

Second Regular Session 120th General Assembly (2018)

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 2017 Regular Session of the General Assembly.

SENATE ENROLLED ACT No. 180

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

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

SECTION 1. IC 23-0.5-1.5-16, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]; Sec. 16. "Interest" means:

- (1) a share in a business corporation;
- (2) a membership in a nonprofit corporation; or
- (3) a governance interest or ~~distributional~~ **economic** interest in any other type of unincorporated entity.

SECTION 2. IC 23-0.5-2-5, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]; Sec. 5. (a) A person on whose behalf a filed record was delivered to the secretary of state for filing may correct the record if:

- (1) the record at the time of filing was inaccurate;
- (2) the record was defectively signed; or
- (3) the electronic transmission of the record to the secretary of state was defective.

(b) To correct a filed record, a person on whose behalf the record was delivered to the secretary of state must deliver to the secretary of state for filing articles of correction.

(c) Articles of correction:

- (1) may not state a delayed effective date;

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- (2) must be signed by the person correcting the filed record;
 - (3) must identify the filed record to be corrected;
 - (4) must specify the inaccuracy or defect to be corrected; and
 - (5) must correct the inaccuracy or defect.
- (d) The articles of correction are effective:
- (1) except as described in subdivision (2),** as of the effective date of the filed record corrected by the articles of correction; ~~except as to persons relying and~~
 - (2) with respect to a person that:**
 - (A) relies** on the uncorrected filed record; and
 - (B) is adversely affected** by the correction;
- ~~As to those persons, the articles of correction are effective when filed or when the reliance ceases to be reasonable, whichever occurs first.~~

SECTION 3. IC 23-0.5-2-6, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 6. (a) The secretary of state shall file an entity filing delivered to the secretary of state for filing which satisfies this article. The duty of the secretary of state under this section is ministerial.

(b) When the secretary of state files an entity filing, the secretary of state shall record it as filed on the date and at the time of its delivery. After filing an entity filing, the secretary of state shall deliver to the person that submitted the filing an electronic copy of the filing with an acknowledgment of the date and time of filing.

(c) If the secretary of state refuses to file an entity filing, the secretary of state, not later than ten (10) business days after the filing is delivered, shall:

- (1) return the entity filing or notify the person that submitted the filing of the refusal; and
- (2) provide a brief explanation in a record of the reason for the refusal.

(d) If the secretary of state refuses to file an entity filing, the person that submitted the filing may petition the circuit or superior court of the county where the entity's principal office (or, if none in Indiana, its registered office) is or will be located to compel its filing. The filing and the explanation of the secretary of state of the refusal to file must be attached to the petition. The court may decide the matter in a **summary** proceeding.

(e) The secretary of state's filing or refusing to file a document does not:

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



part;

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

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

SECTION 4. IC 23-0.5-2-8, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2018]: Sec. 8. (a) On request of any person, the secretary of state shall issue a certificate of existence for a domestic filing entity or **a certificate of registration** for a registered foreign entity.

(b) A certificate issued under subsection (a) must state:

(1) the domestic filing entity's name or the registered foreign entity's name used in Indiana;

(2) in the case of a domestic filing entity:

(A) that its public organic record has been filed and has taken effect;

(B) the date the public organic record became effective; and

(C) that the records of the secretary of state do not reflect that the entity has been dissolved;

(3) in the case of a registered foreign entity, that it is registered to do business in Indiana;

~~(4) that all fees, taxes, interest, and penalties owed to Indiana by the domestic or foreign entity and collected by the secretary of state have been paid; if:~~

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

~~(B) nonpayment would affect the existence or registration of the domestic or foreign entity;~~

~~(5) (4) that the most recent biennial report required by section 13 of this chapter has been delivered to the secretary of state for filing; and~~

~~(6) (5) that a proceeding is not pending under IC 23-0.5-5-11 or IC 23-0.5-6-2.~~

(c) Subject to any qualification stated in the certificate, a certificate issued by the secretary of state under subsection (a) may be relied on as conclusive evidence of the facts stated in the certificate.

(d) On the request from any person, the secretary of state shall issue a certificate of fact for a domestic filing entity or registered foreign entity. A certificate issued under this subsection must set forth any facts of record in the office of the secretary of state that may be requested by the applicant.

SECTION 5. IC 23-0.5-2-13, AS ADDED BY P.L.118-2017,



SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 13. (a) A domestic filing entity or registered foreign entity shall deliver to the secretary of state for filing a biennial report that states:

- (1) the name of the entity and, if a registered foreign entity, its jurisdiction of formation;
- (2) ~~the name and street address of the entity's registered agent in Indiana;~~ **the information required by IC 23-0.5-4-3(b);**
- (3) the street address of the entity's principal office;
- (4) for a corporation, the names and business addresses of its directors, secretary, and the highest executive office of the corporation; and
- (5) for a nonprofit corporation, the names and business or resident addresses of its directors, secretary, and highest executive office.

(b) Information in a biennial report must be current as of the date the report is signed by the entity.

(c) The biennial report must be delivered to the secretary of state for filing every two (2) calendar years on a schedule determined by the secretary of state. The secretary of state may accept biennial reports during the ninety (90) days before the month in which the biennial report is due.

(d) If a biennial report does not contain the information required by this section, the secretary of state promptly shall notify the reporting entity in a record and return the report for correction. If the report is corrected to contain the information required by this section and delivered to the secretary of state within thirty (30) days after the effective date of notice, the report is considered to be timely filed.

(e) If a biennial report contains ~~the name or address of a registered agent~~ **information required by IC 23-0.5-4-3(b)** which differs from the information shown in the records of the secretary of state immediately before the report becomes effective, the differing information is considered a statement of change under IC 23-0.5-4-7.

(f) A biennial report filed under this section may not specify a future effective date.

