



January 28, 2014

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## SENATE BILL No. 377

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DIGEST OF SB 377 (Updated January 24, 2014 2:35 pm - DI 110)

**Citations Affected:** IC 23-1; IC 23-4; IC 23-15; IC 23-16; IC 23-17; IC 23-18; noncode.

**Synopsis:** Various business entity matters. Makes various changes to business and other associations law concerning the following: (1) Information required to be filed with the secretary of state's office. (2) Information required to be sent to registered agents. (3) Responsibilities of registered agents. (4) An exception to the notice requirements concerning administrative revocations of certificates of authorities and dissolutions. (5) Procedures concerning reinstatement and denial of reinstatement. (6) Stated powers of corporations, nonprofit corporations, and limited liability companies. (7) Issuance of interrogatories by the secretary of state and investigative claims. (8) Filing false documents with the secretary of state. (9) Use of assumed business names. (10) Domestication of nonprofit corporations. (10) The officers and the powers and duties of officers of a limited liability company. Removes provisions concerning the following: (1) Delivery by telecopy and facsimile. (2) Requiring creation of copies of certain documents. Repeals a provision concerning having a corporation as a resident agent.

**Effective:** July 1, 2014.

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January 14, 2014, read first time and referred to Committee on Civil Law.  
January 27, 2014, amended, reported favorably — Do Pass.

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SB 377—LS 7128/DI 110





January 28, 2014

Second Regular Session 118th General Assembly (2014)

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 2013 Regular Session and 2013 First Regular Technical Session of the General Assembly.

## SENATE BILL No. 377

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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 23-1-18-1.1 IS AMENDED TO READ AS  
2 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 1.1. (a) For purposes  
3 of this article, except for a biennial report filed under IC 23-1-53-4, a  
4 document is delivered for filing if the document is transferred to the  
5 secretary of state by hand, mail, ~~telecopy, facsimile,~~ or ~~other~~ a form of  
6 electronic transmission meeting the requirements established by the  
7 secretary of state.  
8 (b) If a document is delivered for filing by hand or mail, the  
9 document must be accompanied by:  
10 (1) two (2) exact or conformed copies of a document filed under  
11 IC 23-1-24-3 or IC 23-1-49-9; or  
12 (2) one (1) exact or conformed copy of any other document filed  
13 under this article.  
14 (c) The office of the secretary of state shall create any copies of a  
15 document delivered by ~~telecopy facsimile,~~ or ~~other form of electronic~~  
16 transmission that are required for distribution under this article.

SB 377—LS 7128/DI 110



1 SECTION 2. IC 23-1-18-3, AS AMENDED BY P.L.106-2008,  
 2 SECTION 49, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE  
 3 JULY 1, 2014]: Sec. 3. (a) The secretary of state shall collect the  
 4 following fees when the documents described in this subsection are  
 5 delivered to the secretary of state for filing:

6	Document	Electronic Filing Fee	Fee (Other than electronic filing)
10	(1) Articles of incorporation	\$75	\$90
11	(2) Application for use of		
12	indistinguishable name	\$10	\$20
13	(3) Application for reserved name	\$10	\$20
14	(4) Application for renewal		
15	of reservation	\$10	\$20
16	(5) Notice of transfer of		
17	reserved name	\$10	\$20
18	(6) Application for registered		
19	name	\$20	\$30
20	(7) Application for renewal of		
21	registered name	\$20	\$30
22	(8) Corporation's statement of		
23	change of registered agent		
24	or registered office or both	No Fee	No Fee
25	(9) Agent's statement of change		
26	of registered office for each		
27	affected corporation	No Fee	No Fee
28	(10) Agent's statement of		
29	resignation	No Fee	No Fee
30	(11) Amendment of articles of		
31	incorporation	\$20	\$30
32	(12) Restatement of articles of		
33	incorporation	\$20	\$30
34	with amendment of articles	\$20	\$30
35	(13) Articles of merger or share		
36	exchange	\$75	\$90
37	(14) Articles of dissolution	\$20	\$30
38	(15) Articles of revocation of		
39	dissolution	\$20	\$30
40	(16) Certificate of administrative		
41	dissolution	No Fee	No Fee
42	(17) Application for reinstatement		



1	following administrative		
2	dissolution	\$20	\$30
3	(18) Certificate of reinstatement	No Fee	No Fee
4	(19) Certificate of judicial		
5	dissolution	No Fee	No Fee
6	(20) Application for certificate of		
7	authority	\$75	\$90
8	(21) Application for amended		
9	certificate of authority	\$20	\$30
10	(22) Application for certificate of		
11	withdrawal	\$20	\$30
12	(23) Certificate of revocation of		
13	authority to transact business	No Fee	No Fee
14	(24) Biennial report	\$20	\$30
15	(25) Articles of correction	\$20	\$30
16	(26) Application for certificate		
17	of existence or authorization	\$15	\$15
18	(27) Any other document		
19	required or permitted to		
20	be filed by this article,		
21	including an application		
22	for any other certificates		
23	or certification certificate		
24	(except for any such other		
25	certificates that the secretary		
26	of state may determine to		
27	issue without additional fee		
28	in connection with particular		
29	filings) and a request for		
30	other facts of record under		
31	section 9(b)(6) of this		
32	chapter	\$20	\$30

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

36 (b) The fee set forth in subsection (a)(24) for filing a biennial report  
37 is:

38 (1) fifteen dollars (\$15) per year, for a filing in writing; ~~including~~  
39 ~~facsimile~~; and

40 (2) ten dollars (\$10) per year, for a filing by electronic means;  
41 to be paid biennially.

42 (c) The secretary of state shall collect a fee of ten dollars (\$10) each



1 time process is served on the secretary of state under this article. If the  
 2 party to a proceeding causing service of process prevails in the  
 3 proceeding, then that party is entitled to recover this fee as costs from  
 4 the nonprevailing party.

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

8 (1) Per page for copying \$ 1

9 (2) For a certification stamp \$15

10 SECTION 3. IC 23-1-22-2 IS AMENDED TO READ AS  
 11 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. Unless its articles of  
 12 incorporation provide otherwise, every corporation has perpetual  
 13 duration and succession in its corporate name and has the same powers  
 14 as an individual to do all things necessary or convenient to carry out its  
 15 business and affairs, including without limitation power to:

16 (1) sue and be sued, complain and defend in its corporate name;

17 (2) have a corporate seal, which may be altered at will, and to use  
 18 it, or a facsimile of it, by impressing or affixing it or in any other  
 19 manner reproducing it (however, the use of a corporate seal or an  
 20 impression thereof is not required and does not affect the validity  
 21 of any instrument whatsoever, notwithstanding any other  
 22 statutes);

23 (3) make and amend bylaws, not inconsistent with its articles of  
 24 incorporation or with the laws of this state, for managing the  
 25 business and regulating the affairs of the corporation;

26 (4) purchase, receive, lease, or otherwise acquire and own, hold,  
 27 improve, use, and otherwise deal with real or personal property,  
 28 or any legal or equitable interest in property, wherever located;

29 (5) sell, convey, mortgage, pledge, lease, exchange, and otherwise  
 30 dispose of all or any part of its property;

31 (6) purchase, receive, subscribe for, or otherwise acquire; own,  
 32 hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose  
 33 of; and deal in and with shares or other interests in, or obligations  
 34 of, any entity, including itself, except as otherwise prohibited by  
 35 this article;

36 (7) make contracts and guarantees, incur liabilities, borrow  
 37 money, issue its notes, bonds, and other obligations (which may  
 38 be convertible into or include the option to purchase other  
 39 securities of the corporation), and secure any of its obligations by  
 40 mortgage or pledge of any of its property, franchises, or income;

41 (8) lend money, invest and reinvest its funds, and receive and  
 42 hold real and personal property as security for repayment;



- 1 (9) be a promoter, partner, member, associate, or manager of any  
 2 partnership, joint venture, trust, or other entity;  
 3 (10) conduct its business, locate offices, and exercise the powers  
 4 granted by this article within or without Indiana;  
 5 (11) elect directors, elect and appoint officers, and appoint  
 6 employees and agents of the corporation, define their duties, fix  
 7 their compensation, and lend them money and credit;  
 8 (12) pay pensions and establish and administer pension plans,  
 9 pension trusts, profit sharing plans, share bonus plans, share  
 10 option plans, welfare plans, qualified and nonqualified retirement  
 11 plans, and benefit or incentive plans for any or all of its current or  
 12 former directors, officers, employees, and agents;  
 13 (13) make donations for the public welfare or for charitable,  
 14 scientific, or educational purposes;  
 15 (14) transact any lawful business that will aid governmental  
 16 policy; ~~and~~  
 17 (15) make payments or donations, or do any other act, not  
 18 inconsistent with law, that furthers the business and affairs of the  
 19 corporation; **and**  
 20 **(16) adopt, either in the corporation's articles of**  
 21 **incorporation or bylaws, a provision establishing exclusive**  
 22 **jurisdiction in the circuit or superior courts of any county in**  
 23 **Indiana or in the United States district courts of Indiana, for:**  
 24 **(A) any derivative action brought on behalf of, or in the**  
 25 **name of the corporation;**  
 26 **(B) any action asserting a claim for breach of a fiduciary**  
 27 **duty owed by any director, officer, employee, or agent of**  
 28 **the corporation to:**  
 29 **(i) the corporation; or**  
 30 **(ii) any of the corporation's constituents identified in**  
 31 **IC 23-1-35-1(d);**  
 32 **(C) any action asserting a claim arising under:**  
 33 **(i) any provision of this article; or**  
 34 **(ii) the corporation's articles of incorporation or bylaws;**  
 35 **or**  
 36 **(D) any actions otherwise relating to the internal affairs of**  
 37 **the corporation.**  
 38 SECTION 4. IC 23-1-24-1 IS AMENDED TO READ AS  
 39 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 1. **(a)** Each corporation  
 40 must continuously maintain in Indiana:  
 41 (1) a registered office; and  
 42 (2) a registered agent, who must be:



- 1 (A) an individual who resides in Indiana and whose business  
 2 office is identical with the registered office;  
 3 (B) a domestic ~~corporation or not-for-profit domestic~~  
 4 ~~corporation~~ **limited liability company, domestic**  
 5 **corporation, or nonprofit domestic corporation** whose  
 6 business office is identical with the registered office; or  
 7 (C) a foreign ~~corporation or not-for-profit foreign corporation~~  
 8 **limited liability company, foreign corporation, or**  
 9 **nonprofit foreign corporation** authorized to transact business  
 10 in Indiana whose business office is identical with the  
 11 registered office.

12 **(b) Each corporation incorporated after June 30, 2014, shall file**  
 13 **with the secretary of state:**

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

16 **(c) Each corporation incorporated under the laws of Indiana**  
 17 **shall provide to the corporation's registered agent, and update**  
 18 **from time to time as necessary, the name, business address, and**  
 19 **business telephone number of a natural person who is:**

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

24 **The natural person is considered to be the communications contact**  
 25 **for the corporation.**

26 **(d) A registered agent shall retain, in paper or electronic form,**  
 27 **the information provided by a corporation under subsection (c).**

28 **(e) If a corporation fails to provide the registered agent with the**  
 29 **information required under subsection (c), the registered agent**  
 30 **may resign, as provided in section 3 of this chapter, as the**  
 31 **registered agent for the corporation.**

32 **SECTION 5. IC 23-1-46-2 IS AMENDED TO READ AS**  
 33 **FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. (a) If the secretary**  
 34 **of state determines that one (1) or more grounds exist under section 1**  
 35 **of this chapter for dissolving a corporation, the secretary of state shall**  
 36 **serve the corporation with written notice of the determination under**  
 37 **IC 23-1-24-4 unless the secretary of state:**

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





1 (b) If the corporation does not correct each ground for dissolution  
 2 or demonstrate to the reasonable satisfaction of the secretary of state  
 3 that each ground determined by the secretary of state does not exist  
 4 within sixty (60) days after service of the notice is perfected under  
 5 IC 23-1-24-4, the secretary of state shall administratively dissolve the  
 6 corporation by signing a certificate of dissolution that recites the  
 7 ground or grounds for dissolution and its effective date. The secretary  
 8 of state shall file the original of the certificate and serve a copy on the  
 9 corporation under IC 23-1-24-4.

