



March 24, 2015

ENGROSSED SENATE BILL No. 487

DIGEST OF SB 487 (Updated March 23, 2015 12:44 pm - DI 123)

Citations Affected: IC 15-12; IC 23-1; IC 23-2; IC 23-4; IC 23-5; IC 23-15; IC 23-16; IC 23-17; IC 23-18.

Synopsis: Business and other associations. Makes changes to business and other association laws concerning the following: (1) Filing fees for agricultural cooperative associations. (2) Requirements regarding filings and fees for certain filings with the office of the secretary of state. (3) Delivering of documents by the office of the secretary of state. (4) Meetings of shareholders of corporations, including notice requirements. (5) Merger of a parent corporation with a wholly owned subsidiary of the parent corporation. (6) Administrative dissolutions. (7) Reporting requirements. (8) Correcting documents filed with the office of the secretary of state. Repeals provisions concerning the registration of the name of a foreign corporation, foreign limited liability partnership, foreign limited partnership, foreign nonprofit corporation, or foreign limited liability company. Makes a technical correction.

Effective: July 1, 2015; July 1, 2016.

**Glick, Delph, Young R Michael,
Randolph**

(HOUSE SPONSORS — COX, SMALTZ)

January 14, 2015, read first time and referred to Committee on Commerce & Technology.
February 2, 2015, amended, reported favorably — Do Pass.
February 5, 2015, read second time, ordered engrossed. Engrossed.
February 9, 2015, read third time, passed. Yeas 49, nays 0.

HOUSE ACTION

March 5, 2015, read first time and referred to Committee on Judiciary.
March 23, 2015, reported — Do Pass.

ES 487—LS 7475/DI 110



March 24, 2015

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.

ENGROSSED SENATE BILL No. 487

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

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

1 SECTION 1. IC 15-12-1-48, AS ADDED BY P.L.106-2008,
2 SECTION 48, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE
3 JULY 1, 2015]: Sec. 48. (a) The secretary of state shall charge and
4 collect for the benefit of the state the following fees:
5 (1) For filing with the secretary of state the articles of
6 incorporation of an association organized or a corporation
7 reorganized under this chapter, ~~providing for the issuance of~~
8 ~~membership certificates only and not for certificates of stock~~, five
9 dollars (\$5).
10 (2) For filing with the secretary of state articles of incorporation
11 of an association organized or a corporation reorganized under
12 this chapter providing for the issuance of capital stock not
13 exceeding five thousand dollars (\$5,000) of par value, five dollars
14 (\$5). If the capital stock authorized to be issued by the association
15 exceeds five thousand dollars (\$5,000), one cent (\$0.01) for each
16 one hundred dollars (\$100) of additional par value.

ES 487—LS 7475/DI 110



1 (3) For filing with the secretary of state a certificate of increase of
 2 capital stock of any association for an increase of not more than
 3 five thousand dollars (\$5,000) of par value, five dollars (\$5), and
 4 for each one hundred dollars (\$100) of par value of increase
 5 above five thousand dollars (\$5,000); one cent (\$0.01):

6 ~~(4)~~ (2) For filing with the secretary of state any certificate not
 7 specified in this section, five dollars (\$5) each, regardless of the
 8 number of amendments contained in the certificate, with the
 9 exception of increases of capital stock. The fee for increases of
 10 capital stock is as provided in subdivision (3):

11 ~~(5)~~ (3) For filing a biennial or special reports of associations, two
 12 dollars (\$2) for each filing, which is in addition to any other fees
 13 specified in this section. The biennial report filing fee is one
 14 dollar (\$1) report, two dollars (\$2), per year, to be paid
 15 biennially.

16 (6) For each certificate issued by the secretary of state, one dollar
 17 (\$1); and for each impression of the seal of the state of Indiana
 18 affixed by the secretary of state on the certificate, fifty cents
 19 (\$0.50):

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

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

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

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



1 triplicate originals on forms prescribed by the secretary of state.

2 (3) The prescribed fees.

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

5 (1) the president or vice president; and

6 (2) the secretary or assistant secretary;

7 of the association.

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

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

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

23 ~~(1) two (2) exact or conformed copies of a document filed under
24 IC 23-1-24-3 or IC 23-1-49-9; or~~

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

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

32	Document	Electronic Filing Fee	Fee (Other than electronic filing)
33	(1) Articles of incorporation	\$75	\$90
34	(2) Application for use of 35 indistinguishable name	\$10	\$20
36	(3) Application for reserved name	\$10	\$20
37	(4) Application for renewal 38 of reservation	\$10	\$20
39	(5) Notice of transfer of		
40			
41			
42			



1	reserved name	\$10	\$20
2	(6) Application for registered		
3	name	\$20	\$30
4	(7) Application for renewal of		
5	registered name	\$20	\$30
6	(8) (6) Corporation's statement of		
7	change of registered agent		
8	or registered office or both	No Fee	No Fee
9	(9) (7) Agent's statement of change		
10	of registered office for each		
11	affected corporation	No Fee	No Fee
12	(10) (8) Agent's statement of		
13	resignation	No Fee	No Fee
14	(11) (9) Amendment of articles of		
15	incorporation	\$20	\$30
16	(12) (10) Restatement of articles of		
17	incorporation	\$20	\$30
18	with amendment of articles	\$20	\$30
19	(13) (11) Articles of merger or share		
20	exchange	\$75	\$90
21	(14) (12) Articles of dissolution	\$20	\$30
22	(15) (13) Articles of revocation of		
23	dissolution	\$20	\$30
24	(16) (14) Certificate of administrative		
25	dissolution	No Fee	No Fee
26	(17) (15) Application for reinstatement		
27	following administrative		
28	dissolution	\$20	\$30
29	(18) (16) Certificate of reinstatement	No Fee	No Fee
30	(19) (17) Certificate of judicial		
31	dissolution	No Fee	No Fee
32	(20) (18) Application for certificate of		
33	authority	\$75	\$90
34	(21) (19) Application for amended		
35	certificate of authority	\$20	\$30
36	(22) (20) Application for certificate of		
37	withdrawal	\$20	\$30
38	(23) (21) Certificate of revocation of		
39	authority to transact business	No Fee	No Fee
40	(24) (22) Biennial report	\$20	\$30
41	(25) (23) Articles of correction	\$20	\$30
42	(26) (24) Application for certificate		



1 of existence or authorization \$15 \$15
 2 ~~(27)~~ (25) Any other document
 3 required or permitted to
 4 be filed by this article,
 5 including an application
 6 for any other certificates
 7 or certification certificate
 8 (except for any such other
 9 certificates that the secretary
 10 of state may determine to
 11 issue without additional fee
 12 in connection with particular
 13 filings) and a request for
 14 other facts of record under
 15 section 9(b)(6) of this
 16 chapter \$20 \$30
 17 The secretary of state shall prescribe the electronic means of filing
 18 documents to which the electronic filing fees set forth in this section
 19 apply.
 20 (b) The fee set forth in subsection ~~(a)(24)~~ (a)(22) for filing a
 21 biennial report is:
 22 (1) fifteen dollars (\$15) per year, for a filing in writing; and
 23 (2) ten dollars (\$10) per year, for a filing by electronic means;
 24 to be paid biennially.
 25 (c) The secretary of state shall collect a fee of ten dollars (\$10) each
 26 time process is served on the secretary of state under this article. If the
 27 party to a proceeding causing service of process prevails in the
 28 proceeding, then that party is entitled to recover this fee as costs from
 29 the nonprevailing party.
 30 (d) The secretary of state shall collect the following fees for copying
 31 and certifying the copy of any filed document relating to a domestic or
 32 foreign corporation:
 33 (1) Per page for copying \$ 1
 34 (2) For a certification stamp \$15
 35 **The fees under this subsection do not apply to any copies or**
 36 **certifications that are processed on the secretary of state's Internet**
 37 **web site.**

38 SECTION 5. IC 23-1-18-4, AS AMENDED BY P.L.133-2009,
 39 SECTION 3, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE
 40 JULY 1, 2015]: Sec. 4. (a) Except as provided in subsection (b) and
 41 section 5(c) of this chapter, a document accepted for filing is effective:
 42 (1) at the time of filing on the date it is filed, as evidenced by



1 means the secretary of state uses for endorsing the date and time
2 of filing on the original document; or

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

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

11 (c) A document that:

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

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

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

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

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

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

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



- 1 (1) affect the validity or invalidity of the document in whole or
 2 part;
 3 (2) relate to the correctness or incorrectness of information
 4 contained in the document; or
 5 (3) create a presumption that the document is valid or invalid or
 6 that information contained in the document is correct or incorrect.
- 7 SECTION 7. IC 23-1-23-1, AS AMENDED BY P.L.133-2009,
 8 SECTION 15, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE
 9 JULY 1, 2015]: Sec. 1. (a) A corporate name:
 10 (1) must contain the word "corporation", "incorporated",
 11 "company", or "limited", or the abbreviation "corp.", "inc.", "co.",
 12 or "ltd.", or words or abbreviations of like import in another
 13 language; and
 14 (2) except as provided in subsection (e), may not contain language
 15 stating or implying that the corporation is organized for a purpose
 16 other than that permitted by IC 23-1-22-1 and its articles of
 17 incorporation.
- 18 (b) Except as authorized by subsections (c) and (d), a corporate
 19 name must be distinguishable upon the records of the secretary of state
 20 from:
 21 (1) the corporate name of a corporation or other business entity
 22 incorporated or authorized to transact business in Indiana;
 23 (2) a corporate name reserved ~~or registered~~ under section 2 ~~or 3~~
 24 of this chapter;
 25 (3) a fictitious name adopted by a foreign corporation authorized
 26 to transact business in Indiana because the foreign corporation's
 27 true name was unavailable; and
 28 (4) the corporate name of a not-for-profit corporation incorporated
 29 or authorized to transact business in Indiana.
- 30 (c) A corporation may apply to the secretary of state for
 31 authorization to use a name that is not distinguishable upon the
 32 secretary of state's records from one (1) or more of the names described
 33 in subsection (b). The secretary of state shall authorize use of the name
 34 applied for if:
 35 (1) the other corporation files its written consent to the use, signed
 36 by any current officer of the corporation; or
 37 (2) the applicant delivers to the secretary of state a certified copy
 38 of the final judgment of a court of competent jurisdiction
 39 establishing the applicant's right to use the name applied for in
 40 Indiana.
- 41 (d) A corporation may use the name, including the fictitious name,
 42 of another domestic or foreign corporation that is used in Indiana if the



1 other corporation is incorporated or authorized to transact business in
2 Indiana and the proposed user corporation:

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

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

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

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

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

28 SECTION 9. IC 23-1-23-3 IS REPEALED [EFFECTIVE JULY 1,
29 2015]. Sec. 3: (a) ~~A foreign corporation may register its name, or its~~
30 ~~name with any addition required by IC 23-1-49-6, if the name is~~
31 ~~distinguishable upon the records of the secretary of state as provided~~
32 ~~in section 1 of this chapter.~~

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

- 36 (1) ~~its name, or its name with any addition required by~~
37 ~~IC 23-1-49-6; and~~
38 (2) ~~the state or country and date of its incorporation.~~

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

41 (d) ~~A foreign corporation whose registration is effective may renew~~
42 ~~it for successive years by delivering to the secretary of state for filing~~



1 a renewal application, which complies with the requirements of
 2 subsection (b), between October 1 and December 31 of the preceding
 3 year. The filing of the renewal application renews the registration for
 4 the following calendar year.