SECTION 6. IC 23-0.5-3-1, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 1. (a) Except as otherwise provided in subsection (d), after December 31, 2017, the name under which a domestic filing entity may be formed, the name under which a foreign entity may register to do business in Indiana, a name reserved under section 3 of this chapter, or an assumed name registered under section 4 of this chapter must be distinguishable on



the records of the secretary of state from any:

- (1) name of an existing domestic filing entity;
- (2) name of a domestic filing entity that has not been administratively dissolved for more than one hundred twenty (120) days;
- (3) name of a foreign entity registered to do business in this state under IC 23-0.5-5;
- (4) name reserved under section 3 of this chapter, IC 23-1-23 (before its repeal), IC 23-16-2-2 (before its repeal), IC 23-17-5 (before its repeal), or IC 23-18-2-9 (before its repeal);
- (5) assumed name registered under IC 23-15-1-1(e) (before that chapter's repeal); or
- (6) assumed name registered under section 4(e) of this chapter.

(b) If an entity consents in a record to the use of its name by another entity and submits an undertaking in a form satisfactory to the secretary of state, to change its name to a name that is distinguishable on the records of the secretary of state from any name in any category of names in subsection (a); the name of the consenting entity may be used by the entity to which the consent was given. **Consent may not be given for the use of a reserved name.**

(c) Except as otherwise provided in subsection (d), in determining whether a name is the same as or not distinguishable on the records of the secretary of state from the name of another entity, words, phrases, or abbreviations indicating the type of entity, such as "corporation", "corp.", "incorporated", "Inc.", "company", "co", "professional corporation", "PC", "P.C.", "**professional service corporation**", "**PSC**", "**P.S.C.**", "Limited", "Ltd.", "limited partnership", "LP", "L.P.", "limited liability partnership", "LLP", "L.L.P.", "limited liability company", "LLC", or "L.L.C.", "**limited liability company-s**", "**LLC-s**", or "**L.L.C.-s**", may not be taken into account.

(d) ~~An entity may consent in a record to the use of a name that is not distinguishable on the records of the secretary of state from its name except for the addition of a word, phrase, or abbreviation indicating the type of entity as provided in subsection (c). In such a case, the entity need not change its name under subsection (b). However, Consent is not needed in the following cases in which an entity's name is no longer distinct distinguishable on the records of the secretary of state from an assumed business name of another entity:~~

- (1) In the case of an entity that files an entity filing that changes only the word, phrase, or abbreviation described in subsection (c) that indicates what type of entity the entity is.
- (2) In the case of an entity that files its public organic record or



certificate of registration using a name the entity has reserved under ~~section 3 of this chapter~~ **title before January 1, 2018.**

(3) In the case of an entity that files an application for reinstatement not more than one hundred twenty (120) days after the effective date of a dissolution under IC 23-0.5-6.

SECTION 7. IC 23-0.5-3-2, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 2. (a) The name of a business corporation **or nonprofit corporation** must contain the word "corporation", "incorporated", "company", or "limited", or the abbreviation "Corp.", "Inc.", "Co.", or "Ltd.", or words or abbreviations of similar import in another language. The name of a business corporation that is a professional corporation must contain the words "Professional Service Corporation" or "Professional Corporation" or abbreviations of these words. In addition, only a professional corporation in which all shareholders are physicians licensed under IC 25-22.5 may use the term "medical" in its corporate name. A licensing authority may by rule adopt further requirements than those specified in this subsection as to the names of professional corporations organized under this article.

(b) The name of a limited partnership must contain the words "limited partnership" or the abbreviation "L.P.". The name of a limited partnership may not contain the name of a limited partner unless:

(1) it is also the name of a general partner or the corporate name of a corporate general partner; or

(2) the business of the limited partnership had been carried on under that name before the admission of that limited partner.

(c) The name of a limited liability partnership must contain the phrase "limited liability partnership" or the abbreviation "L.L.P." or "LLP".

(d) The name of a limited liability company must contain the phrase "limited liability company" or the abbreviation "L.L.C." or "LLC". The name of a master limited liability company must comply with IC 23-18.1-6-7(b). The name of a series with limited liability must comply with IC 23-18.1-6-7(c) and IC 23-18.1-6-7(d).

(e) A filing entity may use the name, including an assumed name, of another filing entity if the filing entity proposing to use the name:

(1) has merged with the other filing entity that was already using the name;

(2) has been formed by the reorganization of the other filing entity that was already using the name; or

(3) has acquired all or substantially all of the assets, including the



name, of the other filing entity that was already using the name.

SECTION 8. IC 23-0.5-3-3, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 3. (a) A person may reserve the exclusive right to the use of a name by delivering an electronic application to the secretary of state for filing. The application must state the name and address of the applicant and the name to be reserved, **excluding any word, phrase, or abbreviation described in section 1(c) of this chapter.** If the secretary of state finds that the name is available, the secretary of state shall reserve the name for the applicant's exclusive use for renewable one hundred twenty (120) day periods.

(b) The owner of a reserved entity name may transfer the reservation to another person that is not an individual by delivering to the secretary of state, electronically, a signed notice in a record of the transfer which states the name and address of the transferee.

SECTION 9. IC 23-0.5-3-5, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 5. (a) If a new filing or an amendment changing the name of the filing entity is received by the secretary of state and the new filing or the amendment contains "bank", **or any derivative of "bank"**, in the filing entity's name, the filing must be forwarded to the department of financial institutions for review **of and a determination concerning whether** the use of the term "bank" **(or the derivative) violates IC 28-1-20-4.**

(b) A document under subsection (a) may be filed by the secretary of state only after the filing has been approved by the department of financial institutions.

(c) The department of financial institutions shall review each filing forwarded to the department of financial institutions under subsection (a) and provide notice of the results of the review to the secretary of state.

(d) If the department of financial institutions determines that a filing entity has violated IC 28-1-20-4, the department of financial institutions shall notify the secretary of state of the violation.

(e) The secretary of state shall commence a proceeding under this section to administratively dissolve a filing entity if:

- (1) the name of the filing entity contains the word, or a derivation of the word, "bank", "banc", "banco", or "bankcor"; and
- (2) the department of financial institutions determines that the filing entity violates IC 28-1-20-4.

(f) If the secretary of state commences an administrative dissolution



under subsection (e), the secretary of state shall ~~serve~~ **provide to** the filing entity ~~with~~ written notice of the determination under subsection (e)(2). The secretary of state shall, at the same time notice is sent to the filing entity, provide a copy of the notice to the department of financial institutions.