10 (c) A corporation administratively dissolved continues its corporate  
 11 existence but may not carry on any business except that necessary to  
 12 wind up and liquidate its business and affairs under IC 6-8.1-10-9 and  
 13 IC 23-1-45-5 and notify claimants under IC 23-1-45-6 and  
 14 IC 23-1-45-7.

15 (d) The administrative dissolution of a corporation does not  
 16 terminate the authority of its registered agent.

17 SECTION 6. IC 23-1-49-7 IS AMENDED TO READ AS  
 18 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 7. (a) Each foreign  
 19 corporation authorized to transact business in Indiana must  
 20 continuously maintain in Indiana:

21 (1) a registered office; and

22 (2) a registered agent, who may be:

23 (A) an individual who resides in Indiana and whose business  
 24 office is identical with the registered office;

25 (B) a domestic ~~corporation or not-for-profit domestic~~  
 26 **corporation limited liability company, domestic**  
 27 **corporation, or nonprofit domestic corporation** whose  
 28 business office is identical with the registered office; or

29 (C) a foreign ~~corporation or foreign not-for-profit corporation~~  
 30 **limited liability company, foreign corporation, or**  
 31 **nonprofit foreign corporation** authorized to transact business  
 32 in Indiana whose business office is identical with the  
 33 registered office.

34 (b) **Each foreign corporation qualified after June 30, 2014, to do**  
 35 **business in Indiana shall file with the secretary of state:**

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

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

38 (c) **Each foreign corporation qualified to do business in Indiana**  
 39 **shall provide to the foreign corporation's registered agent, and**  
 40 **update from time to time as necessary, the name, business address,**  
 41 **and business telephone number of a natural person who is:**

42 (1) **an officer, a director, an employee, or a designated agent**



1           **of the foreign corporation; and**  
 2           **(2) authorized to receive communications from the registered**  
 3           **agent.**

4           **The natural person is considered to be the communications contact**  
 5           **for the foreign corporation.**

6           **(d) A registered agent shall retain, in paper or electronic form,**  
 7           **the information provided by a foreign corporation under**  
 8           **subsection (c).**

9           **(e) If a foreign corporation fails to provide the registered agent**  
 10           **with the information required under subsection (c), the registered**  
 11           **agent may resign, as provided in section 9 of this chapter, as the**  
 12           **registered agent for the foreign corporation.**

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

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

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

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

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

37           (d) The secretary of state's revocation of a foreign corporation's  
 38           certificate of authority appoints the secretary of state the foreign  
 39           corporation's agent for service of process in any proceeding based on  
 40           a cause of action that arose during the time the foreign corporation was  
 41           authorized to transact business in Indiana. Service of process on the  
 42           secretary of state under this subsection is service on the foreign



1 corporation. Upon receipt of process, the secretary of state shall mail  
 2 a copy of the process to the secretary of the foreign corporation at its  
 3 principal office shown in its most recent annual report or in any  
 4 subsequent communication received from the corporation stating the  
 5 current mailing address of its principal office, or, if none are on file, in  
 6 its application for a certificate of authority.

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

9 SECTION 8. IC 23-1-51-2.5 IS ADDED TO THE INDIANA CODE  
 10 AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY  
 11 1, 2014]: **Sec. 2.5. (a) A foreign corporation that has had its  
 12 certificate of authority revoked under section 2 of this chapter may  
 13 apply to the secretary of state for reinstatement. The application  
 14 for reinstatement must include all the following:**

- 15 (1) **The name of the foreign corporation.**  
 16 (2) **The effective date of the revocation of the foreign  
 17 corporation's certificate of authority.**  
 18 (3) **A statement that the ground or grounds for revocation of  
 19 the foreign corporation's certificate of authority either did not  
 20 exist or have been eliminated.**  
 21 (4) **A statement that the foreign corporation's name satisfies  
 22 the requirements of IC 23-1-23-1 or IC 23-1-49-6.**  
 23 (5) **A certificate from the department of state revenue stating  
 24 that all taxes owed by the foreign corporation have been paid.**

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

- 28 (1) **cancel the certificate of revocation of the foreign  
 29 corporation's certificate of authority; and**  
 30 (2) **prepare a certificate of reinstatement that states:**  
 31 (A) **that the certificate of revocation of the foreign  
 32 corporation's certificate of authority has been canceled;**  
 33 **and**  
 34 (B) **the date that the reinstatement is effective;**  
 35 (3) **file the original certificate of reinstatement; and**  
 36 (4) **serve, as provided in IC 23-1-49-10, a copy of the  
 37 certificate of reinstatement on the foreign corporation.**

38 (c) **When the certificate of reinstatement is effective, the  
 39 certificate of reinstatement relates back to and is considered to  
 40 take effect as of the effective date of the revocation of the foreign  
 41 corporation's certificate of authority and the foreign corporation  
 42 resumes carrying on its business as if the revocation of the foreign**



1 **corporation's certificate of authority had never occurred.**

2 SECTION 9. IC 23-1-51-3 IS AMENDED TO READ AS  
3 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 3. **(a) If the secretary**  
4 **of state denies a foreign corporation's application for**  
5 **reinstatement under section 2.5 of this chapter, the secretary of**  
6 **state shall serve, as provided in IC 23-1-49-10, the foreign**  
7 **corporation with a written notice that explains the reason or**  
8 **reasons for denial.**

9 ~~(a)~~ **(b) The foreign corporation may appeal the secretary of state's**  
10 **revocation of its certificate of authority denial of reinstatement to the**  
11 **circuit or superior court of the county in which its registered office is**  
12 **located within thirty (30) days after service of the certificate of**  
13 **revocation is perfected. under IC 23-1-49-10. The foreign corporation**  
14 **appeals by petitioning the court to set aside the revocation and**  
15 **attaching to the petition copies of its certificate of authority and all the**  
16 **following:**

17 **(1) The secretary of state's certificate of revocation.**

18 **(2) The foreign corporation's application for reinstatement**  
19 **described in section 2.5 of this chapter.**

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

22 ~~(b)~~ **(c) The court may order the secretary of state to reinstate the**  
23 **certificate of authority or may take any other action the court considers**  
24 **appropriate.**

25 ~~(c)~~ **(d) The court's final decision may be appealed as in other civil**  
26 **proceedings.**

27 SECTION 10. IC 23-4-1-50 IS AMENDED TO READ AS  
28 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 50. ~~(+)~~ **(a) A limited**  
29 **liability partnership and a foreign limited liability partnership must**  
30 **continuously maintain in Indiana the following:**

31 ~~(a)~~ **(1) A registered office.**

32 ~~(b)~~ **(2) A registered agent, who must be one (1) of the following:**

33 ~~(+)~~ **(A) An individual who resides in Indiana and whose**  
34 **business office is identical with the registered office.**

35 ~~(+)~~ **(B) A domestic limited liability partnership, domestic**  
36 **limited liability company, domestic corporation, or nonprofit**  
37 **domestic corporation whose business office is identical with**  
38 **the registered office.**

39 ~~(+)~~ **(C) A foreign limited liability partnership, foreign limited**  
40 **liability company, foreign corporation, or nonprofit foreign**  
41 **corporation authorized to transact business in Indiana whose**  
42 **business office is identical with the registered office.**



1           **(b) Each limited liability partnership formed after June 30,**  
 2 **2014, under the laws of Indiana and each foreign limited liability**  
 3 **partnership that qualifies, after June 30, 2014, to do business in**  
 4 **Indiana shall file with the secretary of state:**

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

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

7           **(c) Each limited liability partnership and each foreign limited**  
 8 **liability partnership shall provide to its registered agent, and**  
 9 **update from time to time as necessary, the name, business address,**  
 10 **and business telephone number of a natural person who is:**

11           **(1) an officer, a director, an employee, or a designated agent**  
 12 **of the partnership; and**

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

15 **The natural person is considered to be the communications contact**  
 16 **for the partnership.**

17           **(d) A registered agent shall retain, in paper or electronic form,**  
 18 **the information provided by a partnership under subsection (c).**

19           **(e) If a limited liability partnership or a foreign limited liability**  
 20 **partnership fails to provide the registered agent with the**  
 21 **information required under subsection (c), the registered agent**  
 22 **may resign, as provided in section 51 of this chapter, as the**  
 23 **registered agent for the partnership.**

24           ~~(f)~~ **(f) A limited liability partnership or a foreign limited liability**  
 25 **partnership may change its registered office or registered agent by**  
 26 **delivering to the secretary of state for filing a statement of change that**  
 27 **sets forth the following:**

28           ~~(a)~~ **(1) The name of the partnership.**

29           ~~(b)~~ **(2) The street address of the partnership's current registered**  
 30 **office.**

31           ~~(c)~~ **(3) If the current registered office is to be changed, the street**  
 32 **address of the new registered office.**

33           ~~(d)~~ **(4) The name of the partnership's current registered agent.**

34           ~~(e)~~ **(5) If the current registered agent is to be changed, the name**  
 35 **of the new registered agent and the new registered agent's written**  
 36 **consent or a representation that the new registered agent has**  
 37 **consented either on the statement or attached to the statement to**  
 38 **the appointment.**

39           ~~(f)~~ **(6) That after the change or changes are made, the street**  
 40 **addresses of its registered office and the business office of its**  
 41 **registered agent will be identical.**

42           ~~(g)~~ **(g) If a registered agent changes the street address of the**



1 registered agent's business office, the registered agent may change the  
 2 street address of the registered office of any limited liability partnership  
 3 or foreign limited liability partnership that the registered agent serves  
 4 by notifying the partnership in writing of the change and signing either  
 5 manually or in facsimile and delivering to the secretary of state for  
 6 filing a statement that complies with the requirements of ~~paragraph (2)~~  
 7 **subsection (f)** and states that the partnership has been notified of the  
 8 change.

9 SECTION 11. IC 23-4-1-59 IS ADDED TO THE INDIANA CODE  
 10 AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY  
 11 1, 2014]: **Sec. 59. A person who signs a document that the person  
 12 knows is false in a material respect, with the intent that the  
 13 document be delivered to the secretary of state for filing, commits  
 14 a Class A misdemeanor.**

15 SECTION 12. IC 23-15-1-1, AS AMENDED BY P.L.133-2009,  
 16 SECTION 40, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE  
 17 JULY 1, 2014]: Sec. 1. (a) Except as otherwise provided in section 2  
 18 of this chapter, a person or general partnership conducting or  
 19 transacting business in Indiana under a name, designation, or title other  
 20 than the real name of the person or general partnership conducting or  
 21 transacting the business shall file for record, in the office of the  
 22 recorder of each county in which a place of business or an office of the  
 23 person or general partnership is situated, a certificate stating the  
 24 assumed name or names to be used and the full name and address of  
 25 the person or general partnership engaged in or transacting business.