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

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

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

30 **(1) except as provided in subdivision (2), shall determine in**
 31 **the board's sole discretion the location of the annual meeting;**
 32 **or**

33 **(2) may determine that the meeting will not be held at any**
 34 **place, but may instead be held solely by means of remote**
 35 **communication.**

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

39 (d) If **provided for in** the articles of incorporation or bylaws so
 40 provide, any or all shareholders may participate in an annual
 41 shareholders' meeting by, or through the use of, any means of
 42 communication by which all shareholders participating may



1 simultaneously hear each other during the meeting. A shareholder
 2 participating in a meeting by this means is deemed to be present in
 3 person at the meeting. **bylaws or authorized by the board of**
 4 **directors, and subject to any guidelines and procedures the board**
 5 **of directors adopts, shareholders not physically present at an**
 6 **annual meeting of shareholders may:**

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

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

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

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

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

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

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



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

3 (1) on call of its board of directors or the person or persons
4 (including, but not limited to, shareholders or officers)
5 specifically authorized to do so by the articles of incorporation or
6 bylaws; or

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

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

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

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

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

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

41 (2) **if the conditions under subsection (g) are met, be**
42 **considered present in person and vote at the special meeting**



- 1 of shareholders, whether the meeting is held at a designated
 2 place or solely by means of remote communication.
 3 (g) With respect to a special meeting at which a shareholder
 4 may participate by remote communication, the corporation shall:
 5 (1) implement reasonable measures to verify that each
 6 shareholder considered present and permitted to vote at the
 7 special meeting by means of remote communication is that
 8 shareholder or the shareholder's proxy;
 9 (2) implement reasonable measures to provide a shareholder
 10 described in subdivision (1) with a reasonable opportunity to
 11 participate in the special meeting and to vote on matters
 12 submitted to the shareholders, including an opportunity to
 13 read or hear the proceedings of the meeting and communicate
 14 with the other persons present at the meeting substantially
 15 concurrently with the proceedings; and
 16 (3) maintain a record of any votes cast or actions taken by a
 17 shareholder who participated in a special meeting by remote
 18 communication.

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

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

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

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

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

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



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

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

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

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

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

15 (1) the shares to which the notice relates are of a class of
 16 securities that is registered under the Exchange Act (as defined in
 17 IC 23-1-43-9); and

18 (2) the notice and the related proxy or information statement
 19 required under the Exchange Act (as defined in IC 23-1-43-9) are
 20 available to the public, without cost or password, through the
 21 corporation's Internet web site not fewer than thirty (30) days
 22 before the shareholders' meeting.

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

28 (1) in writing;

29 (2) signed by the shareholder entitled to the notice; and

30 (3) delivered to the corporation for inclusion in the minutes or
 31 filing with the corporate records.

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

35 (1) waives objection to lack of notice or defective notice of the
 36 meeting, unless the shareholder at the beginning of the meeting
 37 objects to holding the meeting or transacting business at the
 38 meeting; and

39 (2) waives objection to consideration of a particular matter at the
 40 meeting that is not within the purpose or purposes described in
 41 the meeting notice, unless the shareholder objects to considering
 42 the matter when it is presented.



1 SECTION 14. IC 23-1-30-1 IS AMENDED TO READ AS
 2 FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1. (a) After fixing a
 3 record date for a meeting, a corporation shall prepare an alphabetical
 4 list of the names of all its shareholders who are entitled to notice of a
 5 shareholders' meeting. The list must be arranged by voting group (and
 6 within each voting group by class or series of shares) and show the
 7 address of and number of shares held by each shareholder. **This section**
 8 **may not be construed to require a corporation to include electronic**
 9 **mail addresses or other electronic contact information on the list.**

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

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

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

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

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

40 SECTION 15. IC 23-1-40-9 IS ADDED TO THE INDIANA CODE
 41 AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY
 42 1, 2015]: **Sec. 9. (a) As used in this section, "holding company"**



1 means a corporation that, from its incorporation until
 2 consummation of a merger governed by this section, was at all
 3 times a direct or indirect wholly owned subsidiary of the parent
 4 corporation and its shares of capital stock are issued in the merger.

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

7 (1) if used in reference to a corporation, the articles of
 8 incorporation of the corporation; and

9 (2) if used in reference to a limited liability company, the
 10 operating agreement of the limited liability company.

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

13 (1) before a merger governed by this section, was owned by its
 14 shareholders; and

15 (2) after the merger, the parent corporation or its successor
 16 becomes or remains a direct or indirect wholly owned
 17 subsidiary of a holding company.

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

24 (1) As a result of the merger, the parent corporation or its
 25 successor becomes or remains a direct or indirect wholly
 26 owned subsidiary of the holding company.

27 (2) The parent corporation and the direct or indirect wholly
 28 owned subsidiary of the parent corporation are the only
 29 parties to the merger.

30 (3) Each share or fraction of a share of the capital stock of the
 31 parent corporation outstanding immediately before the
 32 effective time of the merger is converted in the merger into a
 33 share or an equal fraction of a share of capital stock of a
 34 holding company having the same:

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

36 (B) qualifications, limitations, and restrictions;

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

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



1 (5) The articles of incorporation and bylaws of the holding
2 company immediately following the effective time of the
3 merger contain provisions identical to the articles of
4 incorporation and bylaws of the parent corporation
5 immediately before the effective time of the merger. However,
6 the following are not required to be identical under this
7 subdivision:

8 (A) Any provisions regarding:

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

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

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

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

30 (A) Any provisions regarding:

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

42 (B) Any provisions contained in any amendment to the



- 1 articles of incorporation as were necessary to effect a
2 change, exchange, reclassification, subdivision,
3 combination, or cancellation of shares, if the change,
4 exchange, reclassification, subdivision, combination, or
5 cancellation has become effective.
- 6 (8) The shareholders of the parent corporation do not
7 recognize gain or loss for federal income tax purposes as
8 determined by the board of directors of the parent
9 corporation.
- 10 (e) The organizational documents of the surviving entity must
11 be amended in the merger to contain, if not contained in the
12 organizational documents, provisions that require:
- 13 (1) any act or transaction by or involving the surviving entity,
14 other than the election or removal of:
- 15 (A) directors or managers;
16 (B) managing members; or
17 (C) other members of the governing body of the surviving
18 entity;
- 19 that requires for its adoption under this article or its
20 organizational documents that the approval of the
21 shareholders or members of the surviving entity must, by
22 specific reference to this section, require the approval of the
23 shareholders of the holding company (or any successor by
24 merger), by the same vote as is required by this article or by
25 the organizational documents of the surviving entity.
26 However, for purposes of this subdivision, any surviving
27 entity that is not a corporation shall include in the amendment
28 a requirement that the approval of the shareholders of the
29 holding company be obtained for any act or transaction by or
30 involving the surviving entity, other than the election or
31 removal of directors or managers, managing members, or
32 other members of the governing body of the surviving entity,
33 which would require the approval of the shareholders of the
34 surviving entity if the surviving entity were a corporation
35 subject to this article;
- 36 (2) any amendment of the organizational documents of a
37 surviving entity that is not a corporation, which amendment
38 would, if adopted by a corporation subject to this article, be
39 required to be included in the articles of incorporation of the
40 corporation, must, by specific reference to this section,
41 require the approval of the shareholders of the holding
42 company (or any successor by merger), by the same vote as is



1 required by this article or by the organizational documents of
2 the surviving entity; and

3 (3) the business and affairs of a surviving entity that is not a
4 corporation must be managed by or under the direction of a
5 board of directors, board of managers, or other governing
6 body consisting of individuals who are subject to the same
7 standards of conduct applicable to, and who are liable for
8 breach of the standards of conduct to the same extent as,
9 directors of a corporation subject to this article.