(g) If a filing entity that receives a notice under subsection (f) does not:

- (1) correct the grounds for dissolution; or
- (2) demonstrate to the reasonable satisfaction of the department of financial institutions that the grounds for dissolution do not exist;

at any time after sixty (60) days after ~~service~~ of the notice is ~~perfected~~, **provided**, the department of financial institutions shall notify the secretary of state in writing of the continuing violation. After receiving the written notice from the department of financial institutions, the secretary of state shall administratively dissolve the filing entity by signing a certificate of **administrative** dissolution that recites the grounds for dissolution and the effective date of the dissolution. The secretary of state shall file the original certificate of **administrative** dissolution and ~~serve~~ **provide** a copy of the certificate of **administrative** dissolution ~~on to~~ the filing entity.

(h) A filing entity administratively dissolved under this section may carry on only those activities necessary to wind up and liquidate the filing entity's affairs.

(i) The filing entity may appeal the administrative dissolution to the circuit court or superior court of the county:

- (1) where the filing entity's principal office is located; or
- (2) if the principal office is not located in Indiana, where the filing entity's registered office is located;

not later than thirty (30) days after service of the notice of denial is perfected.

(j) The court may do the following:

- (1) Order the secretary of state to reinstate the dissolved filing entity.
- (2) Take other action the court considers appropriate.

(k) The court's final decision may be appealed as in other civil proceedings.

(l) Dissolution under this section is in addition to any penalties imposed upon the filing entity under IC 28-1-20-4(j), as well as any other penalties under IC 28.

SECTION 10. IC 23-0.5-4-3, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE



JANUARY 1, 2018 (RETROACTIVE)]; Sec. 3. (a) A registered agent must be an individual, a general partnership, a domestic filing entity, or a registered foreign entity.

(b) A registered agent filing must be signed by the represented entity and state provide either:

- (1) if the entity has a commercial registered agent, the name of the entity's commercial registered agent; or
- (2) if the entity does not have a commercial registered agent:
 - (A) the name or title, or position with the of the individual, general partnership, domestic filing entity, or registered foreign entity; and
 - (B) the address of the entity's noncommercial registered agent; or and
 - (3) (C) the electronic mail address of the registered agent at which the registered agent will accept electronic service of process only in the manner prescribed by the Indiana supreme court in the Indiana trial rules.

(c) A registered agent filing must state:

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

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

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

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

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

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

SECTION 11. IC 23-0.5-4-8, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]; Sec. 8. (a) If a commercial registered agent changes its name, address, or electronic mail address as listed under section 4(a) of this chapter, type of entity, or jurisdiction of formation, the agent shall deliver to the secretary of state for filing



a statement of change signed by the agent which states:

- (1) the name of the agent as listed under section 4(a) of this chapter;
- (2) if the name of the agent has changed, the new name;
- (3) if the address or electronic mail address of the agent has changed, the new address or electronic mail address; and
- (4) if the agent is an entity:
 - (A) if the type of entity of the agent has changed, the new type of entity; and
 - (B) if the jurisdiction of formation of the agent has changed, the new jurisdiction of formation.

(b) The filing by the secretary of state of a statement of change under subsection (a) is effective to change the information regarding the agent with respect to each entity represented by the agent.

(c) A commercial registered agent promptly shall furnish to each entity represented by it a notice in a record of the filing by the secretary of state of a statement of change relating to the name or address of the agent and the changes made in the statement.

(d) If a commercial registered agent changes its address without delivering for filing a statement of change as required by this section, the secretary of state may cancel the listing of the agent under section 4 of this chapter. A cancellation under this subsection has the same effect as a termination under section 5 of this chapter. Promptly after canceling the listing of an agent, the secretary of state shall ~~serve~~ **provide** notice in a record in the manner provided in section 10(b) or 10(c) of this chapter on:

- (1) each entity represented by the agent, stating that the agent has ceased to be the registered agent for the entity and that, until the entity designates a new registered agent, service of process may be made on the entity as provided in section 10 of this chapter; and
- (2) the agent, stating that the listing of the agent has been canceled under this section.

SECTION 12. IC 23-0.5-4-9, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 9. (a) A registered agent may resign as agent for a represented entity by delivering to the secretary of state for filing a statement of resignation signed by the agent which states:

- (1) the name of the entity;
- (2) the name of the agent;
- (3) that the agent resigns from serving as registered agent for the



entity; and

(4) the address of the entity to which the agent will send the notice required by subsection (c).

(b) A statement of resignation takes effect on the earlier of:

(1) the thirty-first day after the day on which it is filed by the secretary of state; or

(2) the designation of a new registered agent for the represented entity.

(c) A registered agent promptly shall furnish to the represented entity notice in a record of the date on which a statement of resignation was filed.

(d) When a statement of resignation takes effect, the person that resigned ceases to have responsibility under this chapter for any matter thereafter tendered to it as agent for the represented entity. The resignation does not affect any contractual rights the entity has against the agent or that the agent has against the entity.

(e) A registered agent may resign with respect to a represented entity ~~whether or not~~ **regardless of the entity is in good standing- entity's status with the secretary of state.**

SECTION 13. IC 23-0.5-5-2, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 2. (a) A foreign ~~filing~~ entity may not do business in Indiana until it registers with the secretary of state under this article. However, this requirement does not apply to foreign regulated entities.

(b) A foreign ~~filing~~ entity doing business in Indiana may not maintain an action or proceeding in this state unless it is registered to do business in Indiana.

(c) The failure of a foreign ~~filing~~ entity to register to do business in Indiana does not impair the validity of a contract or act of the foreign ~~filing~~ entity or preclude it from defending an action or proceeding in Indiana.

(d) A limitation on the liability of an interest holder or governing person of a foreign ~~filing~~ entity is not waived solely because the foreign ~~filing~~ entity does business in Indiana without registering.

(e) Section 1(a) of this chapter applies to a foreign entity even if the foreign entity fails to register under this chapter.

(f) A foreign ~~filing~~ entity is liable for a civil penalty of not more than ten thousand dollars (\$10,000) if it transacts business in Indiana without a certificate of authority. The attorney general may collect all penalties due under this subsection.

