

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 2000 General Assembly.

SENATE ENROLLED ACT No. 489

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

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

SECTION 1. IC 23-1-18-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 1. (a) A document must satisfy the requirements of this section, and of any other section that adds to or varies these requirements, to be entitled to filing by the secretary of state.

(b) This article must require or permit filing the document in the office of the secretary of state.

(c) The document must contain the information required by this article. It may contain other information as well.

(d) The document must be typewritten or printed, legible, and otherwise suitable for processing.

(e) The document must be in the English language. A corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.

(f) The document must be executed:

- (1) by the chairman of the board of directors of the domestic or foreign corporation or by any of its officers;
- (2) if directors have not been selected or the corporation has not been formed, by an incorporator; or
- (3) if the corporation is in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.



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(g) **Except as provided in subsection (k)**, the person executing the document shall sign it and state beneath or opposite the signature the person's name and the capacity in which the person signs. A signature on a document authorized to be filed under this article may be a facsimile. The document may but is not required to contain:

- (1) the corporate seal;
- (2) an attestation by the secretary or an assistant secretary; and
- (3) an acknowledgement, verification, or proof.

(h) If the secretary of state has prescribed a mandatory form for the document under section 2 of this chapter, the document must be in or on the prescribed form.

(i) The document must be delivered to the office of the secretary of state for filing as described in section 1.1 of this chapter and the correct filing fee must be paid in the manner and form required by the secretary of state.

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

(k) A signature on a document that is transmitted and filed electronically is sufficient if the person transmitting and filing the document:

- (1) has the intent to file the document as evidenced by a symbol executed or adopted by a party with present intention to authenticate the filing; and**
- (2) enters the filing party's name on the electronic form in a signature box or other place indicated by the secretary of state.**

SECTION 2. IC 23-1-18-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 3. (a) The secretary of state shall collect the following fees when the documents described in this subsection are delivered to the secretary of state for filing:

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Document	Fee
(1) Articles of incorporation	\$90
(2) Application for use of indistinguishable name	\$20
(3) Application for reserved name	\$20
(4) Application for renewal of reservation	\$20
(5) Notice of transfer of reserved name	\$20
(5) (6) Application for registered name	\$30
(6) (7) Application for renewal of registered name	\$30
(7) (8) Corporation's statement of change of registered agent or registered office or both	No Fee
(8) (9) Agent's statement of change of registered office for each affected corporation	No Fee
(9) (10) Agent's statement of resignation	No Fee
(10) (11) Amendment of articles of incorporation	\$30
(11) (12) Restatement of articles of incorporation	\$30
With amendment of articles	\$30
(12) (13) Articles of merger or share exchange	\$90
(13) (14) Articles of dissolution	\$30
(14) (15) Articles of revocation of dissolution	\$30
(15) (16) Certificate of administrative dissolution	No Fee
(16) (17) Application for reinstatement following administrative dissolution	\$30
(17) (18) Certificate of reinstatement	No Fee
(18) (19) Certificate of judicial dissolution	No Fee
(19) (20) Application for certificate of authority	\$90
(20) (21) Application for amended certificate of authority	\$30
(21) (22) Application for certificate of withdrawal	\$30
(22) (23) Certificate of revocation of authority to transact business	No Fee

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- (23) **(24) Biennial report filed in writing, including by facsimile** \$30
- (25) Biennial report filed by electronic medium** \$20
- (24) **(26) Articles of correction** \$30
- (25) **(27) Application for certificate of existence or authorization** \$15
- (26) **(28) Any other document required or permitted to be filed by this article, including an application for any other certificates or certification certificate (except for any such other certificates that the secretary of state may determine to issue without additional fee in connection with particular filings) and a request for other facts of record under section 9(b)(6) of this chapter** \$30

(b) The fee set forth in subsection ~~(a)(23)~~ **(a)(24)** for filing a biennial report is:

- (1) fifteen dollars (\$15) per year, for a filing in writing, including facsimile; and**
- (2) ten dollars (\$10) per year, for a filing by electronic medium;**

to be paid biennially.

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

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

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

SECTION 3. IC 23-1-23-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 2. (a) A person may reserve the exclusive **right to the** use of a ~~corporate~~ name, including a fictitious name for a foreign corporation whose ~~corporate~~ name is not available, by delivering an application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the ~~corporate~~ name applied for is available, the secretary of

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state shall reserve the name for the applicant's exclusive use for renewable one hundred twenty (120) day periods.

