeting, the board of directors may establish such percentage in the corporation's bylaws. Absent adoption of such a bylaw provision, the demand for a special meeting must be made by the holders of all of the votes entitled to be cast on an issue.

(b) A corporation with fifty (50) or fewer shareholders must hold a special meeting of shareholders:

(1) on call of its board of directors or the person or persons (including, but not limited to, shareholders or officers)

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specifically authorized to do so by the articles of incorporation or bylaws; or

(2) if the holders of at least twenty-five percent (25%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to such corporation's secretary one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held.

(c) Special shareholders' meetings may be held in or out of Indiana at the place stated in or fixed in accordance with the bylaws ~~If no place is stated or fixed in accordance with the bylaws, special meetings shall be held at the corporation's principal office.~~ **or solely by remote communication if the bylaws so specify. If the bylaws do not state or fix the location of special meetings, a special meeting must be held at a location determined by the board of directors or the board of directors may, in its sole discretion, determine that the meeting will not be held at any place, but may instead be held solely by means of remote communication as provided in subsection (f).**

(d) If not otherwise fixed under section 3 or 7 of this chapter, the record date for determining shareholders entitled to demand a special meeting is the date the first shareholder signs the demand.

(e) Only business within the purpose or purposes described in the meeting notice required by section 5(c) of this chapter may be conducted at a special shareholders' meeting.

(f) ~~If provided for in the articles of incorporation or bylaws so provide, any or all shareholders may participate in a special meeting of shareholders by, or through the use of, any means of communication by which all shareholders participating may simultaneously hear each other during the meeting. A shareholder participating in a meeting by this means is deemed to be present in person at the meeting.~~ **bylaws or authorized by the board of directors, and subject to any guidelines and procedures the board of directors adopts, shareholders not physically present at a special meeting of shareholders may:**

(1) participate in a special meeting of shareholders by means of remote communication; and

(2) if the conditions under subsection (g) are met, be considered present in person and vote at the special meeting of shareholders, whether the meeting is held at a designated place or solely by means of remote communication.

(g) With respect to a special meeting at which a shareholder may participate by remote communication, the corporation shall:



- (1) implement reasonable measures to verify that each shareholder considered present and permitted to vote at the special meeting by means of remote communication is that shareholder or the shareholder's proxy;**
- (2) implement reasonable measures to provide a shareholder described in subdivision (1) with a reasonable opportunity to participate in the special meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting and communicate with the other persons present at the meeting substantially concurrently with the proceedings; and**
- (3) maintain a record of any votes cast or actions taken by a shareholder who participated in a special meeting by remote communication.**

SECTION 12. IC 23-1-29-5, AS AMENDED BY P.L.178-2005, SECTION 2, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 5. (a) A corporation shall, **not less than ten (10) days and not more than sixty (60) days before the date of each annual or special shareholders' meeting**, notify shareholders of all the following:

- (1) The date, time, and place, if the meeting will be located at a place, of each the annual and or special shareholders' meeting.**
- (2) The means of remote communication, if any, by which shareholders may be considered present in person and vote at the meeting.**

~~no fewer than ten (10) nor more than sixty (60) days before the meeting date.~~ Unless this article or the articles of incorporation require otherwise, the corporation is required to give notice only to shareholders entitled to vote at the meeting.

(b) Unless this article or the articles of incorporation require otherwise, notice of an annual meeting need not include a description of the purpose or purposes for which the meeting is called.

(c) Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called.

(d) If not otherwise fixed under section 7 of this chapter, the record date for determining shareholders entitled to notice of and to vote at an annual or special shareholders' meeting is the close of business on the day before the first notice is delivered to shareholders.

(e) Unless the bylaws require otherwise, if an annual or special shareholders' meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, **if any**, if the:

- (1) new date, time, or place; is and**

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(2) means of remote communication, if any, by which shareholders may be considered to be present in person and vote at the adjourned meeting;

are announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under section 7 of this chapter, however, notice of the adjourned meeting must be given under this section to persons who are shareholders as of the new record date.

(f) A corporation may give notice of a shareholders' meeting under this section by mailing the notice, postage prepaid, through the United States Postal Service, using any class or form of mail, if:

- (1) the shares to which the notice relates are of a class of securities that is registered under the Exchange Act (as defined in IC 23-1-43-9); and
- (2) the notice and the related proxy or information statement required under the Exchange Act (as defined in IC 23-1-43-9) are available to the public, without cost or password, through the corporation's Internet web site not fewer than thirty (30) days before the shareholders' meeting.

SECTION 13. IC 23-1-29-6, AS AMENDED BY P.L.133-2009, SECTION 22, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 6. (a) A shareholder may waive any notice required by this article, the articles of incorporation, or bylaws before or after the date and time stated in the notice. The waiver must be:

- (1) in writing;
- (2) signed by the shareholder entitled to the notice; and
- (3) delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(b) A shareholder's attendance at a meeting **or participation by remote communication in a meeting in accordance with this chapter:**

- (1) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

SECTION 14. IC 23-1-30-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1. (a) After fixing a record date for a meeting, a corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of a



shareholders' meeting. The list must be arranged by voting group (and within each voting group by class or series of shares) and show the address of and number of shares held by each shareholder. **This section may not be construed to require a corporation to include electronic mail addresses or other electronic contact information on the list.**

(b) The shareholders' list must be available for inspection by any shareholder entitled to vote at the meeting, beginning five (5) business days before the date of the meeting for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. Subject to IC 23-1-52-2(c), a shareholder, or the shareholder's agent or attorney authorized in writing, is entitled on written demand to inspect and to copy the list, during regular business hours and at the shareholder's expense, during the period it is available for inspection.

(c) The corporation shall make the shareholders' list available at the meeting, and any shareholder, or the shareholder's agent or attorney authorized in writing, is entitled to inspect the list at any time during the meeting or any adjournment. **If the meeting is held solely by means of remote communication, the list must be open to examination by any shareholder at any time during the meeting on a reasonably accessible electronic network. Information required to access the list shall be provided with the notice of the meeting.**

(d) If the corporation refuses to allow a shareholder, or the shareholder's agent or attorney authorized in writing, to inspect the shareholders' list during the period specified in subsection (b) (or copy the list as permitted by subsection (b)), the circuit or superior court of the county where a corporation's principal office (or, if none in Indiana, its registered office) is located, on application of the shareholder, may order the inspection or copying.

(e) Refusal or failure to prepare or make available the shareholders' list does not affect the validity of action taken at the meeting.

(f) The use and distribution of any information acquired from inspection or copying the shareholders' list under the rights granted by this section are subject to IC 23-1-52-5.

SECTION 15. IC 23-1-40-9 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: **Sec. 9. (a) As used in this section, "holding company" means a corporation that, from its incorporation until consummation of a merger governed by this section, was at all times a direct or indirect wholly owned subsidiary of the parent corporation and its shares of capital stock are issued in the merger.**

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(b) For purposes of subsections (d)(7), (e), (f), and (g), "organizational documents" means:

- (1) if used in reference to a corporation, the articles of incorporation of the corporation; and
- (2) if used in reference to a limited liability company, the operating agreement of the limited liability company.

(c) As used in this section, "parent corporation" means a domestic corporation that:

- (1) before a merger governed by this section, was owned by its shareholders; and
- (2) after the merger, the parent corporation or its successor becomes or remains a direct or indirect wholly owned subsidiary of a holding company.

(d) Notwithstanding the requirements of section 3 of this chapter and unless expressly required by a corporation's articles of incorporation, a vote of shareholders of a parent corporation is not necessary to authorize a merger with or into a single direct or indirect wholly owned subsidiary of the parent corporation if all the following apply:

- (1) As a result of the merger, the parent corporation or its successor becomes or remains a direct or indirect wholly owned subsidiary of the holding company.
- (2) The parent corporation and the direct or indirect wholly owned subsidiary of the parent corporation are the only parties to the merger.
- (3) Each share or fraction of a share of the capital stock of the parent corporation outstanding immediately before the effective time of the merger is converted in the merger into a share or an equal fraction of a share of capital stock of a holding company having the same:

(A) designations, rights, powers, and preferences; and

(B) qualifications, limitations, and restrictions;

as the share of stock of the parent corporation being converted in the merger.

(4) The holding company and the parent corporation are domestic corporations and the direct or indirect wholly owned subsidiary that is the other party to the merger is a domestic corporation or domestic limited liability company.

(5) The articles of incorporation and bylaws of the holding company immediately following the effective time of the merger contain provisions identical to the articles of incorporation and bylaws of the parent corporation



immediately before the effective time of the merger. However, the following are not required to be identical under this subdivision:

(A) Any provisions regarding:

- (i) the incorporator or incorporators;
- (ii) the corporate or entity name;
- (iii) the registered office and agent;
- (iv) the initial board of directors; or
- (v) the initial subscribers for shares.

(B) Any provisions contained in any amendment to the articles of incorporation as were necessary to effect a change, exchange, reclassification, subdivision, combination, or cancellation of shares, if the change, exchange, reclassification, subdivision, combination, or cancellation has become effective.

(6) The directors of the parent corporation become or remain the directors of the holding company upon the effective time of the merger.

(7) Subject to subsections (e) and (f), the organizational documents of the surviving entity immediately following the effective time of the merger contain provisions identical in substance to the articles of incorporation of the parent corporation immediately before the effective time of the merger. However, subject to subsection (e), the following are not required to be identical under this subdivision:

(A) Any provisions regarding:

- (i) the incorporator or incorporators;
- (ii) the corporate or entity name;
- (iii) the registered office and agent;
- (iv) the initial board of directors;
- (v) the initial subscribers for shares;
- (vi) references to members rather than shareholders;
- (vii) references to interests, units, or the like rather than shares; or
- (viii) references to managers, managing members, or other members of the governing body rather than directors.

(B) Any provisions contained in any amendment to the articles of incorporation as were necessary to effect a change, exchange, reclassification, subdivision, combination, or cancellation of shares, if the change, exchange, reclassification, subdivision, combination, or



cancellation has become effective.

(8) The shareholders of the parent corporation do not recognize gain or loss for federal income tax purposes as determined by the board of directors of the parent corporation.

(e) The organizational documents of the surviving entity must be amended in the merger to contain, if not contained in the organizational documents, provisions that require:

(1) any act or transaction by or involving the surviving entity, other than the election or removal of:

(A) directors or managers;

(B) managing members; or

(C) other members of the governing body of the surviving entity;

that requires for its adoption under this article or its organizational documents that the approval of the shareholders or members of the surviving entity must, by specific reference to this section, require the approval of the shareholders of the holding company (or any successor by merger), by the same vote as is required by this article or by the organizational documents of the surviving entity. However, for purposes of this subdivision, any surviving entity that is not a corporation shall include in the amendment a requirement that the approval of the shareholders of the holding company be obtained for any act or transaction by or involving the surviving entity, other than the election or removal of directors or managers, managing members, or other members of the governing body of the surviving entity, which would require the approval of the shareholders of the surviving entity if the surviving entity were a corporation subject to this article;

(2) any amendment of the organizational documents of a surviving entity that is not a corporation, which amendment would, if adopted by a corporation subject to this article, be required to be included in the articles of incorporation of the corporation, must, by specific reference to this section, require the approval of the shareholders of the holding company (or any successor by merger), by the same vote as is required by this article or by the organizational documents of the surviving entity; and

(3) the business and affairs of a surviving entity that is not a corporation must be managed by or under the direction of a



board of directors, board of managers, or other governing body consisting of individuals who are subject to the same standards of conduct applicable to, and who are liable for breach of the standards of conduct to the same extent as, directors of a corporation subject to this article.