SECTION 14. IC 23-0.5-5-3, AS ADDED BY P.L.118-2017,



SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 3. To register to do business in Indiana, a foreign ~~filing~~ entity must deliver a foreign registration statement to the secretary of state for filing. The statement must be signed by the entity and state or be accompanied by:

- (1) the name of the foreign ~~filing~~ entity and, if the name does not comply with IC 23-0.5-3-1, an alternate name adopted under section 6(a) of this chapter;
- (2) the type of entity;
- (3) the entity's jurisdiction of formation;
- (4) the date of formation in the jurisdiction described in subdivision (3);**
- ~~(4)~~ **(5)** the street address of the entity's principal office;
- ~~(5)~~ **(6)** the information required by IC 23-0.5-4-3(b);
- ~~(6)~~ **(7)** if the entity is a nonprofit corporation, whether the corporation has members;
- ~~(7)~~ **(8)** if the entity is a nonprofit corporation, whether the corporation, if the corporation had been incorporated in Indiana, would be a public benefit, mutual benefit, or religious corporation;
- ~~(8)~~ **(9)** if the entity is a limited liability company and if the organizational documents of the entity provide for a manager or managers, a statement to that effect; and
- ~~(9)~~ **(10)** a certificate of existence or similar document authenticated by the secretary of state or other official having custody of business records of the entity in the state or country where the entity was organized.

SECTION 15. IC 23-0.5-5-4, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 4. A registered foreign entity shall deliver to the secretary of state for filing an amendment to its foreign registration statement if there is a change in:

- (1) the name of the entity;
- (2) the entity's jurisdiction of formation;
- (3) an address required by section ~~3(4)~~ **3(5)** of this chapter; or
- (4) the information required by IC 23-0.5-4-3(b).

SECTION 16. IC 23-0.5-5-5, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 5. (a) Activities of a foreign ~~filing~~ entity which do not constitute doing business in Indiana under this article include:

- (1) maintaining, defending, mediating, arbitrating, or settling an



action or proceeding;

(2) carrying on any activity concerning its internal affairs, including holding meetings of its interest holders or governing persons;

(3) maintaining accounts in financial institutions;

(4) maintaining offices or agencies for the transfer, exchange, and registration of securities of the entity or maintaining trustees or depositories with respect to those securities;

(5) selling through independent contractors;

(6) soliciting or obtaining orders by any means if the orders require acceptance outside Indiana before they become contracts;

(7) **making loans or otherwise** creating or acquiring indebtedness, mortgages, or security interests in **real or personal** property;

(8) securing or collecting debts or enforcing mortgages or security interests in property securing the debts, and holding, protecting, or maintaining property so acquired;

(9) conducting an isolated transaction completed within thirty (30) days that is not conducted in the course of repeated transactions of a like nature;

(10) owning, without more, property;

(11) doing business in interstate commerce; and

(12) if the entity is a nonprofit corporation, soliciting funds if otherwise authorized by Indiana law.

(b) A person does not do business in Indiana solely by being an interest holder or governing person of a foreign entity that does business in Indiana.

(c) This section does not apply in determining the contacts or activities that may subject a foreign ~~filing~~ entity to service of process, taxation, or regulation under law of Indiana other than this article.

(d) The list of activities in subsection (a) is not exhaustive and recodifies, not repeals, those activities previously listed in IC 23-1-49-1, IC 23-16-10-2, IC 23-17-26-1, and IC 23-18-11-2.

SECTION 17. IC 23-0.5-5-6, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 6. (a) A foreign ~~filing~~ entity whose name does not comply with IC 23-0.5-3-1 for an entity of its type may not register to do business in Indiana until it adopts, for the purpose of doing business in Indiana, an alternate name that complies with IC 23-0.5-3-1. A registered foreign entity that registers under an alternate name under this subsection need not comply with IC 23-0.5-3-4. After registering to do business in Indiana with an



alternate name, a registered foreign entity shall do business in Indiana under:

- (1) the alternate name; or
- (2) a name the entity is authorized to use under IC 23-0.5-3-4.

(b) If a registered foreign entity changes its name to a name that does not comply with IC 23-0.5-3-1, it may not do business in Indiana until it complies with subsection (a) by amending its registration to adopt an alternate name that complies with IC 23-0.5-3-1.

SECTION 18. IC 23-0.5-5-7, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 7. (a) A registered foreign entity may withdraw its registration by delivering a statement of withdrawal to the secretary of state for filing. The statement of withdrawal must be signed by the entity and state:

- (1) the name of the entity and its jurisdiction of formation;
- (2) that the entity is not doing business in Indiana and that it withdraws its registration to do business in Indiana;
- (3) that the entity revokes the authority of its registered agent to accept service **of process** on its behalf in Indiana;
- (4) an address and electronic mail address to which service of process may be made under subsection (b); and
- (5) a commitment to notify the secretary of state in the future of any change in its street or electronic mail address.

(b) After the withdrawal of the registration of an entity, service of process in any action or proceeding based on a cause of action arising during the time the entity was registered to do business in Indiana may be made under IC 23-0.5-4-10.

SECTION 19. IC 23-0.5-5-9, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 9. (a) A registered foreign entity that has dissolved and completed winding up or has converted to a domestic or foreign entity that is not a filing entity shall deliver a statement of withdrawal to the secretary of state for filing. The statement must be signed by the dissolved or converted entity and state:

- (1) in the case of a foreign entity that has completed winding up:
 - (A) its name and jurisdiction of formation; and
 - (B) that the foreign entity surrenders its registration to do business in Indiana; and
- (2) in the case of a foreign entity that has converted to a domestic or foreign entity that is not a filing entity:
 - (A) the name of the converting foreign entity and its jurisdiction of formation;



- (B) the type of entity other than a filing entity to which it has converted and its jurisdiction of formation;
- (C) that it surrenders its registration to do business in Indiana and revokes the authority of its registered agent to accept service on its behalf; and
- (D) a street or electronic mail address to which service of process may be made under subsection (b).

(b) After a withdrawal under this section is effective, service of process in any action or proceeding based on a cause of action arising during the time the foreign ~~filing~~ entity was registered to do business in Indiana may be made under IC 23-0.5-4-10.