26 (b) The recorder shall keep a record of the certificates filed under  
 27 this section and shall keep an index of the certificates showing, in  
 28 alphabetical order, the names of the persons and general partnerships  
 29 having certificates on file in the recorder's office, and the assumed  
 30 name or names which they intend to use in carrying on their businesses  
 31 as shown by the certificates.

32 (c) Before the dissolution of any business for which a certificate is  
 33 on file with the recorder, the person or general partnership to which the  
 34 certificate appertains shall file a notice of dissolution for record in the  
 35 recorder's office.

36 (d) The county recorder shall charge a fee in accordance with  
 37 IC 36-2-7-10 for each certificate, notice of dissolution, and notice of  
 38 discontinuance of use filed with the recorder's office and recorded  
 39 under this chapter. The funds received shall be receipted as county  
 40 funds the same as other money received by the recorders.

41 (e) Except as provided in section 2 of this chapter:

42 (1) a corporation conducting business in Indiana under a name,



1 designation, or title other than the name of the corporation as  
 2 shown by its articles of incorporation;  
 3 (2) a foreign corporation conducting business in Indiana under a  
 4 name, designation, or title other than the name of the foreign  
 5 corporation as shown by its application for a certificate of  
 6 authority to transact business in Indiana;  
 7 (3) a limited partnership conducting business in Indiana under a  
 8 name, designation, or title other than the name of the limited  
 9 partnership as shown by its certificate of limited partnership;  
 10 (4) a foreign limited partnership conducting business in Indiana  
 11 under a name, designation, or title other than the name of the  
 12 limited partnership as shown by its application for registration;  
 13 (5) a limited liability company conducting business in Indiana  
 14 under a name, designation, or title other than as shown by its  
 15 articles of organization;  
 16 (6) a foreign limited liability company conducting business in  
 17 Indiana under a name, designation, or title other than the name of  
 18 the limited liability company as shown by its application for  
 19 registration;  
 20 (7) a limited liability partnership conducting business in Indiana  
 21 under a name, designation, or title other than the name of the  
 22 limited liability partnership as shown by its application for  
 23 registration; and  
 24 (8) a foreign limited liability partnership conducting business in  
 25 Indiana under a name, designation, or title other than the name of  
 26 the limited liability partnership as shown by its application for  
 27 registration;  
 28 shall file with the secretary of state a certificate stating the assumed  
 29 name or names to be used and the full name and address of the  
 30 corporation's, limited partnership's, limited liability company's, or  
 31 limited liability partnership's, foreign or domestic, principal office in  
 32 Indiana.  
 33 **(f) An entity may not include an entity indicator, such as "Inc.",**  
 34 **"Corp.", "LLC", "LP", "LLP", or similar description in an**  
 35 **assumed business name filing, that is inconsistent with the entity**  
 36 **type for which the assumed business name is being filed. However,**  
 37 **if the entity filing the assumed business name has filed articles of**  
 38 **conversion, domestication, or merger that changes the entity type,**  
 39 **the entity indicator in the assumed business name filing may be**  
 40 **inconsistent with the entity type if the conversion, domestication,**  
 41 **or merger occurred within the twelve (12) months before the date**  
 42 **of the assumed business name filing.**



1           ~~(f)~~ (g) A person, general partnership, corporation, limited  
 2 partnership, limited liability company, or limited liability partnership,  
 3 foreign or domestic, that has filed a certificate of assumed business  
 4 name or names under subsection (a) or (e) may file a notice of  
 5 discontinuance of use of assumed business name or names with the  
 6 secretary of state or with the recorder's office in which the certificate  
 7 was filed or transferred. The secretary of state or the recorder shall  
 8 keep a record of notices filed under this subsection.

9           ~~(g)~~ (h) This subsection applies to a foreign or domestic corporation,  
 10 limited partnership, limited liability company, or limited liability  
 11 partnership that, before July 1, 2009:

12           (1) filed a certificate stating the assumed name or names to be  
 13 used in carrying out the entity's business; and

14           (2) filed the certificate:

15                   (A) with the secretary of state; and

16                   (B) in the recorder's office.

17 The entity shall file a notice of dissolution or notice of discontinuance  
 18 of use of the assumed business name or names with the secretary of  
 19 state and with the recorder's office in which the certificate was filed or  
 20 transferred.

21           ~~(h)~~ (i) The secretary of state shall collect the following fees when a  
 22 copy of a certificate is filed with the secretary of state under subsection  
 23 (e):

24           (1) A fee of:

25                   (A) twenty dollars (\$20) for an electronic filing; or

26                   (B) thirty dollars (\$30) for a filing other than an electronic  
 27 filing;

28           from a corporation (other than a nonprofit corporation), limited  
 29 liability company, or a limited partnership.

30           (2) A fee of:

31                   (A) ten dollars (\$10) for an electronic filing; or

32                   (B) twenty-six dollars (\$26) for a filing other than an  
 33 electronic filing;

34           from a nonprofit corporation.

35 The secretary of state shall prescribe the electronic means of filing  
 36 certificates for purposes of collecting fees under this subsection. A fee  
 37 collected under this subsection is in addition to any other fee collected  
 38 by the secretary of state.

39           SECTION 13. IC 23-15-2-1 IS REPEALED [EFFECTIVE JULY 1,  
 40 2014]. ~~Sec. 1. Any corporation, for profit or not for profit, now or~~  
 41 ~~hereafter organized under the laws of the state of Indiana and any~~  
 42 ~~foreign corporation, for profit or not for profit, now or hereafter~~





1 admitted to do business in the state of Indiana, which is required or  
 2 permitted to designate and have a resident agent; may designate and  
 3 have as such resident agent a corporation authorized to transact  
 4 business in the state of Indiana and authorized by its articles or  
 5 certificate of incorporation to act as such agent. Such corporate resident  
 6 agent shall possess all of the powers and have all of the duties  
 7 conferred or imposed upon the resident agent of any such corporation;  
 8 and whenever or wherever in any statute of this state the term "person"  
 9 is used or appears in relation to such resident agent, said term shall be  
 10 deemed to include a corporate resident agent. Service of any legal  
 11 process upon a corporate resident agent, as resident agent, may be  
 12 made by serving a copy thereof on the president, a vice-president, the  
 13 secretary, or an assistant secretary of said corporate resident agent.

14 SECTION 14. IC 23-15-10 IS ADDED TO THE INDIANA CODE  
 15 AS A NEW CHAPTER TO READ AS FOLLOWS [EFFECTIVE  
 16 JULY 1, 2014]:

17 **Chapter 10. Issuance of Interrogatories and Investigative**  
 18 **Claims**

19 **Sec. 1. As used in this chapter, "entity" means any entity listed**  
 20 **in IC 23-1-20-10.**

21 **Sec. 2. The secretary of state may propound to any:**

22 (1) domestic or foreign entity that the secretary of state has  
 23 reason to believe is subject to the provisions of this title under  
 24 which the domestic entity was created or foreign entity is  
 25 permitted to transact business in Indiana; and

26 (2) any officer, director, member, manager, or partner of the  
 27 entity described in subdivision (1);

28 any written interrogatories as may be reasonably necessary and  
 29 proper to enable the secretary of state to ascertain whether the  
 30 entity was formed using suspected fraudulent or fictitious filings or  
 31 is being used to commit fraud.

32 **Sec. 3. (a) The interrogatories must be answered not later than**  
 33 **thirty (30) days after the date the interrogatories are mailed or**  
 34 **within an additional period approved, in writing, by the secretary**  
 35 **of state. The answers to the interrogatories must be:**

36 (1) full and complete; and

37 (2) made in writing and under oath.

38 (b) If the interrogatories are directed to an individual, the  
 39 individual shall answer the interrogatories.

40 (c) If the interrogatories are directed to an entity, a duly  
 41 appointed officer, an agent, a member, a manager, or a partner of  
 42 the entity shall answer the interrogatories.



1           **Sec. 4. The secretary of state shall certify to the attorney**  
 2 **general, for an action as the attorney general reasonably considers**  
 3 **appropriate, all interrogatories and answers to the interrogatories**  
 4 **that disclose a violation of any of the provisions of this title under**  
 5 **which the entity was created, requiring or permitting action by the**  
 6 **attorney general.**

7           **Sec. 5. The secretary of state may:**

8           **(1) remove fraudulent filings from the secretary of state's**  
 9 **record for the entity; or**

10           **(2) administratively dissolve or revoke a certificate of**  
 11 **authority;**

12 **for failure to timely and adequately respond to interrogatories**  
 13 **under section 3 of this chapter.**

14           **Sec. 6. The secretary of state may adopt rules under IC 4-22-2**  
 15 **that are necessary to carry out this chapter.**

16           SECTION 15. IC 23-16-2-3 IS AMENDED TO READ AS  
 17 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 3. (a) Each limited  
 18 partnership shall have and continuously maintain:

19           (1) an office at an address set forth in the certificate of limited  
 20 partnership that:

21           (A) may be (but need not be) a place of its business in Indiana;  
 22 and

23           (B) must be the repository for the records required to be  
 24 maintained by section 6 of this chapter; and

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

28           (A) an individual resident of Indiana; or

29           (B) a domestic corporation or a foreign corporation authorized  
 30 to do business in Indiana.

31           **(b) Each limited partnership formed after June 30, 2014, under**  
 32 **the laws of Indiana shall file with the secretary of state:**

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

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

35           **(c) Each limited partnership formed under the laws of Indiana**  
 36 **shall provide to the limited partnership's registered agent, and**  
 37 **update from time to time as necessary, the name, business address,**  
 38 **and business telephone number of a natural person who is:**

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

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



1     **The natural person is considered to be the communications contact**  
 2     **for the limited partnership.**

3     **(d) A registered agent shall retain, in paper or electronic form,**  
 4     **the information provided by a limited partnership under**  
 5     **subsection (c).**

6     **(e) If a limited partnership fails to provide the registered agent**  
 7     **with the information required under subsection (c), the registered**  
 8     **agent may resign, as provided in section 4 of this chapter, as the**  
 9     **registered agent for the limited partnership.**

10    ~~(b)~~ **(f)** A limited partnership may change its registered agent by  
 11    delivering to the secretary of state for filing a statement containing the  
 12    following:

13       (1) The name of the limited partnership.

14       (2) The name of its current registered agent.

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

18    ~~(c)~~ **(g)** If a registered agent changes the address of the registered  
 19    agent's business office, the registered agent must notify the limited  
 20    partnership in writing of the change, and sign and deliver to the  
 21    secretary of state for filing a statement that complies with the  
 22    requirements of subsection ~~(b)~~ **(f)** and recites that the limited  
 23    partnership has been notified of the change.

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

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

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

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

36    The secretary of state shall authorize use of the name applied for if:

37       (1) the other domestic or foreign limited partnership files its  
 38       written consent to the use of its name, signed by any current  
 39       general partner of the other limited partnership and verified  
 40       subject to the penalties for perjury; or

41       (2) the applicant delivers to the secretary of state a certified copy  
 42       of a final court judgment establishing the applicant's right to use



1 the name applied for in Indiana.

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

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

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

8 (A) an individual resident of Indiana; or

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

11 **(d) Each foreign limited partnership that qualifies after June 30,**  
12 **2014, to do business in Indiana shall file with the secretary of state:**

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

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

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

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

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

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

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

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

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

36 **(1) The name of the foreign limited partnership.**

37 **(2) The name of its current registered agent.**

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

41 **(i) If a registered agent changes the address of the registered**  
42 **agent's business office, the registered agent must notify the foreign**



1 limited partnership in writing of the change, and sign and deliver to the  
 2 secretary of state for filing a statement that complies with the  
 3 requirements of subsection ~~(h)~~ **(h)** and recites that the foreign limited  
 4 partnership has been notified of the change.