(f) The organizational documents of the surviving entity may be amended in the merger:

(1) to reduce the number of classes and shares of capital stock or other equity interests or units that the surviving entity is authorized to issue; and

(2) to eliminate any provisions described in IC 23-1-33-6.

(g) Nothing in subsection (e) or any provision of a surviving entity's organizational documents required by subsection (e) may be considered or construed to require approval of the shareholders of the holding company to elect or remove directors or managers, managing members, or other members of the governing body of the surviving entity.

(h) From and after the effective time of a merger adopted by a parent corporation by action of its board of directors and without any vote of shareholders under this section:

(1) to the extent the restrictions of IC 23-1-42 or IC 23-1-43 applied to the parent corporation or to any of its shareholders at the effective time of the merger, the restrictions must apply to the holding company and such shareholders immediately after the effective time of the merger as though the holding company were the parent corporation, and all shares of the holding company acquired in the merger shall for purposes of IC 23-1-42 and IC 23-1-43 be considered to have been acquired at the time that the shares of the parent corporation converted in the merger were acquired, and provided further that:

(A) any shares that immediately before the effective time of the merger were not control shares within the meaning of IC 23-1-42 do not solely by reason of the merger become control shares of the holding company; and

(B) any shareholder who immediately before the effective time of the merger was not an interested shareholder within the meaning of IC 23-1-43 does not solely by reason of the merger become an interested shareholder of the holding company;

(2) if the corporate name of the holding company immediately following the effective time of the merger is the same as the



corporate name of the parent corporation immediately before the effective time of the merger, the shares of capital stock of the holding company into which the shares of capital stock of the parent corporation are converted in the merger shall be represented by the share certificates that previously represented shares of capital stock of the parent corporation; and

(3) to the extent a shareholder of the parent corporation immediately before the merger had standing to institute or maintain derivative litigation on behalf of the parent corporation, this section may not be considered or construed to limit or extinguish that standing.

(i) If a plan of merger is adopted by a parent corporation by action of its board of directors and without any vote of shareholders under this section, the secretary or assistant secretary of the parent corporation shall certify in the articles of merger filed under section 5 of this chapter that the plan of merger has been adopted under this section and that the conditions specified in subsections (d), (e), and (f) have been satisfied.

(j) After the requirements of subsection (i) are met, the articles of merger shall then be filed and become effective, in accordance with section 5 of this chapter. The filing constitutes a representation by the person who executes the articles of merger that the facts stated in the articles of merger remain true immediately before the filing.

SECTION 16. IC 23-1-44-8, AS AMENDED BY P.L.133-2009, SECTION 39, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 8. (a) A shareholder is entitled to dissent from, and obtain payment of the fair value of the shareholder's shares in the event of, any of the following corporate actions:

(1) Consummation of a plan of merger to which the corporation is a party if:

(A) shareholder approval is required for the merger by ~~IC 23-1-40-3~~ **IC 23-1-40** or the articles of incorporation; and

(B) the shareholder is entitled to vote on the merger.

(2) Consummation of a plan of share exchange to which the corporation is a party as the corporation whose shares will be acquired, if the shareholder is entitled to vote on the plan.

(3) Consummation of a sale or exchange of all, or substantially all, of the property of the corporation other than in the usual and regular course of business, if the shareholder is entitled to vote on the sale or exchange, including a sale in dissolution, but not



including a sale pursuant to court order or a sale for cash pursuant to a plan by which all or substantially all of the net proceeds of the sale will be distributed to the shareholders within one (1) year after the date of sale.

(4) The approval of a control share acquisition under IC 23-1-42.

(5) Any corporate action taken pursuant to a shareholder vote to the extent the articles of incorporation, bylaws, or a resolution of the board of directors provides that voting or nonvoting shareholders are entitled to dissent and obtain payment for their shares.

(b) This section does not apply to the holders of shares of any class or series if, on the date fixed to determine the shareholders entitled to receive notice of and vote at the meeting of shareholders at which the merger, plan of share exchange, or sale or exchange of property is to be acted on, the shares of that class or series were a covered security under Section 18(b)(1)(A) or 18(b)(1)(B) of the Securities Act of 1933, as amended.

(c) The articles of incorporation as originally filed or any amendment to the articles of incorporation may limit or eliminate the right to dissent and obtain payment for any class or series of preferred shares. However, any limitation or elimination contained in an amendment to the articles of incorporation that limits or eliminates the right to dissent and obtain payment for any shares:

(1) that are outstanding immediately before the effective date of the amendment; or

(2) that the corporation is or may be required to issue or sell after the effective date of the amendment under any exchange or other right existing immediately before the effective date of the amendment;

does not apply to any corporate action that becomes effective within one (1) year of the effective date of the amendment if the action would otherwise afford the right to dissent and obtain payment.

(d) A shareholder:

(1) who is entitled to dissent and obtain payment for the shareholder's shares under this chapter; or

(2) who would be so entitled to dissent and obtain payment but for the provisions of subsection (b);

may not challenge the corporate action creating (or that, but for the provisions of subsection (b), would have created) the shareholder's entitlement.

(e) Subsection (d) does not apply to a corporate action that was approved by less than unanimous consent of the voting shareholders



under ~~IC 23-1-29-4.5(b)~~ **IC 23-1-29-4** if both of the following apply:

- (1) The challenge to the corporate action is brought by a shareholder who did not consent and as to whom notice of the approval of the corporate action was not effective at least ten (10) days before the corporate action was effected.
- (2) The proceeding challenging the corporate action is commenced not later than ten (10) days after notice of the approval of the corporate action is effective as to the shareholder bringing the proceeding.

SECTION 17. IC 23-1-46-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1. The secretary of state may commence a proceeding under section 2 of this chapter to administratively dissolve a corporation if:

- (1) the corporation does not pay within sixty (60) days after they are due any franchise taxes or penalties imposed by this article or other law;
- (2) the corporation does not deliver for filing its biennial report to the secretary of state within sixty (60) days after it is due;
- (3) the corporation is without a registered agent or registered office in this state for sixty (60) days or more; **or**
- (4) the corporation does not notify the secretary of state within sixty (60) days that its registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued. **or**
- ~~(5) the corporation's period of duration stated in its articles of incorporation expires.~~

SECTION 18. IC 23-1-49-6 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 6. (a) If the corporate name of a foreign corporation does not satisfy the requirements of IC 23-1-23-1, the foreign corporation, to obtain or maintain a certificate of authority to transact business in Indiana:

- (1) may add the word "corporation", "incorporated", "company", or "limited", or the abbreviation "corp.", "inc.", "co.", or "Ltd.", to its corporate name for use in Indiana; or
- (2) may use a fictitious name to transact business in Indiana if its real name is unavailable and it delivers to the secretary of state for filing a copy of the resolution of its board of directors, certified by its secretary, adopting the fictitious name.

(b) Except as authorized by subsections (c) and (d), the corporate name (including a fictitious name) of a foreign corporation must be distinguishable upon the records of the secretary of state from:

- (1) the corporate name of a corporation incorporated or authorized

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to transact business in Indiana;

(2) a corporate name reserved ~~or registered~~ under IC 23-1-23-2;
~~or IC 23-1-23-3;~~

(3) the fictitious name of another foreign corporation authorized to transact business in Indiana; and

(4) the corporate name of a not-for-profit corporation incorporated or authorized to transact business in Indiana.

(c) A foreign corporation may apply to the secretary of state for authorization to use in Indiana the name of another corporation (incorporated or authorized to transact business in Indiana) that is not distinguishable upon the secretary of state's records from the name applied for. The secretary of state shall authorize use of the name applied for if:

(1) the other corporation consents to the use in writing and submits an undertaking in form satisfactory to the secretary of state to change its name to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation; or

(2) the applicant delivers to the secretary of state a certified copy of a final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in Indiana.

(d) A foreign corporation may use in Indiana the name (including the fictitious name) of another domestic or foreign corporation that is used in Indiana if the other corporation is incorporated or authorized to transact business in Indiana and the foreign corporation:

(1) has merged with the other corporation;

(2) has been formed by reorganization of the other corporation; or

(3) has acquired all or substantially all of the assets, including the corporate name, of the other corporation.

(e) If a foreign corporation authorized to transact business in Indiana changes its corporate name to one that does not satisfy the requirements of IC 23-1-23-1, it may not transact business in Indiana under the changed name until it adopts a name satisfying the requirements of IC 23-1-23-1 and obtains an amended certificate of authority under section 4 of this chapter.

SECTION 19. IC 23-1-49-9 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 9. (a) The registered agent of a foreign corporation may resign the agency appointment by signing and delivering to the secretary of state for filing as described in IC 23-1-18 a statement of resignation. The statement of resignation may include a statement that the registered office is also discontinued.

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(b) After filing the statement, the secretary of state shall ~~attach the filing receipt to one (1) copy and~~ mail the copy ~~and receipt~~ to the registered office if not discontinued. The secretary of state shall mail one (1) copy to the foreign corporation at its principal office address shown in its most recent ~~annual~~ **biennial** report.

(c) The agency appointment is terminated, and the registered office discontinued if so provided, on the thirty-first day after the date on which the statement was filed.

SECTION 20. IC 23-1-49-10 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 10. (a) The registered agent of a foreign corporation authorized to transact business in Indiana is the corporation's agent for service of process, notice, or demand required or permitted by law to be served on the foreign corporation.

(b) A foreign corporation may be served by registered or certified mail, return receipt requested, addressed to the secretary of the foreign corporation or other executive officer, as that term is used in Trial Rule 4.6(A)(1), at its principal office shown in its application for a certificate of authority or in its most recent ~~annual~~ **biennial** report if the foreign corporation:

- (1) has no registered agent or its registered agent cannot with reasonable diligence be served;
- (2) has withdrawn from transacting business in Indiana under IC 23-1-50; or
- (3) has had its certificate of authority revoked under IC 23-1-51-2.

(c) Service is perfected under subsection (b) at the earliest of:

- (1) the date the foreign corporation receives the mail;
- (2) the date shown on the return receipt, if signed on behalf of the foreign corporation; or
- (3) five (5) days after its deposit in the United States mail, if mailed postpaid and correctly addressed.

(d) This section does not prescribe the only means, or necessarily the required means, of serving a foreign corporation.