SECTION 20. IC 23-0.5-5-11, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 11. (a) The secretary of state may ~~terminate~~ **revoke** the registration of a registered foreign entity if:

- (1) the entity does not pay, not later than sixty (60) days after the due date, any fee, tax, interest, or penalty required to be paid to the secretary of state under this article or law of Indiana other than this article;
- (2) the entity does not deliver to the secretary of state for filing, not later than sixty (60) days after the due date, a biennial report;
- (3) the entity does not have a registered agent as required by IC 23-0.5-4-1;
- (4) the entity does not deliver to the secretary of state for filing a statement of change under IC 23-0.5-4-6 not later than thirty (30) days after a change occurs in the name or address of the entity's registered agent; or
- (5) the secretary of state receives a duly authenticated certificate from the secretary of state or other official having custody of entity filings in the state or country under whose law the entity is registered stating that it has been dissolved or disappeared as the result of a merger.

(b) If the secretary of state determines that one (1) or more grounds exists under subsection (a) for ~~termination~~ **revocation** of a registration, the secretary of state shall ~~serve~~ **provide to** the foreign ~~corporation~~ **with entity** written notice of the determination, unless the secretary of state:

- (1) receives a receipt showing failure of **a previous attempt of** service of process upon the entity's registered agent at the address of the registered office; and
- (2) determines that the secretary of state's office has no record of



the entity's principal office address.

(c) The notice under subsection (b) must state:

(1) the effective date of the ~~termination~~, **revocation**, which must be at least sixty (60) days after the date the secretary of state delivers the copy; and

(2) the grounds for ~~termination~~ **revocation** under subsection (a).

(d) The authority of a registered foreign entity to do business in Indiana ceases on the effective date of the notice of ~~termination~~ **revocation** under subsection (b), unless before that date the entity cures each ground for ~~termination~~ **revocation** stated in the notice. If the entity cures each ground, the secretary of state shall file a record so stating.

(e) The secretary of state's ~~termination~~ **revocation** of a registration appoints the secretary of state the entity's agent for service of process in any proceeding based on a cause of action that arose during the time the entity was authorized to transact business in Indiana. Service of process on the secretary of state under this subsection is service on the entity. Upon receipt of process, the secretary of state shall mail a copy of the process to the ~~secretary of the~~ entity at its principal office shown in its most recent biennial report or in any subsequent communication received from the entity stating the current mailing address of its principal office, unless the secretary of state:

(1) receives a receipt showing failure of **a previous attempt of** service of process upon the entity's registered agent at the address of the registered office; and

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

(f) ~~Termination Revocation~~ of an entity's registration does not terminate the authority of the registered agent of the entity.

SECTION 21. IC 23-0.5-5-12, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 12. (a) An entity that has had its registration ~~terminated~~ **revoked** under section 11(b) of this chapter may, **not later than five (5) years after the effective date of the revocation**, apply to the secretary of state for reinstatement. The application for reinstatement must include all the following:

(1) The name of the entity.

(2) The effective date of the ~~termination~~ **revocation** of the entity's registration.

(3) A statement that the ground or grounds for ~~termination~~ **revocation** of the entity's registration either did not exist or have been eliminated.



(4) A statement that the entity's name satisfies the requirements of IC 23-0.5-3-1 or section 6 of this chapter.

(5) A certificate from the department of state revenue stating that all taxes owed by the entity have been paid.

(b) If the secretary of state determines that the application contains the information required under subsection (a) and that the information is correct, the secretary of state shall:

(1) cancel the certificate of ~~termination~~ **revocation** of the entity's registration;

(2) prepare a certificate of reinstatement that ~~states:~~ **specifies:**

(A) that the ~~termination~~ **revocation** of the entity's registration has been canceled; and

(B) the date that the reinstatement is effective; **and**

(3) file the original certificate of reinstatement. ~~and~~

~~(4) serve a copy of the certificate of reinstatement on the entity.~~

(c) When the certificate of reinstatement is effective, the certificate of reinstatement relates back to and is considered to take effect as of the effective date of the ~~termination~~ **revocation** of the entity's registration and the entity resumes carrying on its business as if the ~~termination~~ **revocation** of the entity's registration had never occurred.

SECTION 22. IC 23-0.5-5-13, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 13. (a) If the secretary of state denies an entity's application for reinstatement under section 12(a) and 12(b) of this chapter, the secretary of state shall serve the entity with a written notice that explains the reason or reasons for denial.

(b) The entity may appeal the denial of reinstatement to the circuit or superior court of the county in which its registered agent is located not later than thirty (30) days after service of the ~~certificate of revocation~~ **denial of reinstatement** is perfected. The entity appeals by petitioning the court to set aside the revocation and attaching to the petition copies of all the following:

(1) The secretary of state's ~~certificate of revocation.~~ **notice of revocation provided under section 11(b) of this chapter.**

(2) The entity's application for reinstatement described in section 12(a) of this chapter.

(3) The secretary of state's notice of denial described in subsection (a).

(c) The court may order the secretary of state to reinstate the registration or may take any other action the court considers appropriate.

(d) The court's final decision may be appealed as in other civil



proceedings.

SECTION 23. IC 23-0.5-5-14, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 14. The attorney general may maintain an action to enjoin a foreign ~~filing~~ entity from doing business in Indiana in violation of this article.

SECTION 24. IC 23-0.5-6-2, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 2. (a) If the secretary of state determines that one (1) or more grounds exist under section 1 of this chapter for administratively dissolving an entity, the secretary of state shall ~~serve~~ **provide to** the entity ~~with~~ written notice of the determination unless the secretary of state:

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

(b) If a domestic filing entity, not later than sixty (60) days after ~~service of receiving~~ the notice ~~required by~~ **provided under** subsection (a), does not cure or demonstrate to the satisfaction of the secretary of state the nonexistence of each ground determined by the secretary of state, the secretary of state shall administratively dissolve the entity by signing a **statement certificate** of administrative dissolution that recites the grounds for dissolution and the effective date of dissolution. The secretary of state shall file the **statement certificate** and ~~serve provide to the entity~~ a copy ~~on the entity under IC 23-0.5-4-10. of the certificate.~~

(c) A domestic filing entity that is dissolved administratively continues its existence as the same type of entity but may not carry on any activities except as necessary to wind up its activities and affairs and liquidate its assets in the manner provided in its organic law or to apply for reinstatement under section 3 of this chapter.