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

12 SECTION 17. IC 23-16-12-5.1 IS AMENDED TO READ AS  
 13 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 5.1. (a) For purposes  
 14 of this article, a document is delivered for filing if the document is  
 15 transferred to the secretary of state by hand, mail, ~~telecopy, facsimile,~~  
 16 or ~~other~~ a form of electronic transmission meeting the requirements  
 17 established by the secretary of state.

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

- 20 (1) two (2) exact or conformed copies of a document filed under  
 21 IC 23-16-2-4 or IC 23-16-10-4; or  
 22 (2) one (1) exact or conformed copy of any other document filed  
 23 under this article.

24 ~~(c) The office of the secretary of state shall create any copies of a~~  
 25 ~~document delivered by telecopy facsimile, or other form of electronic~~  
 26 ~~transmission that are required for distribution under this article.~~

27 SECTION 18. IC 23-16-12-7 IS ADDED TO THE INDIANA  
 28 CODE AS A NEW SECTION TO READ AS FOLLOWS  
 29 [EFFECTIVE JULY 1, 2014]: **Sec. 7. A person who signs a document**  
 30 **that the person knows is false in a material respect with the intent**  
 31 **that the document be delivered to the secretary of state for filing**  
 32 **commits a Class A misdemeanor.**

33 SECTION 19. IC 23-17-4-2 IS AMENDED TO READ AS  
 34 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. Unless a  
 35 corporation's articles of incorporation provide otherwise, a corporation  
 36 has perpetual duration and succession in the corporation's corporate  
 37 name and has the same powers as an individual to do all things  
 38 necessary or convenient to carry out the corporation's affairs, including  
 39 the power to do the following:

- 40 (1) Sue, be sued, complain, and defend in the corporation's  
 41 corporate name.  
 42 (2) Have a corporate seal or facsimile of a corporate seal, which



- 1 may be altered at will, to use by impressing or affixing or in any  
2 other manner reproducing it. However, the use or impression of  
3 a corporate seal is not required and does not affect the validity of  
4 any instrument.
- 5 (3) Make and amend bylaws not inconsistent with the  
6 corporation's articles of incorporation or with Indiana law for  
7 managing the affairs of the corporation.
- 8 (4) Purchase, receive, take by gift, devise, or bequest, lease, or  
9 otherwise acquire, and own, hold, improve, use, and otherwise  
10 deal with, real or personal property, or any legal or equitable  
11 interest in property, wherever located.
- 12 (5) Sell, convey, mortgage, pledge, lease, exchange, and  
13 otherwise dispose of all or any part of the corporation's property.
- 14 (6) Purchase, receive, subscribe for, or otherwise acquire, own,  
15 hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose  
16 of, and deal in and with, shares or other interests in, or obligations  
17 of any entity.
- 18 (7) Make contracts and guaranties, incur liabilities, borrow  
19 money, issue notes, bonds, and other obligations and secure any  
20 of the corporation's obligations by mortgage or pledge of any of  
21 the corporation's property, franchises, or income.
- 22 (8) Lend money, invest and reinvest the corporation's funds, and  
23 receive and hold real and personal property as security for  
24 repayment, except as provided under IC 23-17-13-3.
- 25 (9) Be a promoter, a partner, a member, an associate or a manager  
26 of any partnership, joint venture, trust, or other entity.
- 27 (10) Conduct the corporation's activities, locate offices, and  
28 exercise the powers granted by this article inside or outside  
29 Indiana.
- 30 (11) Elect directors, elect and appoint officers, and appoint  
31 employees and agents of the corporation, define the duties and fix  
32 the compensation of directors, officers, employees and agents.
- 33 (12) Pay pensions and establish pension plans, pension trusts, and  
34 other benefit and incentive plans for the corporation's current or  
35 former directors, officers, employees, and agents.
- 36 (13) Make donations not inconsistent with law for the public  
37 welfare or for charitable, religious, scientific, or educational  
38 purposes and for other purposes that further the corporate interest.
- 39 (14) Impose dues, assessments, admission, and transfer fees upon  
40 the corporation's members.
- 41 (15) Establish conditions for admission of members, admit  
42 members, and issue memberships.



- 1 (16) Carry on a business.
- 2 (17) Have and exercise powers of a trustee as permitted by law,
- 3 including those set forth in IC 30-4-3-3.
- 4 (18) Purchase and maintain insurance on behalf of any individual
- 5 who:
- 6 (A) is or was a director, an officer, an employee, or an agent of
- 7 the corporation; or
- 8 (B) is or was serving at the request of the corporation as a
- 9 director, an officer, an employee, or an agent of another entity;
- 10 against any liability asserted against or incurred by the individual
- 11 in that capacity or arising from the individual's status as a
- 12 director, an officer, an employee, or an agent, whether or not the
- 13 corporation would have power to indemnify the individual against
- 14 the same liability under this article.
- 15 (19) Do all things necessary or convenient, not inconsistent with
- 16 law, to further the activities and affairs of the corporation.
- 17 **(20) Adopt, either in the corporation's articles of**
- 18 **incorporation or bylaws, a provision establishing exclusive**
- 19 **jurisdiction in the circuit or superior courts of any county in**
- 20 **Indiana or in the United States district courts of Indiana, for:**
- 21 **(A) any action asserting a claim for breach of a fiduciary**
- 22 **duty owed by any director, officer, employee, or agent of**
- 23 **the corporation to the corporation;**
- 24 **(B) any action asserting a claim arising under:**
- 25 **(i) any provision of this article; or**
- 26 **(ii) the corporation's articles of incorporation or bylaws;**
- 27 **or**
- 28 **(C) any actions otherwise relating to the internal affairs of**
- 29 **the corporation.**
- 30 SECTION 20. IC 23-17-6-1 IS AMENDED TO READ AS
- 31 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 1. **(a)** A corporation
- 32 must continuously maintain the following in Indiana:
- 33 (1) A registered office.
- 34 (2) A registered agent, who must be one (1) of the following:
- 35 (A) An individual who resides in Indiana and whose business
- 36 office is identical with the registered office.
- 37 (B) ~~A business or nonprofit corporation~~ **A domestic limited**
- 38 **liability company, domestic corporation, or nonprofit**
- 39 **domestic corporation** whose business office is identical with
- 40 the registered office.
- 41 (C) A foreign ~~business or nonprofit corporation~~ **limited**
- 42 **liability company, foreign corporation, or nonprofit**



- 1           **foreign corporation** authorized to transact business in Indiana  
 2           whose business office is identical with the registered office.
- 3           **(b) Each corporation incorporated after June 30, 2014, under**  
 4 **the laws of Indiana shall file with the secretary of state:**
- 5           **(1) the registered agent's written consent; or**  
 6           **(2) a representation that the registered agent has consented.**
- 7           **(c) Each corporation formed under the laws of Indiana shall**  
 8 **provide to the corporation's registered agent, and update from**  
 9 **time to time as necessary, the name, business address, and business**  
 10 **telephone number of a natural person who is:**
- 11           **(1) an officer, a director, an employee, or a designated agent**  
 12 **of the corporation; and**
- 13           **(2) authorized to receive communications from the registered**  
 14 **agent.**
- 15           **The natural person is considered to be the communications contact**  
 16 **for the corporation.**
- 17           **(d) A registered agent shall retain, in paper or electronic form,**  
 18 **the information provided by a corporation under subsection (c).**
- 19           **(e) If a corporation fails to provide the registered agent with the**  
 20 **information required under subsection (c), the registered agent**  
 21 **may resign, as provided in section 3 of this chapter, as the**  
 22 **registered agent for the corporation.**
- 23           SECTION 21. IC 23-17-23-2 IS AMENDED TO READ AS  
 24 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. (a) If the secretary  
 25 of state determines that a ground exists under section 1 of this chapter  
 26 for dissolving a corporation, the secretary of state shall serve the  
 27 corporation with written notice of the determination under  
 28 IC 23-17-6-4 **unless the secretary of state:**
- 29           **(1) receives a receipt showing failure of service of process**  
 30 **upon the 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**  
 33 **record of the corporation's principal office address.**
- 34           (b) If the corporation does not:
- 35           (1) correct each ground for dissolution; or
- 36           (2) demonstrate to the reasonable satisfaction of the secretary of  
 37 state that each ground determined by the secretary of state does  
 38 not exist;
- 39           within at least sixty (60) days after service of the notice is perfected  
 40 under IC 23-17-6-4, the secretary of state may administratively dissolve  
 41 the corporation by signing a certificate of dissolution that recites the  
 42 grounds for dissolution and the effective date of the dissolution. The





1 secretary of state shall file the original of the certificate and serve a  
2 copy on the corporation under IC 23-17-6-4.

3 (c) A corporation administratively dissolved continues the  
4 corporation's corporate existence but may not carry on any activities  
5 except those necessary to wind up and liquidate the corporation's  
6 affairs under IC 23-17-22-5 and notify the corporation's claimants  
7 under IC 23-17-22-6 and IC 23-17-22-7.

8 (d) The administrative dissolution of a corporation does not  
9 terminate the authority of the corporation's registered agent.

10 SECTION 22. IC 23-17-26-7 IS AMENDED TO READ AS  
11 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 7. (a) A foreign  
12 corporation authorized to transact business in Indiana must  
13 continuously maintain in Indiana:

14 (1) a registered office; and

15 (2) a registered agent, who may be:

16 (A) an individual who resides in Indiana and whose business  
17 office is identical with the registered office;

18 (B) a ~~corporation incorporated or authorized to transact~~  
19 ~~business under IC 23-1~~ **domestic limited liability company,**  
20 **domestic corporation, or nonprofit domestic corporation**  
21 whose business office is identical with the registered office; **or**

22 (C) a foreign ~~business or nonprofit corporation~~ **limited**  
23 **liability company, foreign corporation, or nonprofit**  
24 **foreign corporation** authorized to transact business in Indiana  
25 whose **business** office is identical with the registered office. ~~or~~

26 (D) a nonprofit entity organized or authorized to transact  
27 business in Indiana whose office is identical with the  
28 registered office.

29 (b) **Each foreign corporation that qualifies after June 30, 2014,**  
30 **to do business in Indiana shall file with the secretary of state:**

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

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

33 (c) **Each foreign corporation qualified to do business in Indiana**  
34 **shall provide to the foreign corporation's registered agent, and**  
35 **update from time to time as necessary, the name, business address,**  
36 **and business telephone number of a natural person who is:**

37 (1) **an officer, a director, an employee, or a designated agent**  
38 **of the foreign corporation; and**

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

41 **The natural person is considered to be the communications contact**  
42 **for the foreign corporation.**



1           **(d) A registered agent shall retain, in paper or electronic form,**  
 2 **the information provided by a foreign corporation under**  
 3 **subsection (c).**

4           **(e) If a foreign corporation fails to provide the registered agent**  
 5 **with the information required under subsection (c), the registered**  
 6 **agent may resign, as provided in section 9 of this chapter, as the**  
 7 **registered agent for the foreign corporation.**

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

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

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

19           (b) If the foreign corporation does not correct each ground for  
 20 revocation or demonstrate to the reasonable satisfaction of the secretary  
 21 of state that each ground determined by the secretary of state does not  
 22 exist within sixty (60) days after service of the notice is perfected under  
 23 section 10 of this chapter, the secretary of state may revoke the foreign  
 24 corporation's certificate of authority by signing a certificate of  
 25 revocation that recites the ground for revocation and the revocation's  
 26 effective date. The secretary of state shall file the original of the  
 27 certificate and serve a copy on the foreign corporation under section 10  
 28 of this chapter.