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

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

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

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

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

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

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

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



- 1 of the merger become an interested shareholder of the
2 holding company;
- 3 **(2) if the corporate name of the holding company immediately**
4 **following the effective time of the merger is the same as the**
5 **corporate name of the parent corporation immediately before**
6 **the effective time of the merger, the shares of capital stock of**
7 **the holding company into which the shares of capital stock of**
8 **the parent corporation are converted in the merger shall be**
9 **represented by the share certificates that previously**
10 **represented shares of capital stock of the parent corporation;**
11 **and**
- 12 **(3) to the extent a shareholder of the parent corporation**
13 **immediately before the merger had standing to institute or**
14 **maintain derivative litigation on behalf of the parent**
15 **corporation, this section may not be considered or construed**
16 **to limit or extinguish that standing.**
- 17 **(i) If a plan of merger is adopted by a parent corporation by**
18 **action of its board of directors and without any vote of**
19 **shareholders under this section, the secretary or assistant secretary**
20 **of the parent corporation shall certify in the articles of merger filed**
21 **under section 5 of this chapter that the plan of merger has been**
22 **adopted under this section and that the conditions specified in**
23 **subsections (d), (e), and (f) have been satisfied.**
- 24 **(j) After the requirements of subsection (i) are met, the articles**
25 **of merger shall then be filed and become effective, in accordance**
26 **with section 5 of this chapter. The filing constitutes a**
27 **representation by the person who executes the articles of merger**
28 **that the facts stated in the articles of merger remain true**
29 **immediately before the filing.**
- 30 SECTION 16. IC 23-1-44-8, AS AMENDED BY P.L.133-2009,
31 SECTION 39, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE
32 JULY 1, 2015]: Sec. 8. (a) A shareholder is entitled to dissent from,
33 and obtain payment of the fair value of the shareholder's shares in the
34 event of, any of the following corporate actions:
- 35 (1) Consummation of a plan of merger to which the corporation
36 is a party if:
- 37 (A) shareholder approval is required for the merger by
38 ~~IC 23-1-40-3~~ **IC 23-1-40** or the articles of incorporation; and
39 (B) the shareholder is entitled to vote on the merger.
- 40 (2) Consummation of a plan of share exchange to which the
41 corporation is a party as the corporation whose shares will be
42 acquired, if the shareholder is entitled to vote on the plan.



- 1 (3) Consummation of a sale or exchange of all, or substantially
 2 all, of the property of the corporation other than in the usual and
 3 regular course of business, if the shareholder is entitled to vote on
 4 the sale or exchange, including a sale in dissolution, but not
 5 including a sale pursuant to court order or a sale for cash pursuant
 6 to a plan by which all or substantially all of the net proceeds of
 7 the sale will be distributed to the shareholders within one (1) year
 8 after the date of sale.
- 9 (4) The approval of a control share acquisition under IC 23-1-42.
- 10 (5) Any corporate action taken pursuant to a shareholder vote to
 11 the extent the articles of incorporation, bylaws, or a resolution of
 12 the board of directors provides that voting or nonvoting
 13 shareholders are entitled to dissent and obtain payment for their
 14 shares.
- 15 (b) This section does not apply to the holders of shares of any class
 16 or series if, on the date fixed to determine the shareholders entitled to
 17 receive notice of and vote at the meeting of shareholders at which the
 18 merger, plan of share exchange, or sale or exchange of property is to be
 19 acted on, the shares of that class or series were a covered security under
 20 Section 18(b)(1)(A) or 18(b)(1)(B) of the Securities Act of 1933, as
 21 amended.
- 22 (c) The articles of incorporation as originally filed or any
 23 amendment to the articles of incorporation may limit or eliminate the
 24 right to dissent and obtain payment for any class or series of preferred
 25 shares. However, any limitation or elimination contained in an
 26 amendment to the articles of incorporation that limits or eliminates the
 27 right to dissent and obtain payment for any shares:
- 28 (1) that are outstanding immediately before the effective date of
 29 the amendment; or
- 30 (2) that the corporation is or may be required to issue or sell after
 31 the effective date of the amendment under any exchange or other
 32 right existing immediately before the effective date of the
 33 amendment;
- 34 does not apply to any corporate action that becomes effective within
 35 one (1) year of the effective date of the amendment if the action would
 36 otherwise afford the right to dissent and obtain payment.
- 37 (d) A shareholder:
- 38 (1) who is entitled to dissent and obtain payment for the
 39 shareholder's shares under this chapter; or
- 40 (2) who would be so entitled to dissent and obtain payment but for
 41 the provisions of subsection (b);
- 42 may not challenge the corporate action creating (or that, but for the



1 provisions of subsection (b), would have created) the shareholder's
2 entitlement.

3 (e) Subsection (d) does not apply to a corporate action that was
4 approved by less than unanimous consent of the voting shareholders
5 under ~~IC 23-1-29-4.5(b)~~ **IC 23-1-29-4** if both of the following apply:

6 (1) The challenge to the corporate action is brought by a
7 shareholder who did not consent and as to whom notice of the
8 approval of the corporate action was not effective at least ten (10)
9 days before the corporate action was effected.

10 (2) The proceeding challenging the corporate action is
11 commenced not later than ten (10) days after notice of the
12 approval of the corporate action is effective as to the shareholder
13 bringing the proceeding.

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

18 (1) the corporation does not pay within sixty (60) days after they
19 are due any franchise taxes or penalties imposed by this article or
20 other law;

21 (2) the corporation does not deliver for filing its biennial report to
22 the secretary of state within sixty (60) days after it is due;

23 (3) the corporation is without a registered agent or registered
24 office in this state for sixty (60) days or more; **or**

25 (4) the corporation does not notify the secretary of state within
26 sixty (60) days that its registered agent or registered office has
27 been changed, that its registered agent has resigned, or that its
28 registered office has been discontinued. **or**

29 ~~(5) the corporation's period of duration stated in its articles of~~
30 ~~incorporation expires.~~

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

36 (1) may add the word "corporation", "incorporated", "company",
37 or "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd.", to
38 its corporate name for use in Indiana; or

39 (2) may use a fictitious name to transact business in Indiana if its
40 real name is unavailable and it delivers to the secretary of state for
41 filing a copy of the resolution of its board of directors, certified by
42 its secretary, adopting the fictitious name.



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

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

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

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

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

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

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

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

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

31 (1) has merged with the other corporation;

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

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

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

41 SECTION 19. IC 23-1-49-9 IS AMENDED TO READ AS
 42 FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 9. (a) The registered



1 agent of a foreign corporation may resign the agency appointment by
 2 signing and delivering to the secretary of state for filing as described
 3 in IC 23-1-18 a statement of resignation. The statement of resignation
 4 may include a statement that the registered office is also discontinued.

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

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

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

18 (b) A foreign corporation may be served by registered or certified
 19 mail, return receipt requested, addressed to the secretary of the foreign
 20 corporation or other executive officer, as that term is used in Trial Rule
 21 4.6(A)(1), at its principal office shown in its application for a
 22 certificate of authority or in its most recent ~~annual~~ **biennial** report if the
 23 foreign corporation:

24 (1) has no registered agent or its registered agent cannot with
 25 reasonable diligence be served;

26 (2) has withdrawn from transacting business in Indiana under
 27 IC 23-1-50; or

28 (3) has had its certificate of authority revoked under IC 23-1-51-2.

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

30 (1) the date the foreign corporation receives the mail;

31 (2) the date shown on the return receipt, if signed on behalf of the
 32 foreign corporation; or

33 (3) five (5) days after its deposit in the United States mail, if
 34 mailed postpaid and correctly addressed.

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

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

42 (1) the foreign corporation does not deliver its ~~annual~~ **biennial**



- 1 report to the secretary of state within sixty (60) days after it is
 2 due;
- 3 (2) the foreign corporation does not pay within sixty (60) days
 4 after they are due any franchise taxes or penalties imposed by this
 5 article or other law;
- 6 (3) the foreign corporation is without a registered agent or
 7 registered office in Indiana for sixty (60) days or more;
- 8 (4) the foreign corporation does not inform the secretary of state
 9 under IC 23-1-49-8 or IC 23-1-49-9 that its registered agent or
 10 registered office has changed, that its registered agent has
 11 resigned, or that its registered office has been discontinued within
 12 sixty (60) days of the change, resignation, or discontinuance;
- 13 (5) an incorporator, director, officer, or agent of the foreign
 14 corporation signed a document the incorporator, director, officer,
 15 or agent knew was false in any material respect with intent that
 16 the document be delivered to the secretary of state for filing; or
- 17 (6) the secretary of state receives a duly authenticated certificate
 18 from the secretary of state or other official having custody of
 19 corporate records in the state or country under whose law the
 20 foreign corporation is incorporated stating that it has been
 21 dissolved or disappeared as the result of a merger.
- 22 SECTION 22. IC 23-1-51-2, AS AMENDED BY P.L.63-2014,
 23 SECTION 7, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE
 24 JULY 1, 2015]: Sec. 2. (a) If the secretary of state determines that one
 25 (1) or more grounds exist under section 1 of this chapter for revocation
 26 of a certificate of authority, the secretary of state shall, under
 27 IC 23-1-49-10, serve the foreign corporation with written notice of the
 28 determination, unless the secretary of state:
- 29 (1) receives a receipt showing failure of service of process upon
 30 the foreign corporation's registered agent at the address of the
 31 registered office; and
- 32 (2) determines that the secretary of state's office has no record of
 33 the foreign corporation's principal office address.
- 34 (b) If the foreign corporation does not correct each ground for
 35 revocation or demonstrate to the reasonable satisfaction of the secretary
 36 of state that each ground determined by the secretary of state does not
 37 exist within sixty (60) days after service of the notice is perfected under
 38 IC 23-1-49-10, the secretary of state may revoke the foreign
 39 corporation's certificate of authority by signing a certificate of
 40 revocation that recites the ground or grounds for revocation and its
 41 effective date. The secretary of state shall file the original of the
 42 certificate and serve a copy on the foreign corporation under