SECTION 21. IC 23-1-51-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1. The secretary of state may commence a proceeding under section 2 of this chapter to revoke the certificate of authority of a foreign corporation authorized to transact business in Indiana if:

- (1) the foreign corporation does not deliver its ~~annual~~ **biennial** report to the secretary of state within sixty (60) days after it is due;
- (2) the foreign corporation does not pay within sixty (60) days after they are due any franchise taxes or penalties imposed by this



article or other law;

(3) the foreign corporation is without a registered agent or registered office in Indiana for sixty (60) days or more;

(4) the foreign corporation does not inform the secretary of state under IC 23-1-49-8 or IC 23-1-49-9 that its registered agent or registered office has changed, that its registered agent has resigned, or that its registered office has been discontinued within sixty (60) days of the change, resignation, or discontinuance;

(5) an incorporator, director, officer, or agent of the foreign corporation signed a document the incorporator, director, officer, or agent knew was false in any material respect with intent that the document be delivered to the secretary of state for filing; or

(6) the secretary of state receives a duly authenticated certificate from the secretary of state or other official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated stating that it has been dissolved or disappeared as the result of a merger.

SECTION 22. IC 23-1-51-2, AS AMENDED BY P.L.63-2014, SECTION 7, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 2. (a) If the secretary of state determines that one (1) or more grounds exist under section 1 of this chapter for revocation of a certificate of authority, the secretary of state shall, under IC 23-1-49-10, serve the foreign corporation with written notice of the determination, unless the secretary of state:

(1) receives a receipt showing failure of service of process upon the foreign corporation's registered agent at the address of the registered office; and

(2) determines that the secretary of state's office has no record of the foreign corporation's principal office address.

(b) If the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty (60) days after service of the notice is perfected under IC 23-1-49-10, the secretary of state may revoke the foreign corporation's certificate of authority by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the foreign corporation under IC 23-1-49-10.

(c) The authority of a foreign corporation to transact business in Indiana ceases on the date shown on the certificate revoking its certificate of authority.

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(d) The secretary of state's revocation of a foreign corporation's certificate of authority appoints the secretary of state the foreign corporation's agent for service of process in any proceeding based on a cause of action that arose during the time the foreign corporation was authorized to transact business in Indiana. Service of process on the secretary of state under this subsection is service on the foreign corporation. Upon receipt of process, the secretary of state shall mail a copy of the process to the secretary of the foreign corporation at its principal office shown in its most recent ~~annual~~ **biennial** report or in any subsequent communication received from the corporation stating the current mailing address of its principal office, or, if none are on file, in its application for a certificate of authority.

(e) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the corporation.

SECTION 23. IC 23-1-52-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1. (a) A corporation shall keep as permanent records minutes of all meetings of its shareholders and board of directors, a record of all actions taken by the shareholders or board of directors without a meeting, and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation.

(b) A corporation shall maintain appropriate accounting records.

(c) A corporation or its agent shall maintain a record of its shareholders, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each.

(d) A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(e) A corporation shall keep a copy of the following records at its principal office:

- (1) Its articles or restated articles of incorporation and all amendments to them currently in effect.
- (2) Its bylaws or restated bylaws and all amendments to them currently in effect.
- (3) Resolutions adopted by its board of directors with respect to one (1) or more classes or series of shares and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding.
- (4) The minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three (3) years.



(5) All written communications to shareholders generally within the past three (3) years, including the financial statements furnished for the past three (3) years under IC 23-1-53-1.

(6) A list of the names and business addresses of its current directors and officers.

(7) Its most recent ~~annual~~ **biennial** report delivered to the secretary of state under IC 23-1-53-3.

SECTION 24. IC 23-2-2.5-45 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 45. In connection with the administration and enforcement of the provisions of this chapter, it is hereby made the duty of the attorney general of Indiana to render all necessary assistance to the commissioner upon ~~his~~ **the commissioner's** request, and to that end the attorney general shall employ such legal and such other professional services as shall be necessary to adequately and fully perform such service under the direction of the commissioner as the demands of the securities division shall require, and any expenses so incurred by the attorney general for the purposes aforesaid shall be chargeable against and paid out of the securities division fund and if such fund is insufficient for the payment of such expenses and any expenses of the securities division incident to the administration of this chapter, then a sufficient sum of money for the payment of any such deficiency is hereby appropriated annually out of any money received by the secretary of state as fees for the incorporation and for the filing of the ~~annual~~ **biennial** reports of corporations.

SECTION 25. IC 23-4-1-45.3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 45.3. (a) A person may reserve the exclusive right to the use of a name ~~including a fictitious name for a foreign limited liability partnership whose name is not available~~; by delivering an application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the name is available, the secretary of state shall reserve the name for the exclusive use of the applicant for renewable one hundred twenty (120) day periods.

(b) The owner of a reserved name may transfer the reservation to another person by delivering to the secretary of state a signed notice of the transfer that states the name and address of the transferee.

SECTION 26. IC 23-4-1-45.4 IS REPEALED [EFFECTIVE JULY 1, 2015]. ~~Sec. 45.4. (a) A foreign limited liability partnership may register its name, or its name with any addition required by section 45 of this chapter, if the name is distinguishable upon the records of the secretary of state as provided in section 45 of this chapter.~~

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(b) A foreign limited liability partnership registers its name, or its name with any addition required by section 45 of this chapter, by delivering to the secretary of state for filing an application setting forth:

- (1) its name, or its name with any addition required by section 45 of this chapter; and
- (2) the state or country and date of its formation.

(c) The name is registered for the applicant's exclusive use upon the effective date of the application.

(d) A foreign limited liability partnership whose registration is effective may renew the registration for successive years by delivering to the secretary of state for filing a renewal application that complies with subsection (b). The renewal application must be filed between October 1 and December 31 of the preceding year. The filing of the renewal application renews the registration for the following calendar year.

(e) A foreign limited liability partnership whose registration is effective may thereafter qualify as a foreign limited liability partnership under that name or consent in writing to the use of that name by a limited liability partnership thereafter formed under this article or by another foreign limited liability partnership thereafter authorized to transact business in Indiana. The registration terminates when the domestic limited liability partnership is formed or the foreign limited liability partnership qualifies or consents to the qualification of another foreign limited liability partnership under the registered name.

SECTION 27. IC 23-4-1-45.5 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 45.5. The secretary of state shall collect the following fees when the documents described in this chapter are delivered to the secretary of state for filing:

- | | |
|--|------|
| (1) Application for reservation of name | \$20 |
| (2) Application for renewal of reservation | \$20 |
| (3) Notice of transfer of reserved name | \$20 |
| (4) Application of registered name | \$30 |
| (5) Application for renewal of registered name | \$30 |

SECTION 28. IC 23-4-1-45.6 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: **Sec. 45.6. (a) A limited liability partnership may correct a document filed with the secretary of state if:**

- (1) the document contains an incorrect statement or an inaccuracy;
- (2) the document was defectively signed, attested, sealed, verified, or acknowledged; or

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- (3) the electronic transmission of the document was defective.
- (b) A document is corrected:
- (1) by preparing articles of correction that:
 - (A) describe the document, including its filing date, or attach a copy of the document to the articles;
 - (B) specify the incorrect statement or inaccuracy and reason it is incorrect or inaccurate or the manner in which the execution was defective; and
 - (C) correct the incorrect statement, inaccuracy, or defective execution; and
 - (2) by delivering the articles of correction to the secretary of state for filing.
- (c) Articles of correction are effective on the effective date of the document that they correct except as to persons reasonably relying on the uncorrected document and adversely affected by the correction. As to those persons, articles of correction are effective when filed or when the reliance ceased to be reasonable, whichever first occurs.

SECTION 29. IC 23-4-1-51 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 51. (1) A registered agent may resign the agency appointment by signing and delivering to the secretary of state for filing the signed original ~~and two (2) exact or conformed copies~~ of a statement of resignation. The statement may include a statement that the registered office is also discontinued.

(2) After filing the statement, the secretary of state shall mail ~~one~~ ~~(1)~~ a copy to the limited liability partnership or foreign limited liability partnership at the partnership's principal office and ~~the other another~~ copy to the registered office, if the registered office has not been discontinued.

(3) The agency appointment is terminated and the registered office discontinued, if discontinued under the statement, thirty-one (31) days after the statement was filed.

(4) A limited liability partnership or foreign limited liability partnership notified under paragraph (2) shall notify the secretary of state of a new registered agent and provide a new registered office not later than the end of the thirty-first day under paragraph (3).

SECTION 30. IC 23-5-1-11 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 11. (a) Any business trust, domestic or foreign, which has obtained authority under this chapter to transact business in Indiana may surrender its said authority at any time by:

- (1) filing in the office of the secretary of state a file-marked copy

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of a resolution duly adopted by its trustees declaring its intention to withdraw, accompanied by a withdrawal fee of thirteen dollars (\$13);

(2) recording a copy thereof in the office of the county recorder of the county in which the principal office of said business trust in this state is located; and

(3) filing all ~~annual~~ **biennial** reports and paying all ~~annual~~ fees required by section ~~10~~ **10.1** of this chapter and not theretofore filed and paid.

(b) During a period of five (5) years following the effective date of such withdrawal, the business trust shall nevertheless be entitled to convey and dispose of its property and assets in this state, settle and close out its business in this state, and perform any other act or acts pertinent to the liquidation of its business, property, and assets in this state, and to prosecute and defend all suits filed prior to the expiration of said five (5) year period involving causes of action prior to the effective date of such withdrawal or arising out of any action or transactions occurring during said five (5) year period in the course of the liquidation of its business, property, or assets. The withdrawal of a business trust as provided in this section shall have no effect upon any suit filed by or against it prior to the expiration of said five (5) year period until such suit has been finally determined or otherwise finally concluded and all judgments, orders, and decrees entered therein have been fully executed, even though such final determination, conclusion, or execution occurs after the expiration of said five (5) year period.

(c) With respect to a foreign business trust, withdrawal under this section shall not affect its written consent to be sued in the courts of this state, or the jurisdiction over public foreign business trusts of the courts of this state, with respect to any cause of action which arose prior to the effective date of its withdrawal.

SECTION 31. IC 23-15-6-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1. This chapter applies to a corporation organized in Indiana, or doing business in Indiana, regardless of the law under which it was incorporated or admitted to do business in Indiana and whether or not it is required to file an annual or biennial report with any other governmental agency, if the corporation is not required to file ~~an annual or a~~ biennial report with the secretary of state under other provisions of this title.

SECTION 32. IC 23-15-6-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 2. A corporation subject to this chapter shall deliver to the secretary of state for filing

~~(1) an annual report; or~~

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(2) a biennial report if ~~the corporation is a domestic corporation organized for profit;~~
that contains the information required by IC 23-1-53-3 **or IC 23-17-27-8.**

SECTION 33. IC 23-15-6-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 3. ~~Annual or~~ Biennial reports required by this chapter must be delivered at the same times as those set forth in IC 23-1-53-3 **or IC 23-17-27-8.**

SECTION 34. IC 23-15-6-4 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 4. If ~~an annual or~~ a biennial report does not contain the information required by this chapter, the secretary of state shall promptly notify the reporting corporation in writing and return the report to it for correction. If the report is corrected to contain the information required by this section and delivered to the secretary of state within thirty (30) days after the effective date of notice, it is deemed to be timely filed.