(d) The administrative dissolution of a domestic filing entity does not terminate the authority of its registered agent.

SECTION 25. IC 23-0.5-6-3, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 3. (a) A domestic filing entity that is dissolved administratively under **IC 23-1-46 (before its repeal), IC 23-17-23 (before its repeal), IC 23-18-10-4 (before its repeal), or** section 2 of this chapter may apply to the secretary of state for reinstatement not later than ~~two (2)~~ **five (5)** years after the effective



date of dissolution. The application must be signed by the entity and state or contain:

- (1) the name of the entity at the time of its administrative dissolution and, if needed, a different name that satisfies IC 23-0.5-3-1;
- (2) the street address of the principal office of the entity and the name and address of its registered agent;
- (3) the effective date of the entity's administrative dissolution;
- (4) that the grounds for dissolution did not exist or have been cured; and
- (5) a certificate of clearance from the department of state revenue reciting that taxes owed by the entity have been paid.

(b) To be reinstated, an entity must pay all fees, taxes, interest, and penalties that were due to the secretary of state at the time of the entity's administrative dissolution and all fees, taxes, interest, and penalties that would have been due to the secretary of state while the entity was dissolved administratively.

(c) If the secretary of state determines that an application under subsection (a) contains the required information, is satisfied that the information is correct, and determines that all payments required to be made to the secretary of state by subsection (b) have been made, the secretary of state shall:

- (1) cancel the ~~statement certificate~~ of administrative dissolution and prepare a ~~statement certificate~~ of reinstatement that states the secretary of state's determination and the effective date of reinstatement; **and**
- (2) file the ~~statement certificate~~ of reinstatement. ~~and~~
- (3) ~~serve a copy on the entity.~~

(d) When reinstatement under this section is effective, the following rules apply:

- (1) The reinstatement relates back to and takes effect as of the effective date of the administrative dissolution.
- (2) The domestic filing entity resumes carrying on its activities and affairs as if the administrative dissolution had never occurred.
- (3) The rights of a person arising out of an act or omission in reliance on the dissolution before the person knew or had notice of the reinstatement are not affected.

SECTION 26. IC 23-0.5-6-4, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 4. (a) If the secretary of state denies a domestic filing entity's application for reinstatement following administrative dissolution, the secretary of state shall serve



the entity with a notice in a record that explains the reasons for denial.

(b) An entity may seek judicial review of denial of reinstatement in the circuit or superior court of the county where the entity's principal office (or, if none in Indiana, its registered office) is located not later than thirty (30) days after service of the notice of denial.

(c) An entity appeals by petitioning the court to set aside the dissolution and attaching to the petition copies of the following:

- (1) The secretary of state's certificate of **administrative** dissolution.
- (2) The filing entity's application for reinstatement.
- (3) The secretary of state's notice of denial.

(d) The court may do the following:

- (1) Order the secretary of state to reinstate the entity.
- (2) Take other action the court considers appropriate.

(e) The court's final decision may be appealed as in other civil proceedings.

SECTION 27. IC 23-0.5-7-4, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 4. The secretary of state may:

- (1) remove fraudulent filings from the secretary of state's record for the entity; or
- (2) administratively dissolve or **terminate revoke** the registration; for failure to timely and adequately respond to interrogatories under section 3 of this chapter.

SECTION 28. IC 23-0.5-9-41, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 41. (a) ~~The secretary of state shall collect the following fees~~ **There is no fee** for filing a cancellation of assumed business name. ~~electronically:~~

- (1) ~~In the case of a for-profit entity, twenty dollars (\$20) multiplied by the number of assumed business names canceled by the filing entity.~~
- (2) ~~In the case of a nonprofit corporation, ten dollars (\$10); multiplied by the number of assumed business names canceled by the nonprofit corporation.~~

(b) The secretary of state shall collect the following fees for filing a cancellation of assumed business name in a manner other than electronically:

- (1) ~~In the case of a for-profit entity, thirty dollars (\$30) multiplied by the number of assumed business names canceled by the filing entity.~~



~~(2) In the case of a nonprofit corporation, twenty-six dollars (\$26) multiplied by the number of assumed business names canceled by the nonprofit corporation.~~

SECTION 29. IC 23-0.5-9-42, AS ADDED BY P.L.118-2017, SECTION 5, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 42. The secretary of state shall collect the following fees for filing an application for reinstatement following administrative dissolution or ~~termination:~~ **revocation:**

- (1) Twenty dollars (\$20) for an electronic filing.
- (2) Thirty dollars (\$30) for filing in a manner other than electronically.

SECTION 30. IC 23-0.6-1-3, AS ADDED BY P.L.118-2017, SECTION 6, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 3. (a) A domestic or foreign entity that is required to give notice to, or obtain the approval of, a governmental agency or officer **under the law of Indiana** in order to be a party to a merger must give the notice or obtain the approval in order to be a party to an interest exchange, conversion, or domestication.

(b) Property held for a charitable purpose under the law of Indiana by a domestic or foreign entity immediately before a transaction under this article becomes effective may not, as a result of the transaction, be diverted from the objects for which it was donated, granted, or devised unless, to the extent required by or pursuant to the law of Indiana concerning cy pres or other law dealing with nondiversion of charitable assets, the entity obtains an appropriate order specifying the disposition of the property from a court having jurisdiction over the matter.

SECTION 31. IC 23-0.6-1.5-4, AS ADDED BY P.L.118-2017, SECTION 6, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 4. "Approve" means, in the case of an entity, for its **governors governing persons** and interest holders to take whatever steps are necessary under its organic rules, organic law, and other law to:

- (1) propose a transaction subject to this article;
- (2) adopt and approve the terms and conditions of the transaction;
- and
- (3) conduct any required proceedings or otherwise obtain any required votes or consents of the **governors governing persons** or interest holders.

SECTION 32. IC 23-0.6-1.5-19, AS ADDED BY P.L.118-2017, SECTION 6, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE



JANUARY 1, 2018 (RETROACTIVE)]; Sec. 19. "Organic law" refers to the following:

- (1) The law of an entity's jurisdiction of formation governing the internal affairs of the entity.
- (2) IC 23-1-40 for a domestic business corporation engaged in a transaction under this article.
- (3) ~~IC 23-17-9~~ **IC 23-17-19** for a domestic nonprofit corporation engaged in a transaction under this article.