- 1 IC 23-1-49-10.
- 2 (c) The authority of a foreign corporation to transact business in
3 Indiana ceases on the date shown on the certificate revoking its
4 certificate of authority.
- 5 (d) The secretary of state's revocation of a foreign corporation's
6 certificate of authority appoints the secretary of state the foreign
7 corporation's agent for service of process in any proceeding based on
8 a cause of action that arose during the time the foreign corporation was
9 authorized to transact business in Indiana. Service of process on the
10 secretary of state under this subsection is service on the foreign
11 corporation. Upon receipt of process, the secretary of state shall mail
12 a copy of the process to the secretary of the foreign corporation at its
13 principal office shown in its most recent ~~annual~~ **biennial** report or in
14 any subsequent communication received from the corporation stating
15 the current mailing address of its principal office, or, if none are on file,
16 in its application for a certificate of authority.
- 17 (e) Revocation of a foreign corporation's certificate of authority does
18 not terminate the authority of the registered agent of the corporation.
- 19 SECTION 23. IC 23-1-52-1 IS AMENDED TO READ AS
20 FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1. (a) A corporation
21 shall keep as permanent records minutes of all meetings of its
22 shareholders and board of directors, a record of all actions taken by the
23 shareholders or board of directors without a meeting, and a record of
24 all actions taken by a committee of the board of directors in place of the
25 board of directors on behalf of the corporation.
- 26 (b) A corporation shall maintain appropriate accounting records.
- 27 (c) A corporation or its agent shall maintain a record of its
28 shareholders, in a form that permits preparation of a list of the names
29 and addresses of all shareholders, in alphabetical order by class of
30 shares showing the number and class of shares held by each.
- 31 (d) A corporation shall maintain its records in written form or in
32 another form capable of conversion into written form within a
33 reasonable time.
- 34 (e) A corporation shall keep a copy of the following records at its
35 principal office:
- 36 (1) Its articles or restated articles of incorporation and all
37 amendments to them currently in effect.
- 38 (2) Its bylaws or restated bylaws and all amendments to them
39 currently in effect.
- 40 (3) Resolutions adopted by its board of directors with respect to
41 one (1) or more classes or series of shares and fixing their relative
42 rights, preferences, and limitations, if shares issued pursuant to



- 1 those resolutions are outstanding.
 2 (4) The minutes of all shareholders' meetings, and records of all
 3 action taken by shareholders without a meeting, for the past three
 4 (3) years.
 5 (5) All written communications to shareholders generally within
 6 the past three (3) years, including the financial statements
 7 furnished for the past three (3) years under IC 23-1-53-1.
 8 (6) A list of the names and business addresses of its current
 9 directors and officers.
 10 (7) Its most recent ~~annual~~ **biennial** report delivered to the
 11 secretary of state under IC 23-1-53-3.

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

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

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

42 SECTION 26. IC 23-4-1-45.4 IS REPEALED [EFFECTIVE JULY



1 1, 2015]. Sec. 45.4. (a) A foreign limited liability partnership may
 2 register its name; or its name with any addition required by section 45
 3 of this chapter, if the name is distinguishable upon the records of the
 4 secretary of state as provided in section 45 of this chapter.

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

8 (1) its name; or its name with any addition required by section 45
 9 of this chapter; and

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

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

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

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

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

- | | |
|---|------|
| 33 (1) Application for reservation of name | \$20 |
| 34 (2) Application for renewal of reservation | \$20 |
| 35 (3) Notice of transfer of reserved name | \$20 |
| 36 (4) Application of registered name | \$30 |
| 37 (5) Application for renewal of registered name | \$30 |

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



- 1 **(1) the document contains an incorrect statement or an**
 2 **inaccuracy;**
 3 **(2) the document was defectively signed, attested, sealed,**
 4 **verified, or acknowledged; or**
 5 **(3) the electronic transmission of the document was defective.**
 6 **(b) A document is corrected:**
 7 **(1) by preparing articles of correction that:**
 8 **(A) describe the document, including its filing date, or**
 9 **attach a copy of the document to the articles;**
 10 **(B) specify the incorrect statement or inaccuracy and**
 11 **reason it is incorrect or inaccurate or the manner in which**
 12 **the execution was defective; and**
 13 **(C) correct the incorrect statement, inaccuracy, or**
 14 **defective execution; and**
 15 **(2) by delivering the articles of correction to the secretary of**
 16 **state for filing.**
 17 **(c) Articles of correction are effective on the effective date of the**
 18 **document that they correct except as to persons reasonably relying**
 19 **on the uncorrected document and adversely affected by the**
 20 **correction. As to those persons, articles of correction are effective**
 21 **when filed or when the reliance ceased to be reasonable, whichever**
 22 **first occurs.**
 23 SECTION 29. IC 23-4-1-51 IS AMENDED TO READ AS
 24 FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 51. (1) A registered
 25 agent may resign the agency appointment by signing and delivering to
 26 the secretary of state for filing the signed original ~~and two~~ **(2) exact or**
 27 ~~conformed copies of~~ a statement of resignation. The statement may
 28 include a statement that the registered office is also discontinued.
 29 (2) After filing the statement, the secretary of state shall mail ~~one~~
 30 **(1) a copy to the limited liability partnership or foreign limited liability**
 31 **partnership at the partnership's principal office and the other another**
 32 **copy to the registered office, if the registered office has not been**
 33 **discontinued.**
 34 (3) The agency appointment is terminated and the registered office
 35 discontinued, if discontinued under the statement, thirty-one (31) days
 36 after the statement was filed.
 37 (4) A limited liability partnership or foreign limited liability
 38 partnership notified under paragraph (2) shall notify the secretary of
 39 state of a new registered agent and provide a new registered office not
 40 later than the end of the thirty-first day under paragraph (3).
 41 SECTION 30. IC 23-5-1-11 IS AMENDED TO READ AS
 42 FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 11. (a) Any business



1 trust, domestic or foreign, which has obtained authority under this
 2 chapter to transact business in Indiana may surrender its said authority
 3 at any time by:

4 (1) filing in the office of the secretary of state a file-marked copy
 5 of a resolution duly adopted by its trustees declaring its intention
 6 to withdraw, accompanied by a withdrawal fee of thirteen dollars
 7 (\$13);

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

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

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

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

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



1 SECTION 32. IC 23-15-6-2 IS AMENDED TO READ AS
 2 FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 2. A corporation
 3 subject to this chapter shall deliver to the secretary of state for filing
 4 ~~(1) an annual report; or~~
 5 ~~(2) a biennial report if the corporation is a domestic corporation~~
 6 ~~organized for profit;~~
 7 that contains the information required by IC 23-1-53-3 **or**
 8 **IC 23-17-27-8.**

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

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

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

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

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

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

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

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



1 **IC 23-17-26-13.**

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

4 SECTION 37. IC 23-16-2-1 IS AMENDED TO READ AS
5 FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 1. (a) The name of each
6 limited partnership as set forth in its certificate of limited partnership:

7 (1) must contain the words "limited partnership" or the
8 abbreviation "L.P.";

9 (2) may not contain the name of a limited partner unless:

10 (A) it is also the name of a general partner or the corporate
11 name of a corporate general partner; or

12 (B) the business of the limited partnership had been carried on
13 under that name before the admission of that limited partner;

14 (3) may not contain any word or phrase indicating or implying
15 that it is organized other than for a purpose stated in its
16 partnership agreement; and

17 (4) except as provided in subsection (b), must be such as to
18 distinguish it upon the records in the office of the secretary of
19 state from the name of any limited partnership or other business
20 entity reserved ~~registered~~, or organized under the laws of Indiana
21 or qualified to do business or registered as a foreign limited
22 partnership in Indiana.

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

27 (1) the other domestic or foreign limited partnership or other
28 business entity files its written consent to the use of its name,
29 signed by any current general partner of the other limited
30 partnership and verified subject to the penalties for perjury; or

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

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



1 day periods.

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

5 SECTION 39. IC 23-16-2-2.5 IS REPEALED [EFFECTIVE JULY
6 1, 2015]. Sec. 2.5: (a) A foreign limited partnership may register its
7 name; or its name with any addition required by section † of this
8 chapter; if the name is distinguishable upon the records of the secretary
9 of state as provided in section † of this chapter.

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

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

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

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

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

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

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

38 (b) After filing the statement, the secretary of state shall mail one
39 (1) copy to the limited partnership at the office referred to in section
40 3(a)(1) of this chapter.

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



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

6 (1) the document contains an incorrect statement or an
 7 inaccuracy;

8 (2) the document was defectively signed, attested, sealed,
 9 verified, or acknowledged; or

10 (3) the electronic transmission of the document was defective.

11 (b) A document is corrected:

12 (1) by preparing articles of correction that:

13 (A) describe the document, including its filing date, or
 14 attach a copy of the document to the articles;

15 (B) specify the incorrect statement or inaccuracy and the
 16 reason it is incorrect or inaccurate or the manner in which
 17 the execution was defective; and

18 (C) correct the incorrect statement, inaccuracy, or
 19 defective execution; and

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

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

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

39 (1) endorse on the original ~~and each copy~~ the word "filed" and the
 40 date and time of the filing;

41 (2) file the original certificate; and

42 (3) ~~return the copy to the person who filed it or to that person's~~



- 1 ~~representative.~~ **deliver the filed document to the limited**
 2 **partnership or its representative.**
- 3 (b) In the absence of fraud an endorsement by the secretary of state
 4 under subsection (a) is conclusive evidence of the date and time of the
 5 filing of the certificate.
- 6 (c) Upon the filing of a certificate of amendment (or judicial decree
 7 of amendment) or a restated certificate in the office of the secretary of
 8 state, or upon the effective date or time provided for in a certificate of
 9 amendment (or judicial decree of amendment) or a restated certificate,
 10 the certificate of limited partnership is amended or restated as set forth
 11 in the certificate of amendment or restated certificate. Upon the filing
 12 of a certificate of cancellation (or a judicial decree of cancellation), or
 13 upon the effective date or time of a certificate of cancellation (or a
 14 judicial decree thereof), the certificate of limited partnership is
 15 ~~cancelled.~~ **canceled.**
- 16 SECTION 43. IC 23-16-3-7.1 IS ADDED TO THE INDIANA
 17 CODE AS A **NEW SECTION TO READ AS FOLLOWS**
 18 [EFFECTIVE JULY 1, 2015]: **Sec. 7.1. (a) A limited partnership**
 19 **may correct a document filed with the secretary of state if:**
- 20 (1) **the document contains an incorrect statement or an**
 21 **inaccuracy;**
- 22 (2) **the document was defectively signed, attested, sealed,**
 23 **verified, or acknowledged; or**
- 24 (3) **the electronic transmission of the document was defective.**
- 25 (b) **A document is corrected:**
- 26 (1) **by preparing articles of correction that:**
- 27 (A) **describe the document, including its filing date, or**
 28 **attach a copy of the document to the articles;**
- 29 (B) **specify the incorrect statement or inaccuracy and the**
 30 **reason it is incorrect or inaccurate or the manner in which**
 31 **the execution was defective; and**
- 32 (C) **correct the incorrect statement, inaccuracy, or**
 33 **defective execution; and**
- 34 (2) **by delivering the articles of correction to the secretary of**
 35 **state for filing.**
- 36 (c) **Articles of correction are effective on the effective date of the**
 37 **document they correct except as to persons reasonably relying on**
 38 **the uncorrected document and adversely affected by the**
 39 **correction. As to those persons, articles of correction are effective**
 40 **when filed or when the reliance ceased to be reasonable, whichever**
 41 **first occurs.**
- 42 SECTION 44. IC 23-16-10-2 IS AMENDED TO READ AS



1 FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 2. (a) Before
 2 transacting business in Indiana, a foreign limited partnership shall
 3 register with the secretary of state. In order to register, a foreign limited
 4 partnership must submit to the secretary of state an original copy
 5 executed by a general partner ~~together with a duplicate copy~~, of an
 6 application for registration as a foreign limited partnership, signed and
 7 sworn to under penalties for perjury by a general partner. The
 8 application must set forth the following:

9 (1) The name of the foreign limited partnership and, if different,
 10 the name under which it proposes to register and transact business
 11 in Indiana.