SECTION 35. IC 23-15-6-5 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 5. (a) The secretary of state may commence a proceeding under this section to administratively dissolve a corporation incorporated under Indiana law if the corporation does not deliver its ~~annual or~~ biennial report to the secretary of state within sixty (60) days after it is due.

(b) The procedure for administrative dissolution under this section is the same as that set forth in IC 23-1-46-2 **and IC 23-17-23-2.**

(c) The procedure for reinstatement after an administrative dissolution under this section is the same as that set forth in IC 23-1-46-3 **and IC 23-17-23-3.**

(d) The procedures for denial and appeal of a denial of reinstatement under this section are the same as those set forth in IC 23-1-46-4 **and IC 23-17-23-4.**

SECTION 36. IC 23-15-6-6 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 6. (a) The secretary of state may commence a proceeding under this section to revoke the certificate of authority of a corporation admitted to do business in Indiana if the corporation does not deliver its ~~annual~~ **biennial** report to the secretary of state within (60) days after it is due.

(b) The procedure for revocation of a certificate of authority under this section is the same as that set forth in IC 23-1-51-2 **and IC 23-17-26-13.**

(c) The procedure for appeal of a revocation under this section is the same as that set forth in IC 23-1-51-3 **and IC 23-17-26-14.**

SECTION 37. IC 23-16-2-1 IS AMENDED TO READ AS

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FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1. (a) The name of each limited partnership as set forth in its certificate of limited partnership:

- (1) must contain the words "limited partnership" or the abbreviation "L.P.";
- (2) may not contain the name of a limited partner unless:
 - (A) it is also the name of a general partner or the corporate name of a corporate general partner; or
 - (B) the business of the limited partnership had been carried on under that name before the admission of that limited partner;
- (3) may not contain any word or phrase indicating or implying that it is organized other than for a purpose stated in its partnership agreement; and
- (4) except as provided in subsection (b), must be such as to distinguish it upon the records in the office of the secretary of state from the name of any limited partnership or other business entity reserved ~~registered~~, or organized under the laws of Indiana or qualified to do business or registered as a foreign limited partnership in Indiana.

(b) A limited partnership may apply to the secretary of state to use a name that is not distinguishable upon the secretary of state's records from one (1) or more of the names described in subsection (a). The secretary of state shall authorize use of the name applied for if:

- (1) the other domestic or foreign limited partnership or other business entity files its written consent to the use of its name, signed by any current general partner of the other limited partnership and verified subject to the penalties for perjury; or
- (2) the applicant delivers to the secretary of state a certified copy of a final court judgment establishing the applicant's right to use the name applied for in Indiana.

SECTION 38. IC 23-16-2-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 2. (a) A person may reserve the exclusive right to the use of a name ~~including a fictitious name by a foreign limited partnership whose name is not available~~, by delivering an application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the name is available, the secretary of state shall reserve the name for the exclusive use of the applicant for renewable one hundred twenty (120) day periods.

(b) The owner of a reserved name may transfer to another person by delivering to the secretary of state a signed notice of the transfer that states the name and address of the transferee.

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SECTION 39. IC 23-16-2-2.5 IS REPEALED [EFFECTIVE JULY 1, 2015]. Sec. 2.5: (a) A foreign limited partnership may register its name; or its name with any addition required by section † of this chapter; if the name is distinguishable upon the records of the secretary of state as provided in section † of this chapter:

(b) A foreign limited partnership registers its name; or its name with any addition required by section † of this chapter; by delivering to the secretary of state for filing an application setting forth:

(1) its name; or its name with any addition required by section † of this chapter; and

(2) the state or country and date of its formation:

(c) The name is registered for the applicant's exclusive use upon the effective date of the application:

(d) A foreign limited partnership whose registration is effective may renew the registration for successive years by delivering to the secretary of state for filing a renewal application that complies with subsection (b). The renewal application must be filed between October † and December 3† of the preceding year. The filing of the renewal application renews the registration for the following calendar year:

(e) A foreign limited partnership whose registration is effective may thereafter register as a foreign limited partnership under that name or consent in writing to the use of that name by a limited partnership thereafter formed under this article or by another foreign limited partnership thereafter authorized to transact business in Indiana. The registration terminates when the domestic limited partnership is formed or the foreign limited partnership registers or consents to the registration of another foreign limited partnership under the registered name:

SECTION 40. IC 23-16-2-4 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 4. (a) A registered agent may resign the agency appointment by signing and delivering to the secretary of state for filing the signed original ~~and two (2) exact or conformed copies of~~ a statement of resignation.

(b) After filing the statement, the secretary of state shall mail one (1) copy to the limited partnership at the office referred to in section 3(a)(1) of this chapter.

(c) The agency appointment is terminated on the thirty-first day after the date on which the statement was filed.

SECTION 41. IC 23-16-3-3.1 IS ADDED TO THE INDIANA CODE AS A **NEW** SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: **Sec. 3.1. (a) A foreign limited partnership may correct a document filed with the secretary of**



state if:

- (1) the document contains an incorrect statement or an inaccuracy;
- (2) the document was defectively signed, attested, sealed, verified, or acknowledged; or
- (3) the electronic transmission of the document was defective.

(b) A document is corrected:

(1) by preparing articles of correction that:

- (A) describe the document, including its filing date, or attach a copy of the document to the articles;
- (B) specify the incorrect statement or inaccuracy and the reason it is incorrect or inaccurate or the manner in which the execution was defective; and
- (C) correct the incorrect statement, inaccuracy, or defective execution; and

(2) by delivering the articles of correction to the secretary of state for filing.

(c) Articles of correction are effective on the effective date of the document they correct except as to persons reasonably relying on the uncorrected document and adversely affected by the correction. As to those persons, articles of correction are effective when filed or when the reliance ceased to be reasonable, whichever first occurs.

SECTION 42. IC 23-16-3-7 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 7. (a) The original signed copy (~~together with a duplicate copy, which may be either a signed or conformed copy~~) of the certificate of limited partnership, of any certificates of amendment or cancellation (or of any judicial decree of amendment or cancellation), and of any restated certificate shall be delivered to the secretary of state. A person who executes a certificate as an agent or fiduciary need not exhibit evidence of the person's authority as a prerequisite to filing. Unless the secretary of state finds that a certificate does not conform to law, upon receipt of all filing fees required by law, the secretary of state shall:

- (1) endorse on the original ~~and each copy~~ the word "filed" and the date and time of the filing;
- (2) file the original certificate; and
- (3) ~~return the copy to the person who filed it or to that person's representative. deliver the filed document to the limited partnership or its representative.~~

(b) In the absence of fraud an endorsement by the secretary of state under subsection (a) is conclusive evidence of the date and time of the

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filing of the certificate.

(c) Upon the filing of a certificate of amendment (or judicial decree of amendment) or a restated certificate in the office of the secretary of state, or upon the effective date or time provided for in a certificate of amendment (or judicial decree of amendment) or a restated certificate, the certificate of limited partnership is amended or restated as set forth in the certificate of amendment or restated certificate. Upon the filing of a certificate of cancellation (or a judicial decree of cancellation), or upon the effective date or time of a certificate of cancellation (or a judicial decree thereof), the certificate of limited partnership is ~~cancelled~~: **canceled**.

SECTION 43. IC 23-16-3-7.1 IS ADDED TO THE INDIANA CODE AS A **NEW** SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: **Sec. 7.1. (a) A limited partnership may correct a document filed with the secretary of state if:**

- (1) the document contains an incorrect statement or an inaccuracy;**
- (2) the document was defectively signed, attested, sealed, verified, or acknowledged; or**
- (3) the electronic transmission of the document was defective.**

(b) A document is corrected:

- (1) by preparing articles of correction that:**
 - (A) describe the document, including its filing date, or attach a copy of the document to the articles;**
 - (B) specify the incorrect statement or inaccuracy and the reason it is incorrect or inaccurate or the manner in which the execution was defective; and**
 - (C) correct the incorrect statement, inaccuracy, or defective execution; and**
- (2) by delivering the articles of correction to the secretary of state for filing.**

(c) Articles of correction are effective on the effective date of the document they correct except as to persons reasonably relying on the uncorrected document and adversely affected by the correction. As to those persons, articles of correction are effective when filed or when the reliance ceased to be reasonable, whichever first occurs.

SECTION 44. IC 23-16-10-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: **Sec. 2. (a) Before transacting business in Indiana, a foreign limited partnership shall register with the secretary of state. In order to register, a foreign limited partnership must submit to the secretary of state an original copy**

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executed by a general partner ~~together with a duplicate copy~~, of an application for registration as a foreign limited partnership, signed and sworn to under penalties for perjury by a general partner. The application must set forth the following:

- (1) The name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in Indiana.
 - (2) The state, territory, possession, foreign country, or other jurisdiction where the limited partnership was organized, the date of its formation and a statement signed by a general partner that, as of the date of filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its organization.
 - (3) The nature of the business or purpose to be promoted in Indiana.
 - (4) The name and address of the registered agent for service of process required under section 4 of this chapter.
 - (5) The name and business address, residence address, or mailing address of each general partner.
 - (6) The date on which the foreign limited partnership first transacted, or intends to transact, business in Indiana.
 - (7) The address of the office at which is kept a list of the names and addresses of the limited partners and the capital contributions of each, together with a statement by the foreign limited partnership that it will keep those records until the foreign limited partnership's registration in Indiana is ~~cancelled~~: **canceled**.
- (b) The following activities, among others, do not constitute transacting business within the meaning of subsection (a):
- (1) Maintaining, defending, or settling any proceeding.
 - (2) Holding meetings of the partners or carrying on other activities concerning internal partnership affairs.
 - (3) Maintaining bank accounts.
 - (4) Maintaining offices or agencies for the transfer, exchange, and registration of the partnership's own securities or maintaining trustees or depositaries with respect to those securities.
 - (5) Selling through independent contractors.
 - (6) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside Indiana before they become contracts.
 - (7) Creating or acquiring indebtedness, mortgages, and security interests in real or personal property.
 - (8) Securing or collecting debts or enforcing mortgages and



security interests in property securing the debts.

(9) Owning, without more, real or personal property.

(10) Conducting an isolated transaction that is completed within thirty (30) days and that is not one (1) of a course of repeated transactions of a like nature.

(11) Transacting business in interstate commerce.

(c) Service of legal process upon any foreign limited partnership shall be made as provided in IC 23-16-2-3, except the secretary of state is the agent for service of process for a foreign limited partnership transacting business in Indiana without registration.

SECTION 45. IC 23-16-10-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 3. ~~(a)~~ If the secretary of state finds that an application for registration conforms to law and all requisite fees have been paid, the secretary of state shall do the following:

(1) Endorse on the application the word "filed", and the date and time of the filing. This endorsement is conclusive evidence of the date and time of its filing in the absence of fraud.

(2) File the original application.

(3) Issue a certificate of registration to transact business in Indiana.

(4) Deliver the filed document to the foreign limited partnership or its representative.