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

32           (d) The secretary of state's revocation of a foreign corporation's  
 33 certificate of authority appoints the secretary of state the foreign  
 34 corporation's agent for service of process in any proceeding based on  
 35 a cause of action that arose during the time the foreign corporation was  
 36 authorized to transact business in Indiana. Service of process on the  
 37 secretary of state under this subsection is service on the foreign  
 38 corporation. Upon receipt of process, the secretary of state shall mail  
 39 a copy of the process to the secretary of the foreign corporation at the  
 40 foreign corporation's principal office shown in the foreign corporation's  
 41 most recent annual report or in any subsequent communication  
 42 received from the corporation stating the current mailing address of the



1 foreign corporation's principal office, or, if a report or communication  
 2 is not on file, in the foreign corporation's application for a certificate of  
 3 authority.

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

7 SECTION 24. IC 23-17-26-13.5 IS ADDED TO THE INDIANA  
 8 CODE AS A NEW SECTION TO READ AS FOLLOWS  
 9 [EFFECTIVE JULY 1, 2014]: **Sec. 13.5. (a) A foreign corporation**  
 10 **that has had its certificate of authority revoked under section 13 of**  
 11 **this chapter may apply to the secretary of state for reinstatement.**  
 12 **The application for reinstatement must include all the following:**

13 (1) **The name of the foreign corporation.**

14 (2) **The effective date of the revocation of the foreign**  
 15 **corporation's certificate of authority.**

16 (3) **A statement that the ground or grounds for revocation of**  
 17 **the foreign corporation's certificate of authority either did not**  
 18 **exist or have been eliminated.**

19 (4) **A statement that the foreign corporation's name satisfies**  
 20 **the requirements of IC 23-17-5-1 or section 6 of this chapter.**

21 (5) **A certificate from the department of state revenue stating**  
 22 **that all taxes owed by the foreign corporation have been paid.**

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

26 (1) **cancel the certificate of revocation of the foreign**  
 27 **corporation's certificate of authority; and**

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

29 (A) **that the certificate of revocation of the foreign**  
 30 **corporation's certificate of authority has been canceled;**  
 31 **and**

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

33 (3) **file the original certificate of reinstatement; and**

34 (4) **serve, as provided in section 10 of this chapter, a copy of**  
 35 **the certificate of reinstatement on the foreign corporation.**

36 (c) **When the certificate of reinstatement is effective, the**  
 37 **certificate of reinstatement relates back to and is considered to**  
 38 **take effect as of the effective date of the revocation of the foreign**  
 39 **corporation's certificate of authority and the foreign corporation**  
 40 **resumes carrying on its business as if the revocation of the foreign**  
 41 **corporation's certificate of authority had never occurred.**

42 SECTION 25. IC 23-17-26-14 IS AMENDED TO READ AS



1 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 14. **(a) If the secretary**  
 2 **of state denies a foreign corporation's application for**  
 3 **reinstatement under section 13.5 of this chapter, the secretary of**  
 4 **state shall serve, as provided in section 10 of this chapter, the**  
 5 **foreign corporation with a written notice that explains the reason**  
 6 **or reasons for denial.**

7 ~~(a)~~ **(b)** A foreign corporation may appeal the secretary of state's  
 8 revocation of the foreign corporation's certificate of authority **denial of**  
 9 **reinstatement** to the circuit or superior court of the county in which  
 10 the foreign corporation's registered office is located within thirty (30)  
 11 days after service of the certificate of revocation is perfected. ~~under~~  
 12 ~~section 10 of this chapter.~~ The foreign corporation appeals by  
 13 petitioning the court to set aside the revocation and attaching to the  
 14 petition copies of the foreign corporation's certificate of authority and  
 15 **all the following:**

16 **(1) The secretary of state's certificate of revocation.**

17 **(2) The foreign corporation's application for reinstatement**  
 18 **described in section 13.5 of this chapter.**

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

21 ~~(b)~~ **(c)** The court may do the following:

22 (1) Order the secretary of state to reinstate the certificate of  
 23 authority.

24 (2) Take any other action the court considers appropriate.

25 ~~(c)~~ **(d)** The court's final decision may be appealed as in other civil  
 26 proceedings.

27 SECTION 26. IC 23-17-29-1.1 IS AMENDED TO READ AS  
 28 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 1.1. (a) For purposes  
 29 of this article, a document is delivered for filing if the document is  
 30 transferred to the secretary of state by hand, mail, ~~telecopy, facsimile,~~  
 31 or ~~other~~ a form of electronic transmission meeting the requirements  
 32 established by the secretary of state.

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

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

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

39 ~~(c)~~ **(e)** The office of the secretary of state shall create any copies of a  
 40 document delivered by telecopy facsimile, or other form of electronic  
 41 transmission that are required for distribution under this article.

42 SECTION 27. IC 23-17-31 IS ADDED TO THE INDIANA CODE



1 AS A NEW CHAPTER TO READ AS FOLLOWS [EFFECTIVE  
2 JULY 1, 2014]:

3 **Chapter 31. Domestication of Nonprofit Corporation**

4 **Sec. 1. (a) A foreign nonprofit corporation may become a**  
5 **domestic nonprofit corporation only if the domestication is**  
6 **permitted by the organic law of the domiciliary state of the foreign**  
7 **nonprofit corporation. The laws of Indiana govern the effect of**  
8 **domesticating a foreign nonprofit corporation in Indiana under**  
9 **this chapter.**

10 **(b) A domestic nonprofit corporation may become a foreign**  
11 **nonprofit corporation only if the domestication is permitted by the**  
12 **laws of the foreign jurisdiction where the domestic nonprofit**  
13 **corporation is seeking redomestication. Regardless of whether the**  
14 **laws of the foreign jurisdiction require the adoption of a plan of**  
15 **domestication, the domestication must be approved by the**  
16 **adoption by the nonprofit corporation of a plan of domestication**  
17 **in the manner provided in this section. The laws of the foreign**  
18 **jurisdiction govern the effect of domesticating in that jurisdiction.**

19 **(c) The plan of domestication must include:**

- 20 **(1) a statement of the jurisdiction in which the nonprofit**  
21 **corporation is to be domesticated;**  
22 **(2) the terms and conditions of the domestication; and**  
23 **(3) any desired amendments to the articles of incorporation of**  
24 **the nonprofit corporation following its domestication.**

25 **Sec. 2. In the case of a domestication of a domestic nonprofit**  
26 **corporation in a foreign jurisdiction, the plan of domestication**  
27 **must be adopted by the board of directors.**

28 **Sec. 3. (a) After the domestication of a foreign nonprofit**  
29 **corporation has been authorized as required by the laws of the**  
30 **foreign jurisdiction, the articles of domestication must be executed**  
31 **by an officer or other authorized representative. The articles must**  
32 **set forth:**

- 33 **(1) the name of the nonprofit corporation immediately before**  
34 **the filing of the articles of domestication and, if that name is**  
35 **unavailable for use in Indiana or the nonprofit corporation**  
36 **desires to change its name in connection with the**  
37 **domestication, a name that satisfies the requirements of**  
38 **IC 23-17-5-1;**  
39 **(2) the jurisdiction of incorporation of the nonprofit**  
40 **corporation immediately before the filing of the articles of**  
41 **domestication in that jurisdiction; and**  
42 **(3) a statement that the domestication of the nonprofit**



1 corporation in Indiana was authorized as required by the laws  
 2 of the jurisdiction in which the nonprofit corporation was  
 3 incorporated immediately before its domestication under this  
 4 chapter.

5 (b) The articles of domestication must either contain all the  
 6 provisions that IC 23-17-3-2 requires to be set forth in articles of  
 7 incorporation and any other desired provisions that IC 23-17-3-3  
 8 permits to be included in the articles of incorporation or must have  
 9 attached articles of incorporation. In either case, provisions that  
 10 would not be required to be included in restated articles of  
 11 incorporation may be omitted.

12 (c) The articles of domestication must be delivered to the  
 13 secretary of state for filing and are effective at the time provided  
 14 in IC 23-17-29-4.

15 (d) If the foreign corporation is authorized to transact business  
 16 in this state under IC 23-17-26, its certificate of authority is  
 17 canceled automatically on the effective date of its domestication.

18 Sec. 4. (a) Whenever a domestic nonprofit corporation has  
 19 adopted and approved, in the manner required by this chapter, a  
 20 plan of domestication providing for the nonprofit corporation to be  
 21 domesticated in a foreign jurisdiction, an officer or another  
 22 authorized representative of the domestic nonprofit corporation  
 23 must execute articles of charter surrender on behalf of the  
 24 domestic nonprofit corporation. The articles of charter surrender  
 25 must set forth:

- 26 (1) the name of the nonprofit corporation;  
 27 (2) a statement that the articles of charter surrender are being  
 28 filed in connection with the domestication of the nonprofit  
 29 corporation in a foreign jurisdiction;  
 30 (3) a statement that the domestication was approved by the  
 31 board of directors; and  
 32 (4) the nonprofit corporation's new jurisdiction of  
 33 incorporation.

34 (b) The articles of charter surrender must be delivered by the  
 35 nonprofit corporation to the secretary of state for filing. The  
 36 articles of charter surrender are effective at the time provided in  
 37 IC 23-17-29-4.

38 Sec. 5. When a domestication of a foreign nonprofit corporation  
 39 in Indiana becomes effective:

- 40 (1) the title to all real and personal property, both tangible  
 41 and intangible, held by the nonprofit corporation remains in  
 42 the nonprofit corporation without reversion or impairment;



- 1           (2) the liabilities of the nonprofit corporation remain the  
2 liabilities of the nonprofit corporation;  
3           (3) an action or proceeding pending against the nonprofit  
4 corporation continues against the nonprofit corporation as if  
5 the domestication had not occurred;  
6           (4) the articles of domestication, or the articles of  
7 incorporation attached to the articles of domestication,  
8 constitute the articles of incorporation of the nonprofit  
9 corporation;  
10          (5) the nonprofit corporation is considered to:  
11           (A) be incorporated under the laws of Indiana for all  
12 purposes;  
13           (B) be the same nonprofit corporation without interruption  
14 as the nonprofit corporation that existed under the laws of  
15 the foreign jurisdiction; and  
16           (C) have been incorporated on the date it was originally  
17 incorporated in the foreign jurisdiction.

18          **Sec. 6. (a) Unless otherwise provided in a plan of domestication**  
19 **of a domestic nonprofit corporation, after the plan has been**  
20 **adopted and approved as required by this chapter, and at any time**  
21 **before the domestication has become effective, the plan of**  
22 **domestication may be abandoned by the board of directors.**

23          **(b) If a domestication is abandoned under subsection (a) after**  
24 **articles of charter surrender have been filed with the secretary of**  
25 **state but before the domestication has become effective, a**  
26 **statement that the domestication has been abandoned under this**  
27 **section, executed by an officer or other authorized representative,**  
28 **must be delivered to the secretary of state for filing before the**  
29 **effective date of the domestication. The statement is effective upon**  
30 **filing and the domestication is abandoned and may not become**  
31 **effective.**

32          **(c) If the domestication of a foreign nonprofit corporation in**  
33 **Indiana is abandoned under the laws of the foreign jurisdiction**  
34 **after articles of domestication have been filed with the secretary of**  
35 **state, a statement that the domestication has been abandoned,**  
36 **executed by an officer or other authorized representative, must be**  
37 **delivered to the secretary of state for filing. The statement is**  
38 **effective upon filing and the domestication is abandoned and may**  
39 **not become effective.**

40          SECTION 28. IC 23-18-2-2 IS AMENDED TO READ AS  
41 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. Unless the limited  
42 liability company's articles of organization provide otherwise, every



1 limited liability company has the same powers as an individual to do  
2 all things necessary or convenient to carry out its business and affairs,  
3 including the following:

4 (1) Sue, be sued, complain, and defend in its name.