12 (2) The state, territory, possession, foreign country, or other
 13 jurisdiction where the limited partnership was organized, the date
 14 of its formation and a statement signed by a general partner that,
 15 as of the date of filing, the foreign limited partnership validly
 16 exists as a limited partnership under the laws of the jurisdiction
 17 of its organization.

18 (3) The nature of the business or purpose to be promoted in
 19 Indiana.

20 (4) The name and address of the registered agent for service of
 21 process required under section 4 of this chapter.

22 (5) The name and business address, residence address, or mailing
 23 address of each general partner.

24 (6) The date on which the foreign limited partnership first
 25 transacted, or intends to transact, business in Indiana.

26 (7) The address of the office at which is kept a list of the names
 27 and addresses of the limited partners and the capital contributions
 28 of each, together with a statement by the foreign limited
 29 partnership that it will keep those records until the foreign limited
 30 partnership's registration in Indiana is ~~cancelled~~: **canceled**.

31 (b) The following activities, among others, do not constitute
 32 transacting business within the meaning of subsection (a):

33 (1) Maintaining, defending, or settling any proceeding.

34 (2) Holding meetings of the partners or carrying on other
 35 activities concerning internal partnership affairs.

36 (3) Maintaining bank accounts.

37 (4) Maintaining offices or agencies for the transfer, exchange, and
 38 registration of the partnership's own securities or maintaining
 39 trustees or depositaries with respect to those securities.

40 (5) Selling through independent contractors.

41 (6) Soliciting or obtaining orders, whether by mail or through
 42 employees or agents or otherwise, if the orders require acceptance



1 outside Indiana before they become contracts.

2 (7) Creating or acquiring indebtedness, mortgages, and security
3 interests in real or personal property.

4 (8) Securing or collecting debts or enforcing mortgages and
5 security interests in property securing the debts.

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

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

10 (11) Transacting business in interstate commerce.

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

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

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

23 (2) File the original application.

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

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

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

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

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

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

40 (b) A foreign limited partnership may apply to the secretary of state
41 to use a name that is not distinguishable upon the secretary of state's
42 records from one (1) or more of the names described in subsection (a).



- 1 The secretary of state shall authorize use of the name applied for if:
- 2 (1) the other domestic or foreign limited partnership files its
- 3 written consent to the use of its name, signed by any current
- 4 general partner of the other limited partnership and verified
- 5 subject to the penalties for perjury; or
- 6 (2) the applicant delivers to the secretary of state a certified copy
- 7 of a final court judgment establishing the applicant's right to use
- 8 the name applied for in Indiana.
- 9 (c) Each foreign limited partnership shall have and maintain:
- 10 (1) an office, which may be (but need not be) a place of its
- 11 business in Indiana; and
- 12 (2) a registered agent whose business address is in Indiana for
- 13 service of process on the foreign limited partnership, which may
- 14 be:
- 15 (A) an individual resident of Indiana; or
- 16 (B) a domestic corporation or a foreign corporation authorized
- 17 to transact business in Indiana.
- 18 (d) Each foreign limited partnership that qualifies after June 30,
- 19 2014, to do business in Indiana shall file with the secretary of state:
- 20 (1) the registered agent's written consent; or
- 21 (2) a representation that the registered agent has consented.
- 22 (e) Each foreign limited partnership qualified to do business in
- 23 Indiana shall provide to the foreign limited partnership's registered
- 24 agent, and update from time to time as necessary, the name, business
- 25 address, and business telephone number of a natural person who is:
- 26 (1) an officer, a director, an employee, or a designated agent of
- 27 the foreign limited partnership; and
- 28 (2) authorized to receive communications from the registered
- 29 agent.
- 30 The natural person is considered to be the communications contact for
- 31 the foreign limited partnership.
- 32 (f) A registered agent shall retain, in paper or electronic form, the
- 33 information provided by a foreign limited partnership under subsection
- 34 (e).
- 35 (g) If a foreign limited partnership fails to provide the registered
- 36 agent with the information required under subsection (e), the registered
- 37 agent may resign, as provided in subsection (j), as the registered agent
- 38 for the foreign limited partnership.
- 39 (h) A foreign limited partnership may change its registered agent by
- 40 delivering to the secretary of state for filing a statement containing the
- 41 following:
- 42 (1) The name of the foreign limited partnership.



- 1 (2) The name of its current registered agent.
- 2 (3) The name and business address of the new registered agent
- 3 and the new agent's consent to the appointment (either on the
- 4 statement or attached to it).
- 5 (i) If a registered agent changes the address of the registered agent's
- 6 business office, the registered agent must notify the foreign limited
- 7 partnership in writing of the change, and sign and deliver to the
- 8 secretary of state for filing a statement that complies with the
- 9 requirements of subsection (h) and recites that the foreign limited
- 10 partnership has been notified of the change.
- 11 (j) A registered agent may resign the agency appointment by signing
- 12 and delivering to the secretary of state for filing the signed original ~~and~~
- 13 two (2) exact or conformed copies of a statement of resignation. After
- 14 filing the statement, the secretary of state shall mail one (1) copy to the
- 15 partnership at the office referred to in subsection (c)(1). The agency
- 16 appointment is terminated on the thirty-first day after the date on which
- 17 the statement was filed.

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

24 Document	25 Electronic	26 Filing Fee
	27 Filing Fee	(Other than 28 electronic 29 filing)
30 (1) Application for		
31 reservation of name	\$10	\$20
32 (2) Application for use		
33 of indistinguishable name	\$10	\$20
34 (3) Application for		
35 renewal of reservation	\$10	\$20
36 (4) Notice of transfer of reserved name	\$10	\$20
37 (5) Application of registered name	\$20	\$30
38 (6) Application for renewal		
39 of registered name	\$20	\$30
40 (7) (5) Certificate of change		
41 of registered agent's		
42 business address	No fee	No fee
43 (8) (6) Certificate of resignation of agent	No fee	No fee
44 (9) (7) Certificate of limited partnership	\$75	\$90



1	(+0) (8) Certificate of amendment	\$20	\$30
2	(+1) (9) Certificate of cancellation	\$75	\$90
3	(+2) (10) Restated certificate of		
4	limited partnership or registration	\$20	\$30
5	(+3) (11) Restated certificate of		
6	limited partnership or		
7	registration with amendments	\$20	\$30
8	(+4) (12) Application for registration	\$75	\$90
9	(+5) (13) Certificate of change of		
10	application	\$20	\$30
11	(+6) (14) Certificate of cancellation of		
12	registration	\$20	\$30
13	(+7) (15) Certificate of change		
14	of registered agent	No fee	No fee
15	(+8) (16) Application for certificate		
16	of existence or authorization	\$15	\$15
17	(+9) (17) Any other document required or		
18	permitted to be filed under this		
19	article, including an application		
20	for any other certificates or		
21	certification certificate (except		
22	for any such other certificates		
23	that the secretary of state may		
24	determine to issue without		
25	additional fee in connection with		
26	particular filings)	\$20	\$30

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

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

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

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

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



1 SECTION 48. IC 23-16-12-5.1, AS AMENDED BY P.L.63-2014,
 2 SECTION 17, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE
 3 JULY 1, 2015]: Sec. 5.1. ~~(a)~~ For purposes of this article, a document
 4 is delivered for filing if the document is transferred to the secretary of
 5 state by hand, mail, or a form of electronic transmission meeting the
 6 requirements established by the secretary of state.