~~(b) The certificate of registration, together with a copy of the application, shall be returned to the person who filed the application or to that person's representative.~~

SECTION 46. IC 23-16-10-4, AS AMENDED BY P.L.63-2014, SECTION 16, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 4. (a) Except as provided in subsection (b), a foreign limited partnership may register with the secretary of state under any name (whether or not it is the name under which it is registered in the jurisdiction of its organization) that:

(1) includes the words "limited partnership" or the abbreviation "L.P."; and

(2) could be registered by a domestic limited partnership.

(b) A foreign limited partnership may apply to the secretary of state to use a name that is not distinguishable upon the secretary of state's records from one (1) or more of the names described in subsection (a). The secretary of state shall authorize use of the name applied for if:

(1) the other domestic or foreign limited partnership files its written consent to the use of its name, signed by any current general partner of the other limited partnership and verified



subject to the penalties for perjury; or

(2) the applicant delivers to the secretary of state a certified copy of a final court judgment establishing the applicant's right to use the name applied for in Indiana.

(c) Each foreign limited partnership shall have and maintain:

(1) an office, which may be (but need not be) a place of its business in Indiana; and

(2) a registered agent whose business address is in Indiana for service of process on the foreign limited partnership, which may be:

(A) an individual resident of Indiana; or

(B) a domestic corporation or a foreign corporation authorized to transact business in Indiana.

(d) Each foreign limited partnership that qualifies after June 30, 2014, to do business in Indiana shall file with the secretary of state:

(1) the registered agent's written consent; or

(2) a representation that the registered agent has consented.

(e) Each foreign limited partnership qualified to do business in Indiana shall provide to the foreign limited partnership's registered agent, and update from time to time as necessary, the name, business address, and business telephone number of a natural person who is:

(1) an officer, a director, an employee, or a designated agent of the foreign limited partnership; and

(2) authorized to receive communications from the registered agent.

The natural person is considered to be the communications contact for the foreign limited partnership.

(f) A registered agent shall retain, in paper or electronic form, the information provided by a foreign limited partnership under subsection (e).

(g) If a foreign limited partnership fails to provide the registered agent with the information required under subsection (e), the registered agent may resign, as provided in subsection (j), as the registered agent for the foreign limited partnership.

(h) A foreign limited partnership may change its registered agent by delivering to the secretary of state for filing a statement containing the following:

(1) The name of the foreign limited partnership.

(2) The name of its current registered agent.

(3) The name and business address of the new registered agent and the new agent's consent to the appointment (either on the statement or attached to it).

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(i) If a registered agent changes the address of the registered agent's business office, the registered agent must notify the foreign limited partnership in writing of the change, and sign and deliver to the secretary of state for filing a statement that complies with the requirements of subsection (h) and recites that the foreign limited partnership has been notified of the change.

(j) A registered agent may resign the agency appointment by signing and delivering to the secretary of state for filing the signed original ~~and two (2) exact or conformed copies~~ of a statement of resignation. After filing the statement, the secretary of state shall mail one (1) copy to the partnership at the office referred to in subsection (c)(1). The agency appointment is terminated on the thirty-first day after the date on which the statement was filed.

SECTION 47. IC 23-16-12-4, AS AMENDED BY P.L.106-2008, SECTION 51, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 4. (a) The secretary of state shall collect the following fees when the documents described in this section are delivered by a domestic or foreign limited partnership to the secretary of state for filing:

Document	Electronic Filing Fee	Filing Fee (Other than electronic filing)
(1) Application for reservation of name	\$10	\$20
(2) Application for use of indistinguishable name	\$10	\$20
(3) Application for renewal of reservation	\$10	\$20
(4) Notice of transfer of reserved name	\$10	\$20
(5) Application of registered name	\$20	\$30
(6) Application for renewal of registered name	\$20	\$30
(7) (5) Certificate of change of registered agent's business address	No fee	No fee
(8) (6) Certificate of resignation of agent	No fee	No fee
(9) (7) Certificate of limited partnership	\$75	\$90
(10) (8) Certificate of amendment	\$20	\$30
(11) (9) Certificate of cancellation	\$75	\$90
(12) (10) Restated certificate of limited partnership or registration	\$20	\$30

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(13) (11) Restated certificate of limited partnership or registration with amendments	\$20	\$30
(14) (12) Application for registration	\$75	\$90
(15) (13) Certificate of change of application	\$20	\$30
(16) (14) Certificate of cancellation of registration	\$20	\$30
(17) (15) Certificate of change of registered agent	No fee	No fee
(18) (16) Application for certificate of existence or authorization	\$15	\$15
(19) (17) Any other document required or permitted to be filed under this article, including an application for any other certificates or certification certificate (except for any such other certificates that the secretary of state may determine to issue without additional fee in connection with particular filings)	\$20	\$30

The secretary of state shall prescribe the electronic means of filing documents to which the electronic filing fees set forth in this section apply.

(b) The secretary of state shall collect a fee of ten dollars (\$10) each time process is served on the secretary of state under this article. If the party to a proceeding causing service of process prevails in the proceeding, then that party is entitled to recover this fee as costs from the nonprevailing party.

(c) The secretary of state shall collect the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign limited partnership:

- (1) Per page for copying \$ 1
- (2) For a certification stamp \$15

The fees under this subsection do not apply to any copies or certifications that are processed on the secretary of state's Internet web site.

SECTION 48. IC 23-16-12-5.1, AS AMENDED BY P.L.63-2014, SECTION 17, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 5.1. ~~(a)~~ For purposes of this article, a document is delivered for filing if the document is transferred to the secretary of



state by hand, mail, or a form of electronic transmission meeting the requirements established by the secretary of state.

~~(b) If a document is delivered for filing by hand or mail, the document must be accompanied by:~~

~~(1) two (2) exact or conformed copies of a document filed under IC 23-16-2-4 or IC 23-16-10-4; or~~

~~(2) one (1) exact or conformed copy of any other document filed under this article.~~

SECTION 49. IC 23-17-2-21 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2016]: Sec. 21. "Principal office" means the office, inside or outside of Indiana, designated in ~~an annual~~ **a biennial** report filed under IC 23-17-27-8 where the principal offices of a domestic or foreign corporation are located.

SECTION 50. IC 23-17-5-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1. (a) A corporate name:

(1) must contain the word "corporation", "incorporated", "company", or "limited" or the abbreviation "corp.", "inc.", "co.", or "Ltd.", or similar words or abbreviations in another language; and

(2) except as provided in subsection (e), may not contain language stating or implying that the corporation is organized for a purpose other than a purpose permitted by this article and the corporation's articles of incorporation.

(b) Except as authorized under subsections (c) and (d), a corporate name must be distinguishable upon the records of the secretary of state from the following:

(1) The corporate name of a nonprofit or business corporation incorporated or authorized to do business in Indiana.

(2) A corporate name reserved ~~or registered~~ under section 2 ~~or 3~~ of this chapter.

(3) The fictitious name of a foreign business or nonprofit corporation authorized to transact business in Indiana because a real name is unavailable.

(c) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the secretary of state's records from at least one (1) of the names described in subsection (b). The secretary of state shall authorize use of the name applied for if:

(1) the other corporation consents to the use in writing; or

(2) the applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction

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establishing the applicant's right to use the name applied for in Indiana.

(d) A corporation may use the name of another domestic or foreign business corporation that is used in Indiana if the other corporation is incorporated or authorized to do business in Indiana and the proposed user corporation:

- (1) has merged with the other corporation;
- (2) has been formed by reorganization of the other corporation; or
- (3) has acquired all or substantially all of the assets, including the corporate name, of the other corporation.

(e) Except as provided under IC 23-17-26-6, this article does not control the use of fictitious names.

SECTION 51. IC 23-17-5-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 2. (a) A person may reserve the exclusive use of a name ~~including a fictitious name for a foreign corporation whose name is not available~~, by delivering an application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the name applied for is available, the secretary of state shall reserve the name for the applicant's exclusive use for a one hundred twenty (120) day period.

(b) The owner of a reserved name may transfer the reservation to another person by delivering to the secretary of state a signed notice of the transfer that states the name and address of the transferee.

SECTION 52. IC 23-17-5-3 IS REPEALED [EFFECTIVE JULY 1, 2015]. Sec. 3: (a) ~~A foreign corporation may register the foreign corporation's:~~

- ~~(1) name; or~~
- ~~(2) name with any addition required under IC 23-17-26-6;~~

~~if the name is distinguishable upon the records of the secretary of state as provided in section 1 of this chapter.~~

~~(b) A foreign corporation registers the foreign corporation's name, with any addition required under IC 23-17-26-6, by delivering to the secretary of state for filing an application setting forth:~~

- ~~(1) its name; or its name with any addition required by IC 23-17-26-6; and~~
- ~~(2) the state or country and date of its incorporation.~~

~~(c) The name is registered for the applicant's exclusive use upon the effective date of the application.~~

~~(d) A foreign corporation whose registration is effective may renew the registration for successive years by delivering to the secretary of state for filing a renewal application that complies with the~~



requirements of subsection (b) between October 1 and December 31 of the preceding year. The renewal application renews the registration for the following year:

- (c) A foreign corporation whose registration is effective may:
 - (1) qualify as a foreign corporation under that name; or
 - (2) consent in writing to the use of that name by:
 - (A) a domestic corporation subsequently incorporated under this article; or
 - (B) another foreign corporation subsequently authorized to transact business in Indiana.

The registration terminates when the domestic corporation is incorporated or the foreign corporation qualifies or consents to the qualification of another foreign corporation under the registered name.

SECTION 53. IC 23-17-17-4 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2016]: Sec. 4. (a) Unless articles of incorporation provide otherwise, a corporation's board of directors may adopt at least one (1) amendment to the corporation's articles without member approval to do the following:

- (1) To extend the duration of the corporation that was incorporated at a time when limited duration was required by law.
- (2) To delete the names and addresses of the initial directors and incorporators.
- (3) To delete the name and address of the initial registered agent or registered office if a statement of change is on file with the secretary of state.
- (4) To change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd.", for a similar word or abbreviation in the name or by adding, deleting, or changing a geographical attribution to the name.
- (5) To delete a mailing address if ~~an annual~~ **a biennial** report has been filed with the secretary of state.
- (6) To include a statement identifying the corporation as a public benefit, mutual benefit, or religious corporation.
- (7) To make any other change expressly permitted by this article to be made by director action.

(b) If a corporation has no members, the corporation's incorporators may, until directors have been chosen and then the corporation's board of directors, adopt amendments to the corporation's articles of incorporation subject to any approval required under section 1 of this chapter. The amendment must be approved by a majority of the directors in office or, if the directors have not yet been chosen, by a



majority of the incorporators, at the time the amendment is adopted. The corporation shall provide notice of a meeting at which an amendment is to be voted upon. The notice must do the following:

- (1) Be in accordance with IC 23-17-15-3.
- (2) State that the purpose of the meeting is to consider a proposed amendment to the articles of incorporation.
- (3) Contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

SECTION 54. IC 23-17-17-9 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2016]: Sec. 9. (a) A corporation restating the corporation's articles of incorporation shall deliver to the secretary of state articles of restatement setting forth the name of the corporation and the text of the restated articles of incorporation together with a certificate setting forth the following:

- (1) Whether the restatement contains an amendment to the articles of incorporation requiring approval by the members or another person other than the board of directors and, if the restatement does not, that the board of directors adopted the restatement.
- (2) If the restatement contains an amendment to the articles of incorporation requiring approval by the members, the information required under section 7 of this chapter.
- (3) If the restatement contains an amendment to the articles of incorporation requiring approval by a person whose approval is required under section 1 of this chapter, a statement that the approval was obtained.