5 (2) Make and amend operating agreements, not inconsistent with  
6 its articles of organization or with the laws of this state, for  
7 managing the business and regulating the affairs of the limited  
8 liability company.

9 (3) Purchase, receive, lease, or otherwise acquire and own, hold,  
10 improve, use, and otherwise deal with real or personal property,  
11 or any legal or equitable interest in property, wherever located.

12 (4) Sell, convey, mortgage, pledge, lease, exchange, and  
13 otherwise dispose of all or any part of its property.

14 (5) Except as otherwise prohibited by this article:

15 (A) purchase, receive, subscribe for, or otherwise acquire;

16 (B) own, hold, vote, use, sell, mortgage, lend, pledge, or  
17 otherwise dispose of; and

18 (C) deal in and with shares, interests, obligations, or other  
19 securities of;

20 any corporation, partnership, association, limited liability  
21 company, foreign limited liability company, or business trust.

22 (6) Make contracts and guarantees, incur liabilities, borrow  
23 money, and issue notes, bonds, and other obligations, and secure  
24 any of its obligations by mortgage or pledge of any of its property,  
25 franchises, or income.

26 (7) Lend money, invest and reinvest its funds, and receive and  
27 hold real and personal property as security for repayment.

28 (8) Be a promoter, a stockholder, a partner, a member, a manager,  
29 an associate, or an agent of any corporation, partnership, limited  
30 liability company, foreign limited liability company, joint venture,  
31 trust, or other enterprise.

32 (9) Conduct its business, locate offices, and exercise the powers  
33 granted by this article within or outside Indiana.

34 (10) Elect or appoint managers, agents, and employees, define  
35 their duties, fix their compensation, and lend them money and  
36 credit.

37 (11) Pay pensions and establish and administer pension plans,  
38 pension trusts, profit-sharing plans, welfare plans, qualified and  
39 nonqualified retirement plans, and benefit or incentive plans for  
40 any or all of its current or former managers, employees, and  
41 agents.

42 (12) Make donations for public welfare, charitable, scientific, or





- 1 educational purposes.
- 2 (13) Transact any lawful business that will aid governmental
- 3 policy.
- 4 (14) Indemnify and hold harmless any member, manager, agent,
- 5 or employee from and against any and all claims and demands,
- 6 except in the case of action or failure to act by the member, agent,
- 7 or employee which constitutes willful misconduct or recklessness
- 8 and subject to any standards and restrictions set forth in a written
- 9 operating agreement.
- 10 (15) To the extent authorized by the licensing authority (as
- 11 defined in IC 23-1.5-1-9) provide professional services (as
- 12 defined in IC 23-1.5-1-11).
- 13 (16) Make payments or donations or do any other act that furthers
- 14 the business and affairs of the limited liability company.
- 15 **(17) Adopt, either in the limited liability company's articles of**
- 16 **organization or written operating agreement, a provision**
- 17 **establishing exclusive jurisdiction in the circuit or superior**
- 18 **courts of any county in Indiana or in the United States district**
- 19 **courts of Indiana, for:**
- 20 **(A) any action asserting a claim for breach of a fiduciary**
- 21 **duty owed by any director, officer, employee, or agent of**
- 22 **the limited liability company to the limited liability**
- 23 **company;**
- 24 **(B) any action asserting a claim arising under:**
- 25 **(i) any provision of this article; or**
- 26 **(ii) the limited liability company's articles of**
- 27 **organization or operating agreement; or**
- 28 **(C) any actions otherwise relating to the internal affairs of**
- 29 **the limited liability company.**
- 30 SECTION 29. IC 23-18-2-1 IS AMENDED TO READ AS
- 31 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 10. **(a)** A limited
- 32 liability company must continuously maintain in Indiana the following:
- 33 (1) A registered office.
- 34 (2) A registered agent, who must be one (1) of the following:
- 35 (A) An individual who resides in Indiana and whose business
- 36 office is identical with the registered office.
- 37 (B) A domestic limited liability company, domestic
- 38 corporation, or nonprofit domestic corporation whose business
- 39 office is identical with the registered office.
- 40 (C) A foreign limited liability company, foreign corporation,
- 41 or nonprofit foreign corporation authorized to transact
- 42 business in Indiana whose business office is identical with the



1 registered office.

2 (b) Each limited liability company organized after June 30,  
3 2014, under the laws of Indiana shall file with the secretary of  
4 state:

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

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

7 (c) Each limited liability company formed under the laws of  
8 Indiana shall provide to the limited liability company's registered  
9 agent, and update from time to time as necessary, the name,  
10 business address, and business telephone number of a natural  
11 person who is:

12 (1) an officer, a director, an employee, or a designated agent  
13 of the limited liability company; and

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

16 The natural person is considered to be the communications contact  
17 for the limited liability company.

18 (d) A registered agent shall retain, in paper or electronic form,  
19 the information provided by a limited liability company under  
20 subsection (c).

21 (e) If a limited liability company fails to provide the registered  
22 agent with the information required under subsection (c), the  
23 registered agent may resign, as provided in section 12 of this  
24 chapter, as the registered agent for the limited liability company.

25 SECTION 30. IC 23-18-3-2.5, AS ADDED BY P.L.40-2013,  
26 SECTION 7, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE  
27 JULY 1, 2014]: Sec. 2.5. If the written operating agreement of a limited  
28 liability company provides for officers as permitted by  
29 IC 23-18-4-4(a)(3), the following apply:

30 (1) Each officer has ~~only~~ those powers and duties: ~~specified~~

31 (A) set forth, generally or specifically in the written  
32 operating agreement; or

33 (B) otherwise delegated to an officer from time to time by  
34 the:

35 (i) manager or managers of a manager-managed limited  
36 liability company; or

37 (ii) member or members of a member-managed limited  
38 liability company;

39 in a manner consistent with the written operating  
40 agreement.

41 (2) Each officer has the status of an agent of the limited liability  
42 company for purposes of section 3 of this chapter.



1 (3) If an officer acts within the officer's apparent authority to carry  
 2 on the business of the limited liability company in the usual way,  
 3 the officer's actions bind the limited liability company to the same  
 4 extent as the actions of a manager would bind a limited liability  
 5 company under section 1.1(c)(2) and 1.1(d) of this chapter.

6 (4) Notice to an officer of a matter relating to the business or  
 7 affairs of the limited liability company, or the knowledge of the  
 8 officer acting in the particular matter, is notice to the limited  
 9 liability company to the same extent that notice to a manager or  
 10 knowledge of a manager would be treated as notice to a limited  
 11 liability company under section 2(b)(1) of this chapter.

12 SECTION 31. IC 23-18-3-2.6 IS ADDED TO THE INDIANA  
 13 CODE AS A **NEW** SECTION TO READ AS FOLLOWS  
 14 [EFFECTIVE JULY 1, 2014]: **Sec. 2.6. Section 2.5 of this chapter**  
 15 **and IC 23-18-4-4(a)(3) are not intended to adversely affect the**  
 16 **validity of:**

17 **(1) any provision of a written operating agreement in effect**  
 18 **before July 1, 2014, that:**

19 **(A) provides for an officer or officers; or**

20 **(B) sets forth the powers or duties of an officer or officers;**

21 **or**

22 **(2) any act by an officer before July 1, 2014.**

23 SECTION 32. IC 23-18-4-4, AS AMENDED BY P.L.40-2013,  
 24 SECTION 8, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE  
 25 JULY 1, 2014]: Sec. 4. (a) A written operating agreement may do one  
 26 (1) or more of the following:

27 (1) Modify, increase, decrease, limit, or eliminate the duties  
 28 (including fiduciary duties) or the liability of a member or  
 29 manager for breach of the duties set forth in section 2(a) of this  
 30 chapter.

31 (2) Provide for indemnification of a member or manager for  
 32 judgments, settlements, penalties, fines, or expenses incurred in  
 33 a proceeding to which a person is a party because the person is or  
 34 was a member or manager.

35 (3) Provide for officers of a limited liability company that is:

36 (A) managed by a manager or managers; or

37 (B) managed by a member or members;

38 by specifying the title, powers, duties, and term of office (either  
 39 perpetual or for a specific term) for each officer and the means by  
 40 which each officer is to be appointed, elected, or reelected, **or by**  
 41 **authorizing in the written operating agreement the authority**  
 42 **of the manager or managers of a manager-managed limited**



1           **liability company or the member or members of a**  
 2           **member-managed limited liability company to otherwise**  
 3           **establish officers and the titles, powers, duties, and terms of**  
 4           **office of the officers.**

5           (4) Provide that one (1) or more persons who are not members or  
 6           managers have the right to approve or disapprove any of one (1)  
 7           or more specified actions with respect to the limited liability  
 8           company, including:

- 9           (A) voluntary dissolution;  
 10          (B) merger; or  
 11          (C) amending the written operating agreement.

12          (b) If a person who is not a member or manager is given the right to  
 13          approve or disapprove specified actions as permitted by subsection  
 14          (a)(4), the person does not have the general right to vote with the  
 15          members or managers regarding any matters unless specifically  
 16          provided otherwise in the written operating agreement.

17          SECTION 33. IC 23-18-6-2.5, AS ADDED BY P.L.40-2013,  
 18          SECTION 10, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE  
 19          JULY 1, 2014]: Sec. 2.5. (a) Unless otherwise limited or prohibited in  
 20          a written operating agreement, any member interest in a limited  
 21          liability company:

22          (1) may be designated as a transfer on death property under  
 23          IC 32-17-14, with:

- 24          (A) the member as the owner of the interest; and  
 25          (B) one (1) or more transfer on death beneficiaries designated;  
 26          or

27          (2) may be titled and held in joint tenancy with right of  
 28          survivorship between two (2) or more individuals.

29          (b) The following apply upon the death of a person who is the owner  
 30          of a member interest designated as a transfer on death property:

31          (1) Each surviving transfer on death beneficiary has the status of  
 32          an assignee of **all or** a fractional or percentage portion of the  
 33          entire member interest owned by the deceased owner, **depending**  
 34          **on the number of surviving transfer on death beneficiaries,**  
 35          consistent with the transfer on death beneficiary designation, until  
 36          that transfer on death beneficiary is admitted as a member of the  
 37          limited liability company.