SECTION 33. IC 23-0.6-1.5-25, AS ADDED BY P.L.118-2017, SECTION 6, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]; Sec. 25. "Surviving entity" means the entity that continues in existence after ~~or is created by~~ a merger under IC 23-0.6-2.

SECTION 34. IC 23-0.6-2-1, AS ADDED BY P.L.118-2017, SECTION 6, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]; Sec. 1. (a) Except as otherwise provided in this section, by complying with this chapter:

- (1) one (1) or more domestic entities may merge with one (1) or more domestic or foreign entities into a domestic or foreign surviving entity; and
- (2) two (2) or more foreign entities may merge into a domestic entity.

(b) Except as otherwise provided in this section, by complying with the provisions of this chapter applicable to foreign entities, a foreign entity may be a party to a merger under this chapter or may be the surviving entity in such a merger if the merger is authorized by the law of the foreign entity's jurisdiction of formation.

(c) A merger between or among domestic or foreign business corporations is governed by IC 23-1-40 and not this chapter.

(d) A merger involving domestic or foreign nonprofit corporations is governed by ~~IC 23-17-9~~ **IC 23-17-19** and not this chapter.

SECTION 35. IC 23-0.6-2-5, AS ADDED BY P.L.118-2017, SECTION 6, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]; Sec. 5. (a) Articles of merger must be signed by each merging entity and delivered to the secretary of state for filing.

(b) Articles of merger must contain:

- (1) the name, jurisdiction of formation, and type of entity of each merging entity that is not the surviving entity;
- (2) the name, jurisdiction of formation, and type of entity of the surviving entity;
- (3) if the articles of merger are not effective upon filing, the later



date and time on which the articles of merger will become effective, which may not be more than ninety (90) days after the date of filing;

(4) a statement that the merger was approved by each domestic merging entity, if any, in accordance with this chapter and by each foreign merging entity, if any, in accordance with the law of its jurisdiction of formation;

(5) if the surviving entity is a domestic filing entity, any amendment to its public organic record approved as part of the plan of merger; and

(6) if the surviving entity is a foreign entity that is not a registered foreign entity, a mailing address **and an electronic mail address** to which the secretary of state may send any process served on the secretary of state under section 6(e) of this chapter.

(c) In addition to the requirements of subsection (b), articles of merger may contain any other provision not prohibited by law.

(d) If the surviving entity is a domestic entity, its public organic record, if any, must satisfy the requirements of the law of Indiana, except that the public organic record does not need to be signed and may omit any provision that is not required to be included in a restatement of the public organic record.

(e) A plan of merger that is signed by all the merging entities and meets all the requirements of subsection (b) may be delivered to the secretary of state for filing instead of articles of merger and on filing has the same effect. If a plan of merger is filed as provided in this subsection, references in this article to articles of merger refer to the plan of merger filed under this subsection.

(f) Articles of merger are effective on the date and time of filing or the later date and time specified in the articles of merger.

(g) If the surviving entity is a domestic entity, the merger becomes effective when the articles of merger are effective. If the surviving entity is a foreign entity, the merger becomes effective on the later of:

(1) the date and time provided by the organic law of the surviving entity; or

(2) when the articles of merger are effective.

(h) The surviving entity resulting from a merger may, after the merger has become effective, file for record with the county recorder of each county in Indiana in which the entity has real property at the time of the merger, the title to which will be transferred by the merger, a file-stamped copy of the articles of merger. If the articles of merger set forth amendments to the articles of incorporation of the surviving corporation that change its entity name, a file-stamped copy of the



articles of merger may be filed for record with the county recorder of each county in Indiana in which the surviving ~~or acquiring~~ entity has any real property at the time the merger becomes effective. A failure to record a copy of the articles of merger under this subsection does not affect the validity of the merger or the change in corporate name.

SECTION 36. IC 23-0.6-4-5, AS ADDED BY P.L.118-2017, SECTION 6, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 5. (a) Articles of conversion must be signed by the converting entity and delivered to the secretary of state for filing.

(b) Articles of conversion must contain:

- (1) the name, jurisdiction of organization, and type of the converting entity;
- (2) the name (which must satisfy the requirements of applicable law), jurisdiction of organization, and type of the converted entity;
- (3) if the articles of conversion are not to be effective upon filing, the later date and time on which it will become effective, which may not be more than ninety (90) days after the date of filing;
- (4) if the converting entity is a domestic entity, a statement that the plan of conversion was approved in accordance with this article or, if the converting entity is a foreign entity, a statement that the conversion was approved by the foreign entity in accordance with the law of its jurisdiction of formation;
- (5) if the converted entity is a domestic filing entity, its public organic record, as an attachment; and
- (6) if the converted entity is a foreign entity, a mailing address **and an electronic mail address** to which the secretary of state may send any process served on the secretary of state under section 6(e) of this chapter.

(c) In addition to the requirements of subsection (b), articles of conversion may contain any other provision not prohibited by law.

(d) If the converted entity is a domestic entity, its public organic record, if any, must satisfy the requirements of the law of this state, except that the public organic record does not need to be signed and may omit any provision that is not required to be included in a restatement of the public organic record.

(e) A plan of conversion that is signed by a domestic converting entity and meets all the requirements of subsection (b) may be delivered to the secretary of state for filing instead of articles of conversion and on filing has the same effect. If a plan of conversion is filed as provided in this subsection, references in this article to articles of conversion refer to the plan of conversion filed under this



subsection.

(f) Articles of conversion are effective upon the date and time of filing or the later date and time specified in the articles of conversion.

(g) If the converted entity is a domestic entity, the conversion becomes effective when the articles of conversion are effective. If the converted entity is a foreign entity, the conversion becomes effective on the later of:

- (1) the date and time provided by the organic law of the converted entity; or
- (2) when the articles of conversion are effective.

SECTION 37. IC 23-0.6-5-5, AS ADDED BY P.L.118-2017, SECTION 6, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: Sec. 5. (a) Articles of domestication must be signed by the domesticating entity and delivered to the secretary of state for filing.