(b) The restatement of articles of incorporation must include all statements required to be included in original articles of incorporation except that no statement is required to be made with respect to the following:

- (1) The names and addresses of the incorporators or the initial or present registered office or agent.
- (2) The mailing address of the corporation if ~~an annual~~ **a biennial** report has been filed with the secretary of state.

(c) Duly adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to the original articles of incorporation.

(d) The secretary of state may certify restated articles of incorporation as the articles of incorporation currently in effect without including the certificate information required under subsection (a).

SECTION 55. IC 23-17-23-1, AS AMENDED BY P.L.92-2013, SECTION 79, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE

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JULY 1, 2015]: Sec. 1. The secretary of state may commence a proceeding under section 2 of this chapter to administratively dissolve a corporation if the following occur:

- (1) The corporation does not pay within sixty (60) days after they are due any taxes or penalties imposed by this article or other law.
- (2) The corporation does not deliver the corporation's annual **report (until July 1, 2016) or biennial report (after June 30, 2016)** to the secretary of state within sixty (60) days after the report is due.
- (3) The corporation is without a registered agent or registered office in Indiana for at least sixty (60) days.
- (4) The corporation does not notify the secretary of state within sixty (60) days that the corporation's:
 - (A) registered agent or registered office has been changed;
 - (B) registered agent has resigned; or
 - (C) registered office has been discontinued.
- ~~(5) The corporation's period of duration, if any, stated in the corporation's articles of incorporation expires.~~
- ~~(6)~~ (5) The secretary receives credible evidence that the corporation is engaged in:
 - (A) illegal activity; or
 - (B) activity not authorized by the corporation's articles of incorporation.

SECTION 56. IC 23-17-26-6 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 6. (a) If the corporate name of a foreign corporation does not satisfy the requirements of IC 23-17-5-1, the foreign corporation may, to obtain or maintain a certificate of authority to transact business in Indiana:

- (1) add the word "corporation", "incorporated", "company", or "limited" or the abbreviation "corp.", "inc.", "co.", or "ltd.", to the foreign corporation's corporate name for use in Indiana; or
- (2) use a fictitious name to transact business in Indiana if the foreign corporation's real name is unavailable and the foreign corporation delivers to the secretary of state for filing a copy of the resolution of the foreign corporation's board of directors, certified by the foreign corporation's secretary, adopting the fictitious name.

(b) Except as authorized by subsections (c) and (d), the corporate name, including a fictitious name, of a foreign corporation must be distinguishable upon the records of the secretary of state from the following:

- (1) The corporate name of a corporation incorporated or

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authorized to transact business in Indiana under IC 23-1.

(2) A corporate name reserved ~~or registered~~ under IC 23-17-5-2 ~~IC 23-17-5-3, or IC 23-1-23-2. or IC 23-1-23-3.~~

(3) The fictitious name of another foreign business or nonprofit corporation authorized to transact business in Indiana.

(4) The name of a nonprofit entity organized or authorized to transact business in Indiana.

(c) A foreign corporation may apply to the secretary of state for authorization to use in Indiana the name of another corporation incorporated or authorized to transact business in Indiana that is not distinguishable upon the secretary of state's records from the name applied for. The secretary of state shall authorize use of the name applied for if:

(1) the other corporation consents to the use in writing and submits an undertaking in a form satisfactory to the secretary of state to change the other corporation's name to a name that is distinguishable upon the records of the secretary of state from the name of the applying corporation; or

(2) the applicant delivers to the secretary of state a certified copy of a final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in Indiana.

(d) A foreign corporation may use in Indiana the name, including the fictitious name, of another domestic or foreign corporation that is used in Indiana if the other corporation is incorporated or authorized to transact business in Indiana and the foreign corporation has:

(1) merged with the other corporation;

(2) been formed by reorganization of the other corporation; or

(3) acquired all or substantially all of the assets, including the corporate name, of the other corporation.

(e) If a foreign corporation authorized to transact business in Indiana changes the foreign corporation's corporate name to a name that does not satisfy the requirements of IC 23-17-5-1, the foreign corporation may not transact business in Indiana under the changed name until the foreign corporation adopts a name satisfying the requirements of IC 23-17-5-1 and obtains an amended certificate of authority under section 4 of this chapter.

SECTION 57. IC 23-17-26-9 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 9. (a) The registered agent of a foreign corporation may resign the agency appointment by signing and delivering to the secretary of state for filing as described in IC 23-17-29 a statement of resignation. The statement of resignation



may include a statement that the registered office is also discontinued.

(b) After filing the statement, the secretary of state shall ~~attach the filing receipt to one (1) copy and mail the a copy and receipt~~ to the registered office if not discontinued. The secretary of state shall mail one (1) copy to the foreign corporation at the foreign corporation's principal office address shown in the foreign corporation's most recent annual report (until July 1, 2016) or biennial report (after June 30, 2016).

(c) The agency appointment is terminated, and the registered office discontinued if so provided, thirty-one (31) days after the date on which the statement was filed.

SECTION 58. IC 23-17-26-10 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2016]: Sec. 10. (a) The registered agent of a foreign corporation authorized to transact business in Indiana is the foreign corporation's agent for service of process, notice, or demand required or permitted by law to be served on the foreign corporation.

(b) A foreign corporation may be served by registered or certified mail, return receipt requested, addressed to the secretary of the foreign corporation or other executive officer under Trial Rule 4.6(A)(1) at the foreign corporation's principal office shown in the foreign corporation's application for a certificate of authority or in the foreign corporation's most recent ~~annual~~ biennial report filed if the foreign corporation:

- (1) does not have a registered agent or the foreign corporation's registered agent cannot with reasonable diligence be served;
- (2) has withdrawn from transacting business in Indiana under section 11 of this chapter; or
- (3) has had the foreign corporation's certificate of authority revoked under section 13 of this chapter.

(c) Service is perfected under subsection (b) the earliest of the following:

- (1) The date the foreign corporation receives the mail.
- (2) The date shown on the return receipt, if signed on behalf of the foreign corporation.
- (3) Five (5) days after the service is deposited with the United States Postal Service, if mailed postpaid and correctly addressed.

(d) This section does not prescribe the only means of serving a foreign corporation.

SECTION 59. IC 23-17-26-12 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2016]: Sec. 12. The secretary of state may commence a proceeding under IC 23-17-23-2 to revoke the certificate of authority of a foreign corporation authorized to transact

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business in Indiana if any of the following conditions exists:

- (1) The foreign corporation does not deliver the ~~annual~~ **biennial** report to the secretary of state within sixty (60) days after the report is due.
- (2) The foreign corporation is without a registered agent or registered office in Indiana for at least sixty (60) days.
- (3) The foreign corporation does not inform the secretary of state under section 8 or 9 of this chapter that the foreign corporation's:
 - (A) registered agent or registered office has changed;
 - (B) registered agent has resigned; or
 - (C) registered office has been discontinued within sixty (60) days of the change, resignation, or discontinuance.
- (4) An incorporator, a director, an officer, or an agent of the foreign corporation signed a document the incorporator, director, officer, or agent knew was false in any material respect with the intent that the document be delivered to the secretary of state for filing.
- (5) The secretary of state receives a duly authenticated certificate from the secretary of state or other official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated stating that the foreign corporation has been dissolved or disappeared as the result of a merger.

SECTION 60. IC 23-17-26-13, AS AMENDED BY P.L.63-2014, SECTION 23, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2016]: Sec. 13. (a) If the secretary of state determines that a ground exists under section 12 of this chapter for revocation of a certificate of authority, the secretary of state shall, under section 10 of this chapter, serve the foreign corporation with written notice of the determination unless the secretary of state:

- (1) receives a receipt showing failure of service of process upon the foreign corporation's registered agent at the address of the registered office; and
- (2) determines that the secretary of state's office has no record of the foreign corporation's principal office address.

(b) If the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty (60) days after service of the notice is perfected under section 10 of this chapter, the secretary of state may revoke the foreign corporation's certificate of authority by signing a certificate of revocation that recites the ground for revocation and the revocation's

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effective date. The secretary of state shall file the original of the certificate and serve a copy on the foreign corporation under section 10 of this chapter.

(c) The authority of a foreign corporation to transact business in Indiana ceases on the date shown on the certificate revoking the foreign corporation's certificate of authority.

(d) The secretary of state's revocation of a foreign corporation's certificate of authority appoints the secretary of state the foreign corporation's agent for service of process in any proceeding based on a cause of action that arose during the time the foreign corporation was authorized to transact business in Indiana. Service of process on the secretary of state under this subsection is service on the foreign corporation. Upon receipt of process, the secretary of state shall mail a copy of the process to the secretary of the foreign corporation at the foreign corporation's principal office shown in the foreign corporation's most recent ~~annual~~ **biennial** report or in any subsequent communication received from the corporation stating the current mailing address of the foreign corporation's principal office, or, if a report or communication is not on file, in the foreign corporation's application for a certificate of authority.

(e) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the foreign corporation.

SECTION 61. IC 23-17-27-1, AS AMENDED BY P.L.110-2008, SECTION 8, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2016]: Sec. 1. (a) A corporation shall keep as permanent records a record of the following:

(1) Minutes of meetings of the corporation's members and board of directors.

(2) A record of actions taken by the members or directors without a meeting.

(3) A record of actions taken by committees of the board of directors as authorized under IC 23-17-15-6(d).

(b) A corporation shall maintain appropriate accounting records.

(c) A corporation or the corporation's agent shall maintain a record of the corporation's members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast.

(d) A corporation shall maintain the corporation's records in written form or in another form capable of conversion into written form within a reasonable time.

(e) A corporation shall keep a copy of the following records at the



corporation's principal office:

- (1) The corporation's articles of incorporation or restated articles of incorporation and all amendments to the articles of incorporation currently in effect.
 - (2) The corporation's bylaws or restated bylaws and all amendments to the bylaws currently in effect.
 - (3) Resolutions adopted by the corporation's board of directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or a class or category of members.
 - (4) The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years.
 - (5) Written communications to members generally within the past three (3) years, including the financial statements furnished for the past three (3) years under section 6 of this chapter.
 - (6) A list of the names and business or home addresses of the corporation's current directors and officers.
 - (7) The corporation's most recent ~~annual~~ **biennial** report delivered to the secretary of state under section 8 of this chapter.
- (f) Except as otherwise provided in articles of incorporation or bylaws, ballots must be retained by a corporation until the earlier of the following:
- (1) The date of the next annual meeting.
 - (2) One (1) year after the date the ballot was received.