38          (2) The rights and obligations of each surviving transfer on death  
 39          beneficiary with respect to the member interest are subject to all:

- 40          (A) transfer restrictions;  
 41          (B) redemption options; or  
 42          (C) other provisions;



- 1           that apply to the member's interest or member interests generally  
2           under a written operating agreement.
- 3           (c) The following apply upon the death of a person who is the owner  
4           of a member interest held in joint tenancy:
- 5               (1) Each surviving joint tenant has the status of an assignee of **all**  
6               **or a fractional or percentage portion of** the entire member  
7               interest, **depending on the number of surviving joint tenants**,  
8               until the surviving joint tenant is admitted as a member of the  
9               limited liability company unless the surviving joint tenant was  
10              already a member under subsection (d) before the death of each  
11              other joint tenant.
- 12             (2) The rights and obligations of each surviving joint tenant with  
13             respect to the member interest are subject to all:
- 14               (A) transfer restrictions;  
15               (B) redemption options; or  
16               (C) other provisions;
- 17             that apply to the member interest generally under a written  
18             operating agreement.
- 19             (d) If a member interest in a limited liability company is originally  
20             and initially issued in joint tenancy form to two (2) or more individuals,  
21             each joint tenant has the voting rights of a member unless otherwise  
22             provided in the written operating agreement. If an individual member:  
23               (1) receives and holds a member interest as the sole owner; and  
24               (2) at a later date, makes a lawful transfer of the member interest  
25               to be held in joint tenancy between the member and one (1) or  
26               more other persons;
- 27             then, unless otherwise provided in a written operating agreement, each  
28             other person, while all joint tenants are alive, has the status of an  
29             assignee of a fractional part of the member interest until the other  
30             person is admitted as a member of the limited liability company.
- 31             SECTION 34. IC 23-18-10-1 IS AMENDED TO READ AS  
32             FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 1. The secretary of state  
33             may commence a proceeding under section 2 of this chapter to  
34             administratively dissolve a limited liability company if:
- 35               (1) the limited liability company does not deliver its biennial  
36               report to the secretary of state not more than sixty (60) days after  
37               the biennial report is due;
- 38               (2) the limited liability company is without a registered agent or  
39               registered office in Indiana for at least sixty (60) days;
- 40               (3) the limited liability company does not notify the secretary of  
41               state not more than sixty (60) days after its registered agent or  
42               registered office has been changed, its registered agent has



1 resigned, or its registered office has been discontinued; ~~or~~  
 2 (4) the period of duration stated in the limited liability company's  
 3 articles of organization expires; ~~or~~  
 4 **(5) the limited liability company fails to pay franchise taxes or**  
 5 **penalties imposed by this article or another law within sixty**  
 6 **(60) days after the date that the franchise taxes or penalties**  
 7 **are due.**

8 SECTION 35. IC 23-18-10-2 IS AMENDED TO READ AS  
 9 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 2. (a) If the secretary  
 10 of state determines that one (1) or more grounds exist under section 1  
 11 of this chapter for dissolving a limited liability company, the secretary  
 12 of state shall serve the limited liability company with written notice of  
 13 the determination under IC 23-18-2-13 **unless the secretary of state:**

14 **(1) receives a receipt showing failure of service of process**  
 15 **upon the limited liability company's registered agent at the**  
 16 **address of the registered office; and**  
 17 **(2) determines that the secretary of state's office has no**  
 18 **record of the limited liability company's principal office**  
 19 **address.**

20 (b) If the limited liability company does not correct each ground for  
 21 dissolution or demonstrate to the reasonable satisfaction of the  
 22 secretary of state that each ground determined by the secretary of state  
 23 does not exist not more than sixty (60) days after service of the notice  
 24 is perfected under IC 23-18-2-13, the secretary of state shall  
 25 administratively dissolve the limited liability company by signing a  
 26 certificate of dissolution that states the ground or grounds for  
 27 dissolution and its effective date. The secretary of state shall file the  
 28 original of the certificate and serve a copy on the limited liability  
 29 company under IC 23-18-2-13.

30 SECTION 36. IC 23-18-11-8 IS AMENDED TO READ AS  
 31 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 8. **(a)** Each foreign  
 32 limited liability company authorized to transact business in Indiana  
 33 must continuously maintain in Indiana the following:

34 (1) A registered office.  
 35 (2) A registered agent, who may be:  
 36 (A) an individual who resides in Indiana and whose business  
 37 office is identical with the registered office;  
 38 (B) a domestic limited liability company, domestic  
 39 corporation, or nonprofit domestic corporation whose business  
 40 office is identical with the registered office; or  
 41 (C) a foreign limited liability company, foreign corporation, or  
 42 foreign nonprofit corporation authorized to transact business



1 in Indiana whose business office is identical with the  
2 registered office.

3 **(b) Each foreign limited liability company that qualifies after**  
4 **June 30, 2014, to do business in Indiana shall file with the secretary**  
5 **of state:**

6 **(1) the registered agent's written consent; or**  
7 **(2) a representation that the registered agent has consented.**

8 **(c) Each foreign limited liability company qualified to do**  
9 **business in Indiana shall provide to the foreign limited liability**  
10 **company's registered agent, and update from time to time as**  
11 **necessary, the name, business address, and business telephone**  
12 **number of a natural person who is:**

13 **(1) an officer, a director, an employee, or a designated agent**  
14 **of the foreign limited liability company; and**

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

17 **The natural person is considered to be the communications contact**  
18 **for the foreign limited liability company.**

19 **(d) A registered agent shall retain, in paper or electronic form,**  
20 **the information provided by a foreign limited liability company**  
21 **under subsection (c).**

22 **(e) If a foreign limited liability company fails to provide the**  
23 **registered agent with the information required under subsection**  
24 **(c), the registered agent may resign, as provided in section 10 of**  
25 **this chapter, as the registered agent for the foreign limited liability**  
26 **company.**

27 SECTION 37. IC 23-18-11-15 IS AMENDED TO READ AS  
28 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 15. The secretary of  
29 state may commence a proceeding under section 16 of this chapter to  
30 revoke the certificate of authority of a foreign limited liability company  
31 authorized to transact business in Indiana if at least one (1) of the  
32 following applies:

33 (1) The foreign limited liability company does not deliver its  
34 biennial report to the secretary of state within sixty (60) days after  
35 the biennial report is due.

36 (2) The foreign limited liability company is without a registered  
37 agent or registered office in Indiana for at least sixty (60) days.

38 (3) The foreign limited liability company does not inform the  
39 secretary of state under section 9 or 10 of this chapter that its:

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

41 (B) registered agent has resigned; or

42 (C) registered office has been discontinued;



1 within sixty (60) days of the change, resignation, or  
2 discontinuance.

3 (4) A member, a manager, or an agent of the foreign limited  
4 liability company signed a document the member, manager, or  
5 agent knew was false in a material respect with the intent that the  
6 document be delivered to the secretary of state for filing.

7 (5) The secretary of state receives an authenticated certificate  
8 from the secretary of state or other official having custody of  
9 business entity records in the state or country under whose laws  
10 the foreign limited liability company is organized stating that it  
11 has dissolved or disappeared as the result of a merger.

12 **(6) The foreign limited liability company fails to pay franchise**  
13 **taxes or penalties imposed by this article or another law**  
14 **within sixty (60) days after the date the franchise taxes or**  
15 **penalties are due.**

16 SECTION 38. IC 23-18-11-16 IS AMENDED TO READ AS  
17 FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 16. (a) If the secretary  
18 of state determines that one (1) or more grounds exist under section 15  
19 of this chapter for revocation of a certificate of authority, the secretary  
20 of state shall, under section 11 of this chapter, serve the foreign limited  
21 liability company with written notice of the determination **unless the**  
22 **secretary of state:**

23 **(1) receives a receipt showing failure of service of process**  
24 **upon the foreign limited liability company's registered agent**  
25 **at the address of the registered office; and**

26 **(2) determines that the secretary of state's office has no**  
27 **record of the foreign limited liability company's principal**  
28 **office address.**

29 (b) If the foreign limited liability company does not correct each  
30 ground for revocation or demonstrate to the reasonable satisfaction of  
31 the secretary of state that each ground determined by the secretary of  
32 state does not exist not more than sixty (60) days after service of the  
33 notice is perfected under section 11 of this chapter, the secretary of  
34 state may revoke the foreign limited liability company's certificate of  
35 authority by signing a certificate of revocation that recites the ground  
36 or grounds for revocation and its effective date. The secretary of state  
37 shall file the original of the certificate and serve a copy on the foreign  
38 limited liability company under section 11 of this chapter.

39 (c) The authority of a foreign limited liability company to transact  
40 business in Indiana ceases on the date shown on the certificate  
41 revoking the certificate of authority.

42 (d) The secretary of state's revocation of a foreign limited liability





1 company's certificate of authority appoints the secretary of state the  
 2 foreign limited liability company's agent for service of process in a  
 3 proceeding based on a cause of action that arose during the time the  
 4 foreign limited liability company was authorized to transact business  
 5 in Indiana. Service of process on the secretary of state under this  
 6 subsection is service on the foreign limited liability company. Upon  
 7 receipt of process, the secretary of state shall mail a copy of the process  
 8 to the foreign limited liability company at its principal office shown in  
 9 the most recent communication received from the corporation stating  
 10 the current mailing address of its principal office or, if it is not on file,  
 11 in its application for a certificate of authority.

12 (e) Revocation of a foreign limited liability company's certificate of  
 13 authority does not terminate the authority of the registered agent of the  
 14 limited liability company.

15 SECTION 39. IC 23-18-11-16.5 IS ADDED TO THE INDIANA  
 16 CODE AS A NEW SECTION TO READ AS FOLLOWS  
 17 [EFFECTIVE JULY 1, 2014]: **Sec. 16.5. (a) A foreign limited liability**  
 18 **company that has had its certificate of authority revoked under**  
 19 **section 16 of this chapter may apply to the secretary of state for**  
 20 **reinstatement. The application for reinstatement must include all**  
 21 **the following:**

- 22 (1) **The name of the foreign limited liability company.**  
 23 (2) **The effective date of the revocation of the foreign limited**  
 24 **liability company's certificate of authority.**  
 25 (3) **A statement that the ground or grounds for revocation of**  
 26 **the foreign limited liability company's certificate of authority**  
 27 **either did not exist or have been eliminated.**  
 28 (4) **A statement that the foreign limited liability company's**  
 29 **name satisfies the requirements of IC 23-18-2-8 or section 7 of**  
 30 **this chapter.**  
 31 (5) **A certificate from the department of state revenue stating**  
 32 **that all taxes owed by the foreign limited liability company**  
 33 **have been paid.**

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

- 37 (1) **cancel the certificate of revocation; and**  
 38 (2) **prepare a certificate of reinstatement that states:**  
 39 (A) **that the certificate of revocation has been canceled;**  
 40 **and**  
 41 (B) **the date that the reinstatement is effective;**  
 42 (3) **file the original certificate of reinstatement; and**



1           (4) serve, as provided in section 11 of this chapter, a copy of  
2           the certificate of reinstatement on the foreign limited liability  
3           company.

4           (c) When the certificate of reinstatement is effective, the  
5           certificate of reinstatement relates back to and is considered to  
6           take effect as of the effective date of the revocation of the foreign  
7           limited liability company's certificate of authority and the foreign  
8           limited liability company resumes carrying on its business as if the  
9           revocation of the foreign limited liability company's certificate of  
10          authority had never occurred.

11          SECTION 40. IC 23-18-11-17 IS AMENDED TO READ AS  
12          FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 17. (a) **If the secretary**  
13          **of state denies a foreign limited liability company's application for**  
14          **reinstatement following revocation of a certificate of authority, the**  
15          **secretary of state shall serve the foreign limited liability company**  
16          **under IC 23-18-11-11 with a written notice that explains the reason**  
17          **or reasons for the denial.**

18          ~~(a)~~ (b) A foreign limited liability company may appeal the secretary  
19          of state's ~~revocation of its certificate of authority denial of~~  
20          **reinstatement** to the circuit or superior court of the county where the  
21          foreign limited liability company's registered office is located not more  
22          than thirty (30) days after service of the certificate of revocation is  
23          perfected. ~~under section 11 of this chapter by doing the following:~~

- 24                (1) Filing a petition with the court to set aside the revocation;  
25                (2) Attaching to the petition copies of its certificate of authority  
26                and the secretary of state's certificate of revocation.

27          **If the foreign limited liability company appeals to the court to set**  
28          **aside the revocation, the foreign limited liability company shall**  
29          **attach to the petition copies of the:**

- 30                (1) secretary of state's certificate of revocation of the limited  
31                liability company's certificate of authority;  
32                (2) foreign limited liability company's application for  
33                reinstatement; and  
34                (3) secretary of state's notice of denial.