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

SECTION 4. IC 23-1-23-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 3. (a) A foreign corporation may register its ~~corporate~~ name, or its ~~corporate~~ name with any addition required by IC 23-1-49-6, if the name is distinguishable upon the records of the secretary of state as provided in section 1 of this chapter.

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

(+) setting forth:

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

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

~~(C) a brief description of the nature of the business in which it is engaged; and~~

~~(2) accompanied by a certificate of existence (or a document of similar import) from the state or country of incorporation.~~

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

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

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

SECTION 5. IC 23-1-33-6 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 6. (a) The articles of incorporation or ~~if the articles of incorporation so authorize;~~ the bylaws may provide for staggering their terms by dividing the total number of directors into either:

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(1) two (2) groups, with each group containing one-half (1/2) of the total, as near as may be; or

(2) if there are more than two (2) directors, three (3) groups, with each group containing one-third (1/3) of the total, as near as may be.

(b) In the event that terms are staggered under subsection (a), the terms of directors in the first group expire at the first annual shareholders' meeting after their election, the terms of the second group expire at the second annual shareholders' meeting after their election, and the terms of the third group, if any, expire at the third annual shareholders' meeting after their election. At each annual shareholders' meeting held thereafter, directors shall be chosen for a term of two (2) years or three (3) years, as the case may be, to succeed those whose terms expire.

SECTION 6. IC 23-4-1-45 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 45. (a) To qualify as a limited liability partnership, a partnership under this chapter must do the following:

(1) File a registration with the secretary of state in a form determined by the secretary of state that satisfies the following:

(A) Is signed by one (1) or more partners authorized to sign the registration. **A signature on a document under this clause that is transmitted and filed electronically is sufficient if the person transmitting and filing the document:**

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

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

(B) States the name of the limited liability partnership, which must:

(i) contain the words "Limited Liability Partnership" or the abbreviation "L.L.P." or "LLP" as the last words or letters of the name; and

(ii) be distinguishable upon the records of the secretary of state from the name of a limited liability partnership registered to transact business in Indiana.

(C) States the address of the partnership's principal office.

(D) States the name of the partnership's registered agent and the address of the partnership's registered office for service of process as required to be maintained by section 50 of this chapter.

(E) Contains a brief statement of the business in which the

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partnership engages.

(F) States any other matters that the partnership determines to include.

(G) States that the filing of the registration is evidence of the partnership's intention to act as a limited liability partnership.

(2) File a ninety dollar (\$90) registration fee with the registration.

(b) The secretary of state shall grant limited liability partnership status to any partnership that submits a completed registration with the required fee.

(c) Registration is effective and a partnership becomes a limited liability partnership on the date a registration is filed with the secretary of state or at any later date or time specified in the registration. The registration remains effective until it is voluntarily withdrawn by filing with the secretary of state a written withdrawal notice under section 45.2 of this chapter.

(d) The status of a partnership as a limited liability partnership and the liability of a partner of a limited liability partnership is not adversely affected by errors or subsequent changes in the information stated in a registration under subsection (a).

(e) A registration on file with the secretary of state is notice that the partnership is a limited liability partnership and is notice of all other facts set forth in the registration.

SECTION 7. IC 23-4-1-45.3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 45.3. (a) ~~The A person may reserve the~~ exclusive right to ~~the use a name of a limited liability partnership or foreign limited liability partnership may be reserved by the following:~~

(1) ~~A person intending to organize a limited liability partnership under this article and to adopt that name:~~

(2) ~~A limited liability partnership or any foreign limited liability partnership registered in Indiana that, in either case, intends to change its name to that name:~~

(3) ~~A foreign limited liability partnership intending to register in Indiana and use that name in Indiana:~~

(4) ~~A person intending to organize a foreign limited liability partnership and intending to have it registered in Indiana and use that name in Indiana:~~

(b) ~~An applicant may reserve a specified name by filing with of a name, including a fictitious name for a foreign limited liability partnership whose name is not available, by delivering an application to the secretary of state an for filing. The application executed by must set forth the name and address of the applicant specifying the and the name proposed to be reserved. and the name and the address of the applicant, along with a twenty dollar (\$20) fee:~~