SECTION 62. IC 23-17-27-8 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2016]: Sec. 8. (a) ~~An annual~~ **A biennial** report accompanied by the filing fee must be filed with the secretary of state by all nonprofit domestic and foreign corporations incorporated under this article or a previous statute. However, this section does not apply to a corporation that is already required to file ~~an annual a biennial~~ report with the secretary of state.

(b) ~~Each~~ **Each** domestic corporation and each foreign corporation authorized to transact business in Indiana shall deliver to the secretary of state ~~an annual a biennial~~ report on a form prescribed and furnished by the secretary of state that sets forth the following:

- (1) The name of the corporation and the state or country under whose law ~~the corporation it~~ is incorporated.
- (2) The street address of ~~the corporation's its~~ registered office and the name of ~~the corporation's its~~ registered agent at the office in Indiana.
- (3) The address of ~~the corporation's its~~ principal office.
- (4) The names and business or residence addresses of ~~the corporation's its~~ directors, secretary, and highest executive

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officer.

(c) The information in the ~~annual~~ **biennial** report must be current on the date the ~~annual~~ **biennial** report is executed on behalf of the corporation.

(d) The first ~~annual~~ **biennial** report must be delivered to the secretary of state in the **second** year following the year in which a domestic corporation was incorporated or a foreign corporation was authorized to transact business. The report is due during the same month as the month in which the corporation was incorporated or authorized to transact business. Subsequent ~~annual~~ **biennial** reports must be delivered to the secretary of state during that same month in the following years. The secretary of state may accept ~~annual~~ **biennial** reports during the two (2) months before the month that the corporation was incorporated or authorized to transact business.

(e) If an ~~annual~~ **biennial** report does not contain the information required by this section, the secretary of state shall promptly notify the reporting domestic or foreign corporation in writing and return the report to the corporation for correction. If the report is corrected to contain the information required by this section and delivered to the secretary of state within thirty (30) days after the effective date of notice, the report is considered to be timely filed.

(f) The secretary of state may mail the annual report form to an address shown for the corporation on the last annual report filed with the secretary of state. The failure of the corporation to receive the annual report form from the secretary of state does not relieve the corporation of the corporation's duty to deliver an annual report to the office as required by this section.

(g) A domestic or foreign corporation may deliver to the secretary of state for filing an amendment to the annual report if a change in the information set forth in the annual report occurs after the report is delivered to the secretary of state's office for filing and before the next due date. This subsection applies only to a change that is not required to be made by an amendment to the articles of incorporation. The amendment to the annual report must set forth the following:

(1) The name of the corporation as shown on the records of the secretary of state's office.

(2) The information as changed.

SECTION 63. IC 23-17-29-1, AS AMENDED BY P.L.40-2013, SECTION 4, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2016]: Sec. 1. (a) To be entitled to be filed by the secretary of state under this article, a document must meet the following conditions:

(1) Be filed in the office of the secretary of state.

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- (2) Contain the information required by this article.
- (3) Be typewritten or printed.
- (4) Be legible.
- (5) Be in English. However, a corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.
- (6) Be signed:
 - (A) by the presiding officer of the board of directors of a domestic or foreign corporation, the corporation's president, or by another of the corporation's officers;
 - (B) if directors have not been selected or the corporation has not been formed, by an incorporator;
 - (C) if the corporation is in the hands of a receiver, trustee, or other court appointed fiduciary, by the fiduciary; or
 - (D) for purposes of ~~annual~~ or biennial reports, by:
 - (i) a registered agent;
 - (ii) a certified public accountant; or
 - (iii) an attorney;
 employed or retained by the business entity.
- (7) Be signed by the person executing the document and state beneath or opposite the person's signature name the capacity in which the person signs. A signature on a document authorized to be filed under this article may be a facsimile. A signature on a document under this subdivision that is transmitted and filed electronically is sufficient if the person transmitting and filing the document:
 - (A) has the intent to file the document as evidenced by a symbol executed or adopted by a party with present intention to authenticate the filing; and
 - (B) enters the filing party's name on the electronic form in a signature box or other place indicated by the secretary of state.
- (b) A document may contain the following:
 - (1) A corporate seal.
 - (2) An attestation by a secretary or an assistant secretary.
 - (3) An acknowledgement, a verification, or a proof.
- (c) If the secretary of state has prescribed a mandatory form for a document under section 2 of this chapter, the document must be in or on the prescribed form.
- (d) A document must be delivered to the office of the secretary of state for filing as described in section 1.1 of this chapter and must be

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accompanied by the correct filing fee. The filing fee must be paid in the manner and form required by the secretary of state.

(e) The secretary of state may accept payment of the correct filing fee by credit card, debit card, charge card, or similar method. However, if the filing fee is paid by credit card, debit card, charge card, or similar method, the liability is not finally discharged until the secretary of state receives payment or credit from the institution responsible for making the payment or credit. The secretary of state may contract with a bank or credit card vendor for acceptance of bank or credit cards. However, if there is a vendor transaction charge or discount fee, whether billed to the secretary of state or charged directly to the secretary of state's account, the secretary of state or the credit card vendor may collect from the person using the bank or credit card a fee that may not exceed the highest transaction charge or discount fee charged to the secretary of state by the bank or credit card vendor during the most recent collection period. This fee may be collected regardless of any agreement between the bank and a credit card vendor or regardless of any internal policy of the credit card vendor that may prohibit this type of fee. The fee is a permitted additional charge under IC 24-4.5-3-202.

SECTION 64. IC 23-17-29-1.1, AS AMENDED BY P.L.63-2014, SECTION 26, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1.1. (a) For purposes of this article, a document is delivered for filing if the document is transferred to the secretary of state by hand, mail, or a form of electronic transmission meeting the requirements established by the secretary of state.

~~(b) If a document is delivered for filing by hand or mail, the document must be accompanied by:~~

~~(1) two (2) exact or conformed copies of a document filed under IC 23-17-6-3 or IC 23-17-26-9; or~~

~~(2) one (1) exact or conformed copy of any other document filed under this article.~~

SECTION 65. IC 23-17-29-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2016]: Sec. 2. (a) The secretary of state may prescribe and furnish, on request, forms for the following:

(1) A foreign corporation's application for a certificate of authority to transact business in Indiana.

(2) A foreign corporation's application for a certificate of withdrawal.

(3) The ~~annual~~ **biennial** report.

(b) If the secretary of state requires, use of the forms described in subsection (a) is mandatory.

(c) The secretary of state may prescribe and furnish on request

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forms for other documents required or permitted to be filed by this article but the use of forms for other documents is not mandatory.

SECTION 66. IC 23-17-29-3, AS AMENDED BY P.L.106-2008, SECTION 52, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 3. (a) The secretary of state shall collect the following fees when the following documents are delivered for filing:

Document	Electronic Filing Fee	Filing Fee (Other than electronic filing)
(1) Articles of Incorporation	\$20	\$30
(2) Application for use of indistinguishable name	\$10	\$20
(3) Application for reserved name	\$10	\$20
(4) Notice of transfer of reserved name	\$10	\$20
(5) Application for renewal of reservation	\$10	\$20
(6) Application for registered name	\$20	\$30
(7) Application for renewal of registered name	\$20	\$30
(8) (6) Corporation's statement of change of registered agent or registered office or both	no fee	no fee
(9) (7) Agent's statement of change of registered office for each affected corporation	no fee	no fee
(10) (8) Agent's statement of resignation	no fee	no fee
(11) (9) Amendment of articles of incorporation	\$20	\$30
(12) (10) Restatement of articles of incorporation with amendments	\$20	\$30
(13) (11) Articles of merger	\$20	\$30
(14) (12) Articles of dissolution	\$20	\$30
(15) (13) Articles of revocation of dissolution	\$20	\$30
(16) (14) Certificate of administrative dissolution	no fee	no fee
(17) (15) Application for reinstatement following administrative dissolution	\$20	\$30

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(18) (16) Certificate of reinstatement	no fee	no fee
(19) (17) Certificate of judicial dissolution	no fee	no fee
(20) (18) Application for certificate of authority	\$20	\$30
(21) (19) Application for amended certificate of authority	\$20	\$30
(22) (20) Application for certificate of withdrawal	\$20	\$30
(23) (21) Certificate of revocation of authority to transact business	no fee	no fee
(24) (22) Annual report (until July 1, 2016)	\$5	\$10
(23) Biennial report (after June 30, 2016)	\$10	\$20
(25) (24) Certificate of existence	\$15	\$15
(26) (25) Any other document required or permitted to be filed by this article	\$20	\$30

The secretary of state shall prescribe the electronic means of filing documents to which the electronic filing fees set forth in this section apply.

(b) The secretary of state shall collect a fee of ten dollars (\$10) upon being served with process under this article. The party to a proceeding causing service of process may recover the fee paid the secretary of state as costs if the party prevails in the proceeding.

(c) The secretary of state shall collect the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign corporation:

- (1) One dollar (\$1) a page for copying.
- (2) Fifteen dollars (\$15) for the certification stamp.

The fees under this subsection do not apply to any copies or certifications that are processed on the secretary of state's Internet web site.

SECTION 67. IC 23-17-29-4 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 4. (a) Except as provided in subsection (b), a document is effective:

- (1) at the time of filing on the date the document is filed, as evidenced by the secretary of state's date and time endorsement on the original document; or
- (2) at the time specified in the document as the document's

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effective time on the date the document is filed.

(b) A document may specify a delayed effective time and date, and if the document does, the document becomes effective at the time and date specified. If an effective date is delayed but no time is specified, the document is effective at 12:01 a.m. on the date filed. A delayed effective date for a document may not be later than the ninetieth day after the date filed.

(c) A document that has been submitted to the office of the secretary of state that has a specified delayed effective time and date may be withdrawn from the record before the effective time and date. The office of the secretary of state must receive written notice before the effective time and date from the person authorized to make the filing directing that the filing be withdrawn and not take effect. If the office of the secretary of state does not receive written notice, the document will become effective at the specified time and date.

SECTION 68. IC 23-17-29-6 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 6. (a) If a document delivered to the office of the secretary of state for filing satisfies the requirements of section 1 of this chapter, the secretary of state shall file the document.

(b) The secretary of state shall file a document by stamping or otherwise endorsing the word "FILED" on the document, together with the secretary of state's name and official title and the date and the time of receipt, on ~~both the original and copy of the document. and on the receipt for the filing fee.~~ After filing a document, except as provided under IC 23-17-6-3 and IC 23-17-26-9, the secretary of state shall deliver the **filed** document ~~copy, with the filing fee receipt or acknowledgement of receipt if no fee is required attached, and the receipt~~ to the domestic or foreign corporation or the corporation's representative.

(c) Upon refusing to file a document, the secretary of state shall return the document to the domestic or foreign corporation or the corporation's representative within ten (10) days after the document was delivered, together with a brief, written explanation of the reason for the refusal.

(d) The secretary of state's duty to file documents under this section is ministerial. Filing or refusal to file a document does not do any of the following:

- (1) Affect the validity or invalidity of the document in whole or in part.
- (2) Relate to the correctness or incorrectness of information

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contained in the document.