(b) Articles of domestication must contain:

- (1) the name, jurisdiction of formation, and type of entity of the domesticating entity;
- (2) the name (which must satisfy the requirements of applicable law) and jurisdiction of formation of the domesticated entity;
- (3) if the articles of domestication are not to be effective upon filing, the later date and time on which the articles of domestication will become effective, which may not be more than ninety (90) days after the date of filing;
- (4) if the domesticating entity is a domestic entity, a statement that the plan of domestication was approved in accordance with this article or, if the domesticating entity is a foreign entity, a statement that the domestication was approved in accordance with the law of its jurisdiction of formation;
- (5) if the domesticated entity is a domestic filing entity, its public organic record, as an attachment; and
- (6) if the domesticated entity is a foreign entity that is not a registered foreign entity, a mailing address **and an electronic mail address** to which the secretary of state may send any process served on the secretary of state pursuant to section 6(e) of this chapter.

(c) In addition to the requirements of subsection (b), articles of domestication may contain any other provision not prohibited by law.

(d) If the domesticated entity is a domestic entity, its public organic record, if any, must satisfy the requirements of the law of this state, but the public organic record does not need to be signed and may omit any provision that is not required to be included in a restatement of the



public organic record.

(e) A plan of domestication that is signed by a domesticating domestic entity and meets all the requirements of subsection (b) may be delivered to the secretary of state for filing instead of articles of domestication and on filing has the same effect. If a plan of domestication is filed as provided in this subsection, references in this article to articles of domestication refer to the plan of domestication filed under this subsection.

(f) Articles of domestication are effective on the date and time of filing or the later date and time specified in the articles of domestication.

(g) A domestication in which the domesticated entity is a domestic entity becomes effective when the articles of domestication are effective. A domestication in which the domesticated entity is a foreign entity becomes effective on the later of:

- (1) the date and time provided by the organic law of the domesticated entity; or
- (2) when the articles of domestication become effective.

SECTION 38. IC 23-1-21-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]:
Sec. 1. One (1) or more persons may act as the incorporator or incorporators of a corporation by ~~signing and causing to be delivered the person's name to be listed on the~~ articles of incorporation **and having the articles of incorporation provided** to the secretary of state for filing.

SECTION 39. IC 23-1.5-2-9.1 IS ADDED TO THE INDIANA CODE AS A **NEW SECTION TO READ AS FOLLOWS** [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: **Sec. 9.1. The secretary of state may issue a certificate of incorporation under this article if the articles of incorporation:**

- (1) meet the requirements of all of the following:**
 - (A) IC 23-1-21-2;**
 - (B) IC 23-0.5-3, with respect to names; and**
 - (C) this article; and**
- (2) include any other information required by the secretary of state to determine proper licensure or qualification of the proposed corporation or shareholders of the proposed corporation to incorporate under state law.**

SECTION 40. IC 23-1.5-2-11.1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]:
Sec. 11.1. A professional corporation must file a biennial report under ~~IC 23-1-~~ **IC 23-0.5-2-13.**



SECTION 41. IC 23-1.5-3-6.1 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: **Sec. 6.1. (a) A professional corporation shall notify the secretary of state of a change:**

(1) in the ownership of any share in the professional corporation; or
(2) to the professional corporation's business address;
not more than thirty (30) days after the date on which the change occurs.

(b) The notice of change in ownership described in subsection (a) must include the name and post office address of the transferor shareholder and the transferee shareholder.

(c) The notice of change in business address described in subsection (a) must include the street address of the previous location and the street address of the new location of the professional corporation.

SECTION 42. IC 23-1.5-5-1, AS AMENDED BY P.L.118-2017, SECTION 31, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: **Sec. 1. (a) A foreign professional corporation desiring to be admitted to render professional services in Indiana must:**

- (1) comply with IC 23-0.5-5; and**
- (2) comply with this article;**
- (3) comply with the name requirements of IC 23-0.5-3; and**
- (4) provide any information required by the secretary of state to determine proper licensure or qualification of the foreign corporation or shareholders of the foreign corporation to transact business in Indiana.**

(b) IC 23-0.5-5-7 applies to the foreign professional corporation.

SECTION 43. IC 23-17-3-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: **Sec. 1. At least one (1) person may act as the incorporator of a corporation by signing and delivering causing the person's name to be listed on the articles of incorporation and having the articles of incorporation provided to the secretary of state for filing.**

SECTION 44. IC 23-17-19-4 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018 (RETROACTIVE)]: **Sec. 4. (a) After a plan of merger is approved by the board of directors and if required by section 3 of this chapter by the members and any other persons, the surviving or acquiring corporation shall deliver to the secretary of state articles of merger setting forth the following:**



(1) The ~~plan of~~ **name of the surviving corporation following the merger.**

(2) If approval of members was not required, a statement to that effect and a statement that the plan was approved by a sufficient vote of the board of directors.

(3) If approval by members was required, the following:

(A) The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the plan, and number of votes of each class indisputably voting on the plan.

(B) Either the total number of votes cast for and against the plan by each class entitled to vote separately on the plan or the total number of undisputed votes cast for the plan by each class and a statement that the number cast for the plan by each class was sufficient for approval by that class.

(4) If approval of the plan by a person other than the members or the board of directors is required under section 3(a)(3) of this chapter, a statement that the approval was obtained.

(b) Unless a delayed effective date is specified, a merger takes effect when the articles of merger are filed.

(c) The surviving corporation resulting from a merger may, after the merger has become effective, file for record with the county recorder of each county in Indiana in which a merging corporation has real property at the time of the merger, the title to which will be transferred by the merger, a file-stamped copy of the articles of merger. If the plan of merger sets forth amendments to the articles of incorporation of the surviving corporation that change the surviving corporation's corporate name, a file-stamped copy of the articles of merger may be filed for record with the county recorder of each county in Indiana in which the surviving corporation has real property at the time the merger becomes effective. A failure to record a copy of the articles of merger under this subsection does not affect the validity of the merger or the change in corporate name.

SECTION 45. An emergency is declared for this act.



President of the Senate

President Pro Tempore

Speaker of the House of Representatives

Governor of the State of Indiana

Date: _____ Time: _____

SEA 180 — Concur