35          ~~(b)~~ (c) The court may order the secretary of state to reinstate the  
36          certificate of authority or may take other action the court considers  
37          appropriate.

38          ~~(c)~~ (d) The court's final decision may be appealed as in other civil  
39          proceedings.

40          SECTION 41. IC 23-18-12-1.1 IS AMENDED TO READ AS  
41          FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 1.1. (a) For purposes  
42          of this article, a document is delivered for filing if the document is



- 1 transferred to the secretary of state by hand, mail, ~~telecopy, facsimile,~~  
2 or ~~other~~ a form of electronic transmission meeting the requirements  
3 established by the secretary of state.
- 4 (b) If a document is delivered for filing by hand or mail, the  
5 document must be accompanied by:
- 6 (1) two (2) exact or conformed copies of a document filed under  
7 IC 23-18-2-12 or IC 23-18-11-10; or  
8 (2) one (1) exact or conformed copy of any other document filed  
9 under this article.
- 10 (c) ~~The office of the secretary of state shall create any copies of a~~  
11 ~~document delivered by telecopy facsimile, or other form of electronic~~  
12 ~~transmission that are required for distribution under this article.~~



## COMMITTEE REPORT

Madam President: The Senate Committee on Civil Law, to which was referred Senate Bill No. 377, 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 4, delete lines 10 through 38.

Page 6, line 10, delete ", or in the case of pendent jurisdiction," and insert "**or in**".

Page 6, delete lines 24 through 27, begin a new line double block indented and insert:

**"(D) any actions otherwise relating to the internal affairs of the corporation."**

Page 7, delete lines 2 through 6, begin a new paragraph and insert:

**"(b) Each corporation incorporated after June 30, 2014, shall file with the secretary of state:**

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

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

Page 7, line 7, delete "formed" and insert "**incorporated**".

Page 8, delete lines 25 through 29, begin a new paragraph and insert:

**"(b) Each foreign corporation qualified after June 30, 2014, to do business in Indiana shall file with the secretary of state:**

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

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

Page 10, line 8, delete "revocation." and insert "**revocation of the foreign corporation's certificate of authority."**

Page 10, line 19, delete ";" and insert "**of the foreign corporation's certificate of authority;**".

Page 10, line 21, after "revocation" insert "**of the foreign corporation's certificate of authority**".

Page 10, line 29, after "revocation of the" insert "**foreign corporation's**".

Page 10, line 31, after "revocation" insert "**of the foreign corporation's certificate of authority**".

Page 11, line 16, delete "domestic".

Page 11, delete lines 31 through 36, begin a new paragraph and insert:

**"(b) Each limited liability partnership formed after June 30, 2014, under the laws of Indiana and each foreign limited liability partnership that qualifies, after June 30, 2014, to do business in Indiana shall file with the secretary of state:**



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

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

Page 11, line 37, delete "formed under the laws of" and insert **"and each foreign limited liability partnership"**.

Page 11, line 38, delete "Indiana or qualified to do business in Indiana".

Page 12, line 1, delete "limited liability".

Page 12, line 5, delete "limited liability".

Page 12, line 7, delete "limited liability".

Page 12, line 9, after "partnership" insert **"or a foreign limited liability partnership"**.

Page 12, line 12, delete "limited liability".

Page 12, line 14, reset in roman "or a foreign limited liability".

Page 12, line 15, reset in roman "partnership".

Page 12, line 18, delete "limited liability".

Page 12, line 19, delete "limited liability".

Page 12, line 23, delete "limited liability".

Page 12, line 37, delete "limited liability".

Page 12, line 38, strike "either manually or in facsimile".

Page 12, line 40, delete "limited".

Page 12, line 41, delete "liability".

Page 12, delete line 42.

Delete pages 13 through 14.

Page 15, delete lines 1 through 37.

Page 17, delete lines 20 through 24, begin a new paragraph and insert:

**"(f) An entity may not include an entity indicator, such as "Inc.", "Corp.", "LLC", "LP", "LLP", or similar description in an assumed business name filing, that is inconsistent with the entity type for which the assumed business name is being filed. However, if the entity filing the assumed business name has filed articles of conversion, domestication, or merger that changes the entity type, the entity indicator in the assumed business name filing may be inconsistent with the entity type if the conversion, domestication, or merger occurred within the twelve (12) months before the date of the assumed business name filing."**

Page 19, line 6, delete "entity was created;" and insert **"domestic entity was created or foreign entity is permitted to transact business in Indiana;"**.

Page 19, line 11, delete "has complied with this title." and insert **"was formed using suspected fraudulent or fictitious filings or is being used to commit fraud."**



Page 19, line 20, delete "an officer, a" and insert "**a duly appointed officer, an**".

Page 19, line 21, delete "shareholder," and insert "**agent,**".

Page 19, line 30, delete "reverse fictitious filings;" and insert "**remove fraudulent filings from the secretary of state's record for the entity;**".

Page 19, line 31, delete "entities;" and insert "**a certificate of authority;**".

Page 20, delete lines 9 through 13, begin a new paragraph and insert:

**"(b) Each limited partnership formed after June 30, 2014, under the laws of Indiana shall file with the secretary of state:**

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

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

Page 21, delete lines 3 through 42.

Delete pages 22 through 24.

Page 25, delete lines 1 through 22.

Page 26, delete lines 10 through 15, begin a new paragraph and insert:

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

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

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

Page 27, delete lines 13 through 42.

Delete page 28.

Page 29, delete lines 1 through 40.

Page 30, delete lines 20 through 36.

Page 32, line 24, delete ", or in the case of pendent jurisdiction," and insert "**or in**".

Page 32, delete lines 26 through 27.

Page 32, line 28, delete "(B)" and insert "**(A)**".

Page 32, line 31, delete "(C)" and insert "**(B)**".

Page 32, delete lines 35 through 38, begin a new line double block indented and insert:

**"(C) any actions otherwise relating to the internal affairs of the corporation."**

Page 33, delete lines 12 through 16, begin a new paragraph and insert:

**"(b) Each corporation incorporated after June 30, 2014, under the laws of Indiana shall file with the secretary of state:**

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



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

Page 34, line 28, strike "corporation incorporated or authorized to transact" and insert "**domestic limited liability company, domestic corporation, or nonprofit domestic corporation**".

Page 34, line 29, strike "business under IC 23-1".

Page 34, line 30, after "office;" insert "**or**".

Page 34, line 31, strike "business or nonprofit corporation" and insert "**limited liability company, foreign corporation, or nonprofit foreign corporation**".

Page 34, line 32, after "whose" insert "**business**".

Page 34, line 33, delete "office; or" and insert "office."

Page 34, strike lines 34 through 36.

Page 34, delete lines 37 through 41, begin a new paragraph and insert:

**"(b) Each foreign corporation that qualifies after June 30, 2014, to do business in Indiana shall file with the secretary of state:**

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

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

Page 36, line 23, delete "." and insert "**of the foreign corporation's certificate of authority**".

Page 36, line 24, after "revocation" insert "**of the foreign corporation's certificate of authority**".

Page 36, line 33, delete ";" and insert "**of the foreign corporation's certificate of authority;**".

Page 36, line 35, after "revocation" insert "**of the foreign corporation's certificate of authority**".

Page 37, line 1, after "revocation" insert "**of the foreign corporation's certificate of authority**".

Page 37, line 2, after "revocation" insert "**of the foreign corporation's certificate of authority**".

Page 37, line 12, strike "revocation of the foreign corporation's certificate of authority" and insert "**denial of reinstatement**".

Page 38, line 9, after "law" insert "**of the domiciliary state**".

Page 38, line 10, delete "the domicillary state of".

Page 42, line 19, delete "incorporation or" and insert "**organization or written**".

Page 42, line 21, delete ", or in the case of pendent" and insert "**or in**".

Page 42, line 22, delete "jurisdiction,".

Page 42, delete lines 23 through 24.

Page 42, line 25, delete "(B)" and insert "**(A)**".

Page 42, line 29, delete "(C)" and insert "**(B)**".



Page 42, line 32, delete "incorporation" and insert "**organization**".

Page 42, delete lines 33 through 42, begin a new line double block indented and insert:

**"(C) any actions otherwise relating to the internal affairs of the limited liability company."**

Page 43, delete lines 1 through 18.

Page 43, delete lines 33 through 38, begin a new paragraph and insert:

**"(b) Each limited liability company organized after June 30, 2014, under the laws of Indiana shall file with the secretary of state:**

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

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

Page 45, line 5, delete "are effective after June 30, 2013. However,".

Page 45, line 6, delete "section 2.5 of this chapter and IC 23-18-4-4(a)(3)".

Page 45, line 9, delete "July 1, 2013," and insert "**July 1, 2014,**".

Page 45, line 13, delete "July 1, 2013." and insert "**July 1, 2014.**".

Page 46, line 23, after "assignee of" insert "**all or**".

Page 46, line 24, after "owner," insert "**depending on the number of surviving transfer on death beneficiaries,**".

Page 46, line 37, after "assignee of" insert "**all or**".

Page 46, line 38, delete "part" and insert "**portion**".

Page 46, line 38, after "interest" insert "**, depending on the number of surviving joint tenants,**".

Page 48, delete lines 34 through 39, begin a new paragraph and insert:

**"(b) Each foreign limited liability company that qualifies after June 30, 2014, to do business in Indiana shall file with the secretary of state:**

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

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

Page 51, line 13, delete "." and insert "**of the foreign limited liability company's certificate of authority**".

Page 51, line 14, after "revocation" insert "**of the foreign limited liability company's certificate of authority**".

Page 51, line 36, after "revocation" insert "**of the foreign limited liability company's certificate of authority**".

Page 51, line 38, after "revocation" insert "**of the foreign limited liability company's certificate of authority**".

Page 51, between lines 38 and 39, begin a new paragraph and insert:

"SECTION 40. IC 23-18-11-17 IS AMENDED TO READ AS





FOLLOWS [EFFECTIVE JULY 1, 2014]: Sec. 17. **(a) If the secretary of state denies a foreign limited liability company's application for reinstatement following revocation of a certificate of authority, the secretary of state shall serve the foreign limited liability company under IC 23-18-11-11 with a written notice that explains the reason or reasons for the denial.**

~~(a)~~ **(b)** A foreign limited liability company may appeal the secretary of state's ~~revocation of its certificate of authority~~ **denial of reinstatement** to the circuit or superior court of the county where the foreign limited liability company's registered office is located not more than thirty (30) days after service of the certificate of revocation is perfected. ~~under section 11 of this chapter by doing the following:~~

- ~~(1) Filing a petition with the court to set aside the revocation.~~
- ~~(2) Attaching to the petition copies of its certificate of authority and the secretary of state's certificate of revocation.~~

**If the foreign limited liability company appeals to the court to set aside the revocation, the foreign limited liability company shall attach to the petition copies of the:**

- (1) secretary of state's certificate of revocation of the limited liability company's certificate of authority;**
- (2) foreign limited liability company's application for reinstatement; and**
- (3) secretary of state's notice of denial.**

~~(b)~~ **(c)** The court may order the secretary of state to reinstate the certificate of authority or may take other action the court considers appropriate.

~~(c)~~ **(d)** The court's final decision may be appealed as in other civil proceedings."

Renumber all SECTIONS consecutively.

and when so amended that said bill do pass.

(Reference is to SB 377 as introduced.)

ZAKAS, Chairperson

Committee Vote: Yeas 9, Nays 0.