- (3) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.

SECTION 69. IC 23-17-29-9 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2016]: Sec. 9. (a) A person may request the secretary of state to furnish a certificate of existence for a domestic or foreign corporation.

(b) The certificate of existence sets forth the following:

- (1) The domestic corporation's corporate name or the foreign corporation's corporate name used in Indiana.

(2) That:

(A) the domestic corporation is duly incorporated under Indiana law, the date of the corporation's incorporation, and the period of the corporation's duration if less than perpetual; or

(B) the foreign corporation is authorized to transact business in Indiana.

- (3) That all fees, taxes, and penalties owed to this state have been paid, if:

(A) payment is reflected in the records of the secretary of state; and

(B) nonpayment affects the existence of authorization of the domestic or foreign corporation.

- (4) That the corporation's most recent ~~annual~~ **biennial** report required under IC 23-17-27-8 has been delivered to the secretary of state.

(5) That articles of dissolution have not been filed.

(6) Other facts of record in the office of the secretary of state that may be requested by the applicant.

(c) Subject to any qualification stated in the certificate, a certificate of existence issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign corporation is in existence or is authorized to transact business in Indiana.

SECTION 70. IC 23-18-2-8 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 8. (a) The name of each limited liability company as set forth in its articles of organization:

- (1) must contain the words "limited liability company" or either of the following abbreviations:

(A) "L.L.C."; or

(B) "LLC";

- (2) may contain the name of a member or manager; and

(3) except as provided in subsection (b), must be such as to



distinguish the name upon the records of the office of the secretary of state from the name of any limited liability company or other business entity reserved ~~registered~~, or organized under the laws of Indiana or qualified to transact business as a foreign limited liability company in Indiana.

(b) A limited liability company may apply to the secretary of state to use a name that is not distinguishable upon the secretary of state's records from one (1) or more of the names described in subsection (a). The secretary of state shall authorize the use of the name applied for if:

- (1) the other domestic or foreign limited liability company or other business entity files its written consent to the use of its name; or
- (2) the applicant delivers to the secretary of state a certified copy of a final court judgment from a circuit or superior court in the state of Indiana establishing the applicant's right to use the name applied for in Indiana.

SECTION 71. IC 23-18-2-9 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 9. (a) A person may reserve the exclusive right to the use of a name ~~including a fictitious name by a foreign limited liability company whose name is not available~~; by delivering an application to the secretary of state. The application must set forth the name and address of the applicant and the name to be reserved. If the secretary of state finds that the name is available, the secretary of state shall reserve the name for the exclusive use of the applicant for renewable one hundred twenty (120) day periods.

(b) The owner of a reserved name may transfer the reservation to another person by delivering to the office of the secretary of state a signed notice of the transfer that states the name and address of the transferee.

SECTION 72. IC 23-18-2-9.5 IS REPEALED [EFFECTIVE JULY 1, 2015]. Sec. 9.5. (a) ~~A foreign limited liability company may register its name; or its name with any addition required by IC 23-18-2-8, if the name is distinguishable upon the records of the secretary of state as provided in section 8 of this chapter:~~

~~(b) A foreign limited liability company registers its name; or its name with any addition required by IC 23-18-2-8; by delivering to the secretary of state for filing an application setting forth:~~

- ~~(1) its name; or its name with any addition required by IC 23-18-2-8; and~~
- ~~(2) the state or country and date of its formation.~~

~~(c) The name is registered for the applicant's exclusive use upon the~~



effective date of the application:

(d) A foreign limited liability company whose registration is effective may renew the registration for successive years by delivering to the secretary of state for filing a renewal application that complies with subsection (b). The renewal application must be filed between October 1 and December 31 of the preceding year. The filing of the renewal application renews the registration for the following calendar year.

(e) A foreign limited liability company whose registration is effective may thereafter qualify as a foreign limited liability company under that name or consent in writing to the use of that name by a limited liability company thereafter organized under this article or by another foreign limited liability company thereafter authorized to transact business in Indiana. The registration terminates when the domestic limited liability company is organized or the foreign limited liability company qualifies or consents to the qualification of another foreign limited liability company under the registered name.

SECTION 73. IC 23-18-10-1, AS AMENDED BY P.L.63-2014, SECTION 34, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1. The secretary of state may commence a proceeding under section 2 of this chapter to administratively dissolve a limited liability company if:

- (1) the limited liability company does not deliver its biennial report to the secretary of state not more than sixty (60) days after the biennial report is due;
- (2) the limited liability company is without a registered agent or registered office in Indiana for at least sixty (60) days;
- (3) the limited liability company does not notify the secretary of state not more than sixty (60) days after its registered agent or registered office has been changed, its registered agent has resigned, or its registered office has been discontinued; **or**
- ~~(4) the period of duration stated in the limited liability company's articles of organization expires; or~~
- ~~(5)~~ **(4)** the limited liability company fails to pay franchise taxes or penalties imposed by this article or another law within sixty (60) days after the date that the franchise taxes or penalties are due.

SECTION 74. IC 23-18-11-10 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 10. (a) The registered agent of a foreign limited liability company may resign the agency appointment by signing and delivering to the secretary of state for filing as described in IC 23-18-12 a statement of resignation. The statement of resignation may include a statement that the registered office is also

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discontinued.

(b) After filing the statement, the secretary of state shall ~~attach the filing receipt to one (1) copy and~~ mail the copy and receipt to the registered office, if the registered office is not discontinued. The secretary of state shall mail one (1) copy to the foreign limited liability company at its principal office address shown on the records of the secretary of state.

(c) The agency appointment is terminated, and the registered office is discontinued if so provided, thirty-one (31) days after the statement is filed.

SECTION 75. IC 23-18-12-1.1, AS AMENDED BY P.L.63-2014, SECTION 41, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1.1. ~~(a)~~ For purposes of this article, a document is delivered for filing if the document is transferred to the secretary of state by hand, mail, or a form of electronic transmission meeting the requirements established by the secretary of state.

~~(b) If a document is delivered for filing by hand or mail, the document must be accompanied by:~~

~~(1) two (2) exact or conformed copies of a document filed under IC 23-18-2-12 or IC 23-18-11-10; or~~

~~(2) one (1) exact or conformed copy of any other document filed under this article.~~

SECTION 76. IC 23-18-12-3, AS AMENDED BY P.L.1-2009, SECTION 132, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 3. (a) The secretary of state shall collect the following fees when the documents described in this section are delivered for filing:

Document	Electronic Filing Fee	Filing Fee (Other than electronic filing)
(1) Articles of organization	\$75	\$90
(2) Application for use of indistinguishable name	\$10	\$20
(3) Application for reservation of name	\$10	\$20
(4) Application for renewal of reservation	\$10	\$20
(5) Notice of transfer or cancellation of reservation	\$10	\$20
(6) Application of registered name	\$20	\$30
(7) Application for renewal		



of registered name	\$20	\$30
(8) (6) Certificate of change of registered agent's business address	No Fee	No Fee
(9) (7) Certificate of resignation of agent	No Fee	No Fee
(10) (8) Articles of amendment	\$20	\$30
(11) (9) Restatement of articles of organization	\$20	\$30
(12) (10) Articles of dissolution	\$20	\$30
(13) (11) Application for certificate of authority	\$75	\$90
(14) (12) Application for amended certificate of authority	\$20	\$30
(15) (13) Application for certificate of withdrawal	\$20	\$30
(16) (14) Application for reinstatement following administrative dissolution	\$20	\$30
(17) (15) Articles of correction	\$20	\$30
(18) (16) Certificate of change of registered agent	No Fee	No Fee
(19) (17) Application for certificate of existence or authorization	\$15	\$15
(20) (18) Biennial report	\$20	\$30
(21) (19) Articles of merger involving a domestic limited liability company	\$75	\$90
(22) (20) Any other document required or permitted to be filed under this article	\$20	\$30
(23) (21) Registration of intent to sell sexually explicit materials, products, or services		\$250

The secretary of state shall prescribe the electronic means of filing documents to which the electronic filing fees set forth in this section apply.

(b) The fee set forth in subsection ~~(a)(20)~~ **(a)(18)** for filing a biennial report is:

- (1) for an electronic filing, ten dollars (\$10) per year; or
- (2) for a filing other than an electronic filing, fifteen dollars (\$15) per year;

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to be paid biennially.

(c) The secretary of state shall collect a fee of \$10 each time process is served on the secretary of state under this article. If the party to a proceeding causing service of process prevails in the proceeding, that party is entitled to recover this fee as costs from the nonprevailing party.

(d) The secretary of state shall collect the following fees for copying and certifying the copy of any filed documents relating to a domestic or foreign limited liability company:

(1) One dollar (\$1) per page for copying.

(2) Fifteen dollars (\$15) for certification stamp.

The fees under this subsection do not apply to any copies or certifications that are processed on the secretary of state's Internet web site.

SECTION 77. IC 23-18-12-4 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 4. (a) Except as provided in subsection (b) and section 6(c) of this chapter, a document accepted for filing is effective:

(1) at the time of filing on the date the document is filed, as evidenced by the secretary of state's date and time endorsement on the original document; or

(2) at a time later than the date the document is filed as specified in the document as its effective time on the date it is filed.

(b) A document may specify a delayed effective time and date, and if it does so, the document becomes effective at the time and date specified. If a delayed effective date but no time is specified, the document is effective at 12:01 a.m. on that date. A delayed effective date for a document may not be later than the ninetieth day after the date the document is filed.

(c) A document that has been submitted to the office of the secretary of state that has a specified delayed effective time and date may be withdrawn from the record before the effective time and date. The office of the secretary of state must receive written notice before the effective time and date from the person authorized to make the filing directing that the filing be withdrawn and not take effect. If the office of the secretary of state does not receive written notice, the document will become effective at the specified time and date.

SECTION 78. IC 23-18-12-6 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 6. (a) If a document delivered to the office of the secretary of state for filing satisfies the requirements of section 1 of this chapter, the secretary of state must file

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the document.

(b) The secretary of state files a document by stamping or otherwise endorsing "Filed" together with the secretary of state's name and official title and the date and time of receipt on ~~both the original and the document. copy and on the receipt for the filing fee.~~ After filing a document, except as provided under IC 23-18-2-13 and IC 23-18-11-10, the secretary of state shall deliver the **filed** document ~~copy, with the filing fee receipt attached, or acknowledgement of receipt if no fee is required, and the receipt~~ to the domestic or foreign limited liability company or its representative.

(c) If the secretary of state refuses to file a document, the secretary of state shall return the document to the domestic or foreign limited liability company or its representative not more than ten (10) days after the document was delivered, together with a brief, written explanation of the reason for the refusal.

(d) The secretary of state's duty to file documents under this section is ministerial. The secretary of state's filing or refusing to file a document does not:

- (1) affect the validity or invalidity of the document in whole or in part;
- (2) relate to the correctness or incorrectness of the information contained in the document; or
- (3) create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.



President of the Senate

President Pro Tempore

Speaker of the House of Representatives

Governor of the State of Indiana

Date: _____ Time: _____

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