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

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

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

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

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

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

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

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

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

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

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

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



- 1 applied for if:
- 2 (1) the other corporation consents to the use in writing; or
- 3 (2) the applicant delivers to the secretary of state a certified copy
- 4 of the final judgment of a court of competent jurisdiction
- 5 establishing the applicant's right to use the name applied for in
- 6 Indiana.
- 7 (d) A corporation may use the name of another domestic or foreign
- 8 business corporation that is used in Indiana if the other corporation is
- 9 incorporated or authorized to do business in Indiana and the proposed
- 10 user corporation:
- 11 (1) has merged with the other corporation;
- 12 (2) has been formed by reorganization of the other corporation; or
- 13 (3) has acquired all or substantially all of the assets, including the
- 14 corporate name, of the other corporation.
- 15 (e) Except as provided under IC 23-17-26-6, this article does not
- 16 control the use of fictitious names.
- 17 SECTION 51. IC 23-17-5-2 IS AMENDED TO READ AS
- 18 FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 2. (a) A person may
- 19 reserve the exclusive use of a name ~~including a fictitious name for a~~
- 20 ~~foreign corporation whose name is not available~~; by delivering an
- 21 application to the secretary of state for filing. The application must set
- 22 forth the name and address of the applicant and the name proposed to
- 23 be reserved. If the secretary of state finds that the name applied for is
- 24 available, the secretary of state shall reserve the name for the
- 25 applicant's exclusive use for a one hundred twenty (120) day period.
- 26 (b) The owner of a reserved name may transfer the reservation to
- 27 another person by delivering to the secretary of state a signed notice of
- 28 the transfer that states the name and address of the transferee.
- 29 SECTION 52. IC 23-17-5-3 IS REPEALED [EFFECTIVE JULY 1,
- 30 2015]. Sec. 3: (a) ~~A foreign corporation may register the foreign~~
- 31 ~~corporation's:~~
- 32 ~~(1) name; or~~
- 33 ~~(2) name with any addition required under IC 23-17-26-6;~~
- 34 ~~if the name is distinguishable upon the records of the secretary of state~~
- 35 ~~as provided in section 1 of this chapter.~~
- 36 ~~(b) A foreign corporation registers the foreign corporation's name;~~
- 37 ~~with any addition required under IC 23-17-26-6; by delivering to the~~
- 38 ~~secretary of state for filing an application setting forth:~~
- 39 ~~(1) its name; or its name with any addition required by~~
- 40 ~~IC 23-17-26-6; and~~
- 41 ~~(2) the state or country and date of its incorporation.~~
- 42 (c) The name is registered for the applicant's exclusive use upon the



1 effective date of the application:

2 (d) A foreign corporation whose registration is effective may renew
3 the registration for successive years by delivering to the secretary of
4 state for filing a renewal application that complies with the
5 requirements of subsection (b) between October 1 and December 31 of
6 the preceding year. The renewal application renews the registration for
7 the following year:

8 (e) A foreign corporation whose registration is effective may:

9 (1) qualify as a foreign corporation under that name; or

10 (2) consent in writing to the use of that name by:

11 (A) a domestic corporation subsequently incorporated under
12 this article; or

13 (B) another foreign corporation subsequently authorized to
14 transact business in Indiana.

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

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

23 (1) To extend the duration of the corporation that was
24 incorporated at a time when limited duration was required by law.

25 (2) To delete the names and addresses of the initial directors and
26 incorporators.

27 (3) To delete the name and address of the initial registered agent
28 or registered office if a statement of change is on file with the
29 secretary of state.

30 (4) To change the corporate name by substituting the word
31 "corporation", "incorporated", "company", "limited", or the
32 abbreviation "corp.", "inc.", "co.", or "Ltd.", for a similar word or
33 abbreviation in the name or by adding, deleting, or changing a
34 geographical attribution to the name.

35 (5) To delete a mailing address if ~~an annual~~ **a biennial** report has
36 been filed with the secretary of state.

37 (6) To include a statement identifying the corporation as a public
38 benefit, mutual benefit, or religious corporation.

39 (7) To make any other change expressly permitted by this article
40 to be made by director action.

41 (b) If a corporation has no members, the corporation's incorporators
42 may, until directors have been chosen and then the corporation's board



1 of directors, adopt amendments to the corporation's articles of
 2 incorporation subject to any approval required under section 1 of this
 3 chapter. The amendment must be approved by a majority of the
 4 directors in office or, if the directors have not yet been chosen, by a
 5 majority of the incorporators, at the time the amendment is adopted.
 6 The corporation shall provide notice of a meeting at which an
 7 amendment is to be voted upon. The notice must do the following:

8 (1) Be in accordance with IC 23-17-15-3.

9 (2) State that the purpose of the meeting is to consider a proposed
 10 amendment to the articles of incorporation.

11 (3) Contain or be accompanied by a copy or summary of the
 12 amendment or state the general nature of the amendment.

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

19 (1) Whether the restatement contains an amendment to the
 20 articles of incorporation requiring approval by the members or
 21 another person other than the board of directors and, if the
 22 restatement does not, that the board of directors adopted the
 23 restatement.

24 (2) If the restatement contains an amendment to the articles of
 25 incorporation requiring approval by the members, the information
 26 required under section 7 of this chapter.

27 (3) If the restatement contains an amendment to the articles of
 28 incorporation requiring approval by a person whose approval is
 29 required under section 1 of this chapter, a statement that the
 30 approval was obtained.

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

35 (1) The names and addresses of the incorporators or the initial or
 36 present registered office or agent.

37 (2) The mailing address of the corporation if ~~an annual~~ **a biennial**
 38 report has been filed with the secretary of state.

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

42 (d) The secretary of state may certify restated articles of



1 incorporation as the articles of incorporation currently in effect without
2 including the certificate information required under subsection (a).

3 SECTION 55. IC 23-17-23-1, AS AMENDED BY P.L.92-2013,
4 SECTION 79, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE
5 JULY 1, 2015]: Sec. 1. The secretary of state may commence a
6 proceeding under section 2 of this chapter to administratively dissolve
7 a corporation if the following occur:

8 (1) The corporation does not pay within sixty (60) days after they
9 are due any taxes or penalties imposed by this article or other law.

10 (2) The corporation does not deliver the corporation's annual
11 **report (until July 1, 2016) or biennial report (after June 30,**
12 **2016)** to the secretary of state within sixty (60) days after the
13 report is due.

14 (3) The corporation is without a registered agent or registered
15 office in Indiana for at least sixty (60) days.

16 (4) The corporation does not notify the secretary of state within
17 sixty (60) days that the corporation's:

18 (A) registered agent or registered office has been changed;

19 (B) registered agent has resigned; or

20 (C) registered office has been discontinued.

21 ~~(5) The corporation's period of duration, if any, stated in the~~
22 ~~corporation's articles of incorporation expires.~~

23 ~~(6)~~ (5) The secretary receives credible evidence that the
24 corporation is engaged in:

25 (A) illegal activity; or

26 (B) activity not authorized by the corporation's articles of
27 incorporation.

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

33 (1) add the word "corporation", "incorporated", "company", or
34 "limited" or the abbreviation "corp.", "inc.", "co.", or "ltd.", to the
35 foreign corporation's corporate name for use in Indiana; or

36 (2) use a fictitious name to transact business in Indiana if the
37 foreign corporation's real name is unavailable and the foreign
38 corporation delivers to the secretary of state for filing a copy of
39 the resolution of the foreign corporation's board of directors,
40 certified by the foreign corporation's secretary, adopting the
41 fictitious name.

42 (b) Except as authorized by subsections (c) and (d), the corporate



1 name, including a fictitious name, of a foreign corporation must be
 2 distinguishable upon the records of the secretary of state from the
 3 following:

4 (1) The corporate name of a corporation incorporated or
 5 authorized to transact business in Indiana under IC 23-1.

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

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

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

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

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

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

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

31 (1) merged with the other corporation;

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

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

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

42 SECTION 57. IC 23-17-26-9 IS AMENDED TO READ AS

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1 FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 9. (a) The registered
 2 agent of a foreign corporation may resign the agency appointment by
 3 signing and delivering to the secretary of state for filing as described
 4 in IC 23-17-29 a statement of resignation. The statement of resignation
 5 may include a statement that the registered office is also discontinued.

6 (b) After filing the statement, the secretary of state shall ~~attach the~~
 7 ~~filing receipt to one (1) copy and mail the a copy and receipt~~ to the
 8 registered office if not discontinued. The secretary of state shall mail
 9 one (1) copy to the foreign corporation at the foreign corporation's
 10 principal office address shown in the foreign corporation's most recent
 11 annual **report (until July 1, 2016) or biennial report (after June 30,**
 12 **2016).**

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

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

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

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

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

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

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



1 SECTION 59. IC 23-17-26-12 IS AMENDED TO READ AS
 2 FOLLOWS [EFFECTIVE JULY 1, 2016]: Sec. 12. The secretary of
 3 state may commence a proceeding under IC 23-17-23-2 to revoke the
 4 certificate of authority of a foreign corporation authorized to transact
 5 business in Indiana if any of the following conditions exists:

6 (1) The foreign corporation does not deliver the ~~annual~~ **biennial**
 7 report to the secretary of state within sixty (60) days after the
 8 report is due.

9 (2) The foreign corporation is without a registered agent or
 10 registered office in Indiana for at least sixty (60) days.

11 (3) The foreign corporation does not inform the secretary of state
 12 under section 8 or 9 of this chapter that the foreign corporation's:

13 (A) registered agent or registered office has changed;

14 (B) registered agent has resigned; or

15 (C) registered office has been discontinued within sixty (60)
 16 days of the change, resignation, or discontinuance.

17 (4) An incorporator, a director, an officer, or an agent of the
 18 foreign corporation signed a document the incorporator, director,
 19 officer, or agent knew was false in any material respect with the
 20 intent that the document be delivered to the secretary of state for
 21 filing.

22 (5) The secretary of state receives a duly authenticated certificate
 23 from the secretary of state or other official having custody of
 24 corporate records in the state or country under whose law the
 25 foreign corporation is incorporated stating that the foreign
 26 corporation has been dissolved or disappeared as the result of a
 27 merger.

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

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

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

40 (b) If the foreign corporation does not correct each ground for
 41 revocation or demonstrate to the reasonable satisfaction of the secretary
 42 of state that each ground determined by the secretary of state does not



1 exist within sixty (60) days after service of the notice is perfected under
 2 section 10 of this chapter, the secretary of state may revoke the foreign
 3 corporation's certificate of authority by signing a certificate of
 4 revocation that recites the ground for revocation and the revocation's
 5 effective date. The secretary of state shall file the original of the
 6 certificate and serve a copy on the foreign corporation under section 10
 7 of this chapter.

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

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

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

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

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

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

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

38 (b) A corporation shall maintain appropriate accounting records.

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



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

4 (e) A corporation shall keep a copy of the following records at the
5 corporation's principal office:

6 (1) The corporation's articles of incorporation or restated articles
7 of incorporation and all amendments to the articles of
8 incorporation currently in effect.

9 (2) The corporation's bylaws or restated bylaws and all
10 amendments to the bylaws currently in effect.

11 (3) Resolutions adopted by the corporation's board of directors
12 relating to the characteristics, qualifications, rights, limitations,
13 and obligations of members or a class or category of members.

14 (4) The minutes of all meetings of members and records of all
15 actions approved by the members for the past three (3) years.

16 (5) Written communications to members generally within the past
17 three (3) years, including the financial statements furnished for
18 the past three (3) years under section 6 of this chapter.

19 (6) A list of the names and business or home addresses of the
20 corporation's current directors and officers.

21 (7) The corporation's most recent ~~annual~~ **biennial** report delivered
22 to the secretary of state under section 8 of this chapter.

23 (f) Except as otherwise provided in articles of incorporation or
24 bylaws, ballots must be retained by a corporation until the earlier of the
25 following:

26 (1) The date of the next annual meeting.

27 (2) One (1) year after the date the ballot was received.

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

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

39 (1) The name of the corporation and the state or country under
40 whose law ~~the corporation it~~ is incorporated.

41 (2) The street address of ~~the corporation's its~~ registered office and
42 the name of ~~the corporation's its~~ registered agent at the office in



- 1 Indiana.
- 2 (3) The address of ~~the corporation's~~ **its** principal office.
- 3 (4) The names and business or residence addresses of ~~the~~
4 ~~corporation's~~ **its** directors, secretary, and highest executive
5 officer.
- 6 (c) The information in the ~~annual~~ **biennial** report must be current on
7 the date the ~~annual~~ **biennial** report is executed on behalf of the
8 corporation.
- 9 (d) The first ~~annual~~ **biennial** report must be delivered to the
10 secretary of state in the **second** year following the year in which a
11 domestic corporation was incorporated or a foreign corporation was
12 authorized to transact business. The report is due during the same
13 month as the month in which the corporation was incorporated or
14 authorized to transact business. Subsequent ~~annual~~ **biennial** reports
15 must be delivered to the secretary of state during that same month in
16 the following years. The secretary of state may accept ~~annual~~ **biennial**
17 reports during the two (2) months before the month that the corporation
18 was incorporated or authorized to transact business.
- 19 (e) If an ~~annual~~ **a biennial** report does not contain the information
20 required by this section, the secretary of state shall promptly notify the
21 reporting domestic or foreign corporation in writing and return the
22 report to the corporation for correction. If the report is corrected to
23 contain the information required by this section and delivered to the
24 secretary of state within thirty (30) days after the effective date of
25 notice, the report is considered to be timely filed.
- 26 (f) ~~The secretary of state may mail the annual report form to an~~
27 ~~address shown for the corporation on the last annual report filed with~~
28 ~~the secretary of state. The failure of the corporation to receive the~~
29 ~~annual report form from the secretary of state does not relieve the~~
30 ~~corporation of the corporation's duty to deliver an annual report to the~~
31 ~~office as required by this section.~~
- 32 (g) A domestic or foreign corporation may deliver to the secretary
33 of state for filing an amendment to the annual report if a change in the
34 information set forth in the annual report occurs after the report is
35 delivered to the secretary of state's office for filing and before the next
36 due date. This subsection applies only to a change that is not required
37 to be made by an amendment to the articles of incorporation. The
38 amendment to the annual report must set forth the following:
- 39 (1) The name of the corporation as shown on the records of the
40 secretary of state's office.
- 41 (2) The information as changed.
- 42 SECTION 63. IC 23-17-29-1, AS AMENDED BY P.L.40-2013,



1 SECTION 4, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE
2 JULY 1, 2016]: Sec. 1. (a) To be entitled to be filed by the secretary of
3 state under this article, a document must meet the following conditions:

- 4 (1) Be filed in the office of the secretary of state.
5 (2) Contain the information required by this article.
6 (3) Be typewritten or printed.
7 (4) Be legible.
8 (5) Be in English. However, a corporate name need not be in
9 English if written in English letters or Arabic or Roman numerals,
10 and the certificate of existence required of foreign corporations
11 need not be in English if accompanied by a reasonably
12 authenticated English translation.

13 (6) Be signed:

14 (A) by the presiding officer of the board of directors of a
15 domestic or foreign corporation, the corporation's president, or
16 by another of the corporation's officers;

17 (B) if directors have not been selected or the corporation has
18 not been formed, by an incorporator;

19 (C) if the corporation is in the hands of a receiver, trustee, or
20 other court appointed fiduciary, by the fiduciary; or

21 (D) for purposes of ~~annual~~ or biennial reports, by:

22 (i) a registered agent;

23 (ii) a certified public accountant; or

24 (iii) an attorney;

25 employed or retained by the business entity.

26 (7) Be signed by the person executing the document and state
27 beneath or opposite the person's signature name the capacity in
28 which the person signs. A signature on a document authorized to
29 be filed under this article may be a facsimile. A signature on a
30 document under this subdivision that is transmitted and filed
31 electronically is sufficient if the person transmitting and filing the
32 document:

33 (A) has the intent to file the document as evidenced by a
34 symbol executed or adopted by a party with present intention
35 to authenticate the filing; and

36 (B) enters the filing party's name on the electronic form in a
37 signature box or other place indicated by the secretary of state.

38 (b) A document may contain the following:

39 (1) A corporate seal.

40 (2) An attestation by a secretary or an assistant secretary.

41 (3) An acknowledgement, a verification, or a proof.

42 (c) If the secretary of state has prescribed a mandatory form for a



1 document under section 2 of this chapter, the document must be in or
2 on the prescribed form.

3 (d) A document must be delivered to the office of the secretary of
4 state for filing as described in section 1.1 of this chapter and must be
5 accompanied by the correct filing fee. The filing fee must be paid in the
6 manner and form required by the secretary of state.

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

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

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

- 32 ~~(1) two (2) exact or conformed copies of a document filed under~~
33 ~~IC 23-17-6-3 or IC 23-17-26-9; or~~
34 ~~(2) one (1) exact or conformed copy of any other document filed~~
35 ~~under this article.~~

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

- 39 (1) A foreign corporation's application for a certificate of
40 authority to transact business in Indiana.
41 (2) A foreign corporation's application for a certificate of
42 withdrawal.



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

2 (b) If the secretary of state requires, use of the forms described in

3 subsection (a) is mandatory.

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

5 forms for other documents required or permitted to be filed by this

6 article but the use of forms for other documents is not mandatory.

7 SECTION 66. IC 23-17-29-3, AS AMENDED BY P.L.106-2008,

8 SECTION 52, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE

9 JULY 1, 2015]: Sec. 3. (a) The secretary of state shall collect the

10 following fees when the following documents are delivered for filing:

11 Document	Electronic	Filing Fee
12	Filing Fee	(Other than
13		electronic
14		filing)
15 (1) Articles of Incorporation	\$20	\$30
16 (2) Application for use of		
17 indistinguishable name	\$10	\$20
18 (3) Application for reserved name	\$10	\$20
19 (4) Notice of transfer of		
20 reserved name	\$10	\$20
21 (5) Application for renewal		
22 of reservation	\$10	\$20
23 (6) Application for registered name	\$20	\$30
24 (7) Application for renewal of		
25 registered name	\$20	\$30
26 (8) (6) Corporation's statement of		
27 change of registered agent		
28 or registered office or both	no fee	no fee
29 (9) (7) Agent's statement of change of		
30 registered office for each		
31 affected corporation	no fee	no fee
32 (10) (8) Agent's statement of		
33 resignation	no fee	no fee
34 (11) (9) Amendment of articles of		
35 incorporation	\$20	\$30
36 (12) (10) Restatement of articles of		
37 incorporation with amendments	\$20	\$30
38 (13) (11) Articles of merger	\$20	\$30
39 (14) (12) Articles of dissolution	\$20	\$30
40 (15) (13) Articles of revocation of		
41 dissolution	\$20	\$30
42 (16) (14) Certificate of administrative		



1	dissolution	no fee	no fee
2	(17) (15) Application for reinstatement		
3	following administrative		
4	dissolution	\$20	\$30
5	(18) (16) Certificate of		
6	reinstatement	no fee	no fee
7	(19) (17) Certificate of judicial	no fee	no fee
8	dissolution		
9	(20) (18) Application for certificate		
10	of authority	\$20	\$30
11	(21) (19) Application for amended		
12	certificate of authority	\$20	\$30
13	(22) (20) Application for certificate		
14	of withdrawal	\$20	\$30
15	(23) (21) Certificate of revocation		
16	of authority to transact business	no fee	no fee
17	(24) (22) Annual report	\$5	\$10
18	(until July 1, 2016)		
19	(23) Biennial report	\$10	\$20
20	(after June 30, 2016)		
21	(25) (24) Certificate of existence	\$15	\$15
22	(26) (25) Any other document		
23	required or permitted to be		
24	filed by this article	\$20	\$30

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

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

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

35 (1) One dollar (\$1) a page for copying.

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

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

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



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

4 (2) at the time specified in the document as the document's
 5 effective time on the date the document is filed.

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

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

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

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

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

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



- 1 following:
- 2 (1) Affect the validity or invalidity of the document in whole or
- 3 in part.
- 4 (2) Relate to the correctness or incorrectness of information
- 5 contained in the document.
- 6 (3) Create a presumption that the document is valid or invalid or
- 7 that information contained in the document is correct or incorrect.
- 8 SECTION 69. IC 23-17-29-9 IS AMENDED TO READ AS
- 9 FOLLOWS [EFFECTIVE JULY 1, 2016]: Sec. 9. (a) A person may
- 10 request the secretary of state to furnish a certificate of existence for a
- 11 domestic or foreign corporation.
- 12 (b) The certificate of existence sets forth the following:
- 13 (1) The domestic corporation's corporate name or the foreign
- 14 corporation's corporate name used in Indiana.
- 15 (2) That:
- 16 (A) the domestic corporation is duly incorporated under
- 17 Indiana law, the date of the corporation's incorporation, and
- 18 the period of the corporation's duration if less than perpetual;
- 19 or
- 20 (B) the foreign corporation is authorized to transact business
- 21 in Indiana.
- 22 (3) That all fees, taxes, and penalties owed to this state have been
- 23 paid, if:
- 24 (A) payment is reflected in the records of the secretary of state;
- 25 and
- 26 (B) nonpayment affects the existence of authorization of the
- 27 domestic or foreign corporation.
- 28 (4) That the corporation's most recent ~~annual~~ **biennial** report
- 29 required under IC 23-17-27-8 has been delivered to the secretary
- 30 of state.
- 31 (5) That articles of dissolution have not been filed.
- 32 (6) Other facts of record in the office of the secretary of state that
- 33 may be requested by the applicant.
- 34 (c) Subject to any qualification stated in the certificate, a certificate
- 35 of existence issued by the secretary of state may be relied upon as
- 36 conclusive evidence that the domestic or foreign corporation is in
- 37 existence or is authorized to transact business in Indiana.
- 38 SECTION 70. IC 23-18-2-8 IS AMENDED TO READ AS
- 39 FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 8. (a) The name of each
- 40 limited liability company as set forth in its articles of organization:
- 41 (1) must contain the words "limited liability company" or either
- 42 of the following abbreviations:



- 1 (A) "L.L.C."; or
 2 (B) "LLC";
 3 (2) may contain the name of a member or manager; and
 4 (3) except as provided in subsection (b), must be such as to
 5 distinguish the name upon the records of the office of the
 6 secretary of state from the name of any limited liability company
 7 or other business entity reserved ~~registered~~, or organized under
 8 the laws of Indiana or qualified to transact business as a foreign
 9 limited liability company in Indiana.
- 10 (b) A limited liability company may apply to the secretary of state
 11 to use a name that is not distinguishable upon the secretary of state's
 12 records from one (1) or more of the names described in subsection (a).
 13 The secretary of state shall authorize the use of the name applied for if:
 14 (1) the other domestic or foreign limited liability company or
 15 other business entity files its written consent to the use of its
 16 name; or
 17 (2) the applicant delivers to the secretary of state a certified copy
 18 of a final court judgment from a circuit or superior court in the
 19 state of Indiana establishing the applicant's right to use the name
 20 applied for in Indiana.
- 21 SECTION 71. IC 23-18-2-9 IS AMENDED TO READ AS
 22 FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 9. (a) A person may
 23 reserve the exclusive right to the use of a name ~~including a fictitious~~
 24 ~~name by a foreign limited liability company whose name is not~~
 25 ~~available~~; by delivering an application to the secretary of state. The
 26 application must set forth the name and address of the applicant and the
 27 name to be reserved. If the secretary of state finds that the name is
 28 available, the secretary of state shall reserve the name for the exclusive
 29 use of the applicant for renewable one hundred twenty (120) day
 30 periods.
- 31 (b) The owner of a reserved name may transfer the reservation to
 32 another person by delivering to the office of the secretary of state a
 33 signed notice of the transfer that states the name and address of the
 34 transferee.
- 35 SECTION 72. IC 23-18-2-9.5 IS REPEALED [EFFECTIVE JULY
 36 1, 2015]. Sec. 9.5. (a) ~~A foreign limited liability company may register~~
 37 ~~its name; or its name with any addition required by IC 23-18-2-8; if the~~
 38 ~~name is distinguishable upon the records of the secretary of state as~~
 39 ~~provided in section 8 of this chapter.~~
- 40 (b) ~~A foreign limited liability company registers its name; or its~~
 41 ~~name with any addition required by IC 23-18-2-8; by delivering to the~~
 42 ~~secretary of state for filing an application setting forth:~~



- 1 (1) its name; or its name with any addition required by
2 IC 23-18-2-8; and
3 (2) the state or country and date of its formation.
- 4 (c) The name is registered for the applicant's exclusive use upon the
5 effective date of the application.
- 6 (d) A foreign limited liability company whose registration is
7 effective may renew the registration for successive years by delivering
8 to the secretary of state for filing a renewal application that complies
9 with subsection (b). The renewal application must be filed between
10 October 1 and December 31 of the preceding year. The filing of the
11 renewal application renews the registration for the following calendar
12 year.
- 13 (e) A foreign limited liability company whose registration is
14 effective may thereafter qualify as a foreign limited liability company
15 under that name or consent in writing to the use of that name by a
16 limited liability company thereafter organized under this article or by
17 another foreign limited liability company thereafter authorized to
18 transact business in Indiana. The registration terminates when the
19 domestic limited liability company is organized or the foreign limited
20 liability company qualifies or consents to the qualification of another
21 foreign limited liability company under the registered name.
- 22 SECTION 73. IC 23-18-10-1, AS AMENDED BY P.L.63-2014,
23 SECTION 34, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE
24 JULY 1, 2015]: Sec. 1. The secretary of state may commence a
25 proceeding under section 2 of this chapter to administratively dissolve
26 a limited liability company if:
- 27 (1) the limited liability company does not deliver its biennial
28 report to the secretary of state not more than sixty (60) days after
29 the biennial report is due;
- 30 (2) the limited liability company is without a registered agent or
31 registered office in Indiana for at least sixty (60) days;
- 32 (3) the limited liability company does not notify the secretary of
33 state not more than sixty (60) days after its registered agent or
34 registered office has been changed, its registered agent has
35 resigned, or its registered office has been discontinued; **or**
- 36 (4) the period of duration stated in the limited liability company's
37 articles of organization expires; or
- 38 (5) (4) the limited liability company fails to pay franchise taxes or
39 penalties imposed by this article or another law within sixty (60)
40 days after the date that the franchise taxes or penalties are due.
- 41 SECTION 74. IC 23-18-11-10 IS AMENDED TO READ AS
42 FOLLOWS [EFFECTIVE JULY 1, 2015]: Sec. 10. (a) The registered



1 agent of a foreign limited liability company may resign the agency
2 appointment by signing and delivering to the secretary of state for filing
3 as described in IC 23-18-12 a statement of resignation. The statement
4 of resignation may include a statement that the registered office is also
5 discontinued.

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

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

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

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

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

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

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

32 Document	33 Electronic 34 Filing Fee	35 Filing Fee (Other than 36 electronic 37 filing)
38 (1) Articles of organization	\$75	\$90
39 (2) Application for use of 40 indistinguishable name	\$10	\$20
41 (3) Application for reservation 42 of name	\$10	\$20
(4) Application for renewal of reservation	\$10	\$20



1	(5) Notice of transfer or cancellation		
2	of reservation	\$10	\$20
3	(6) Application of registered name	\$20	\$30
4	(7) Application for renewal		
5	of registered name	\$20	\$30
6	(8) (6) Certificate of change of		
7	registered agent's business		
8	address	No Fee	No Fee
9	(9) (7) Certificate of resignation		
10	of agent	No Fee	No Fee
11	(10) (8) Articles of amendment	\$20	\$30
12	(11) (9) Restatement of articles of		
13	organization	\$20	\$30
14	(12) (10) Articles of dissolution	\$20	\$30
15	(13) (11) Application for certificate		
16	of authority	\$75	\$90
17	(14) (12) Application for amended		
18	certificate of authority	\$20	\$30
19	(15) (13) Application for certificate		
20	of withdrawal	\$20	\$30
21	(16) (14) Application for		
22	reinstatement following		
23	administrative dissolution	\$20	\$30
24	(17) (15) Articles of correction	\$20	\$30
25	(18) (16) Certificate of change of		
26	registered agent	No Fee	No Fee
27	(19) (17) Application for certificate		
28	of existence or authorization	\$15	\$15
29	(20) (18) Biennial report	\$20	\$30
30	(21) (19) Articles of merger		
31	involving a domestic limited		
32	liability company	\$75	\$90
33	(22) (20) Any other document		
34	required or permitted to be		
35	filed under this article	\$20	\$30
36	(23) (21) Registration of intent		
37	to sell sexually explicit materials,		
38	products, or services		\$250
39	The secretary of state shall prescribe the electronic means of filing		
40	documents to which the electronic filing fees set forth in this section		
41	apply.		
42	(b) The fee set forth in subsection (a)(20) (a)(18) for filing a		



1 biennial report is:

2 (1) for an electronic filing, ten dollars (\$10) per year; or

3 (2) for a filing other than an electronic filing, fifteen dollars (\$15)
4 per year;

5 to be paid biennially.

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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



COMMITTEE REPORT

Madam President: The Senate Committee on Commerce and Technology, to which was referred Senate Bill No. 487, has had the same under consideration and begs leave to report the same back to the Senate with the recommendation that said bill be AMENDED as follows:

Page 40, line 14, delete "2015]:" and insert "2016]:".

Page 42, line 19, delete "2015]:" and insert "2016]:".

Page 43, line 14, delete "2015]:" and insert "2016]:".

Page 44, line 10, reset in roman "annual".

Page 44, line 10, after "annual" insert "**report (until July 1, 2016) or**".

Page 44, line 11, after "report" insert "**(after June 30, 2016)**".

Page 46, line 10, reset in roman "annual".

Page 46, line 10, after "annual" insert "**report (until July 1, 2016) or**".

Page 46, line 10, delete "." and insert "**(after June 30, 2016)**".

Page 46, line 15, delete "2015]:" and insert "2016]:".

Page 46, line 42, delete "2015]:" and insert "2016]:".

Page 47, line 28, delete "2015]:" and insert "2016]:".

Page 48, line 28, delete "2015]:" and insert "2016]:".

Page 49, line 27, delete "2015]:" and insert "2016]:".

Page 50, line 42, delete "2015]:" and insert "2016]:".

Page 52, line 35, delete "2015]:" and insert "2016]:".

Page 53, delete lines 5 through 42.

Page 54, delete lines 1 through 34, begin a new paragraph and insert:

"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
(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	\$5	\$10
(23) Biennial report	\$10	\$20
(after June 30, 2016)		



(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."

Page 56, line 4, delete "2015]:" and insert "2016]:".

and when so amended that said bill do pass.

(Reference is to SB 487 as introduced.)

BUCK, Chairperson

Committee Vote: Yeas 9, Nays 0.

COMMITTEE REPORT

Mr. Speaker: Your Committee on Judiciary, to which was referred Senate Bill 487, has had the same under consideration and begs leave to report the same back to the House with the recommendation that said bill do pass.

(Reference is to SB 487 as printed February 3, 2015.)

STEUERWALD

Committee Vote: Yeas 11, Nays 0