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If the secretary of state finds that the name is available, ~~for use by the applicant~~, the secretary of state shall reserve the name for the exclusive use of the applicant for a ~~period of renewable~~ one hundred twenty (120) days. ~~After reserving a name, the same applicant may reserve the same name for successive periods of one hundred twenty (120) days.~~ **day periods.**

~~(c)~~ **(b)** The ~~exclusive right to use~~ **owner of** a reserved name may be transferred ~~transfer the reservation~~ to another person by ~~filing in the office of delivering to~~ the secretary of state a **signed** notice of the transfer ~~executed by the applicant who reserved the name to be transferred and that states~~ the name and address of the transferee.

SECTION 8. IC 23-4-1-45.4 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: **Sec. 45.4. (a) A foreign limited liability partnership may register its name, or its name with any addition required by section 45 of this chapter, if the name is distinguishable upon the records of the secretary of state as provided in section 45 of this chapter.**

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

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

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

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

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

SECTION 9. IC 23-4-1-45.5 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY



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1, 2001]: **Sec. 45.5. The secretary of state shall collect the following fees when the documents described in this chapter are delivered to the secretary of state for filing:**

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

SECTION 10. IC 23-4-1-49 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: **Sec. 49. (†) (a) Before transacting business in this state, a foreign limited liability partnership shall do the following:**

(†) (1) Comply with any statutory or administrative registration or filing requirements governing the specific type of business in which the partnership is engaged.

(†) (2) File a registration with the secretary of state in a form determined by the secretary of state that satisfies the following:

(†) (A) Is signed at least by one (1) partner authorized to sign the registration. A signature of an authorized partner on a document under this clause that is transmitted and filed electronically is sufficient if the authorized partner transmitting and filing the document:

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

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

(†) (B) States the name of the limited liability partnership which must contain the words "Limited Liability Partnership" or the abbreviation "L.L.P." or "LLP" or other similar words or abbreviations as may be required or authorized by the laws of the jurisdiction where the partnership is registered as the last words or letters of the name.

(†) (C) States the jurisdiction in which the partnership is registered as a limited liability partnership.

(†) (D) States the address of the partnership's principal office.

(†) (E) States the name of the partnership's registered agent and the address of the partnership's registered office for service of process as required to be maintained by section 50 of this chapter.

(†) (F) Contains a brief statement of the business in which the partnership engages.

(†) (G) States any other matters that the partnership

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determines to include.

~~(VIII)~~ **(H)** States that the filing of the registration is evidence of the partnership's intention to act as a limited liability partnership.

~~(c)~~ **(3)** File a ninety dollar (\$90) registration fee with the registration.

~~(2)~~ **(b)** The secretary of state shall permit a foreign limited liability partnership that:

~~(a)~~ **(1)** submits a completed registration;

~~(b)~~ **(2)** submits the required ninety dollars (\$90); and

~~(c)~~ **(3)** otherwise complies with this chapter;

to transact business in the state. A registration remains effective until the registration is voluntarily withdrawn under section 45.2 of this chapter.

~~(3)~~ **(c)** The internal affairs of foreign limited liability partnerships, including the liability of partners for debts, obligations, and liabilities of or chargeable to the partnership or a partner or partners, are subject to and governed by the laws of the jurisdiction in which the foreign limited liability partnership is registered.

SECTION 11. IC 23-15-1-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 1. (a) Except as otherwise provided in section 2 of this chapter:

(1) a person conducting or transacting business in Indiana under a name, designation, or title other than the real name of the person conducting or transacting such business;

(2) a corporation conducting business in Indiana under a name, designation, or title other than the name of the corporation as shown by its articles of incorporation;

(3) a foreign corporation conducting business in Indiana under a name, designation, or title other than the name of the foreign corporation as shown by its application for certificate of authority to transact business in Indiana;

(4) a limited partnership conducting business in Indiana under a name, designation, or title other than the name of the limited partnership as shown by its certificate of limited partnership;

(5) a foreign limited partnership conducting business in Indiana under a name, designation, or title other than the name of the limited partnership as shown by its application for registration;

(6) a limited liability company conducting business in Indiana under a name, designation, or title other than as shown by its articles of organization;

(7) a foreign limited liability company conducting business in Indiana under a name, designation, or title other than the name of the limited liability company as shown by its application for

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registration;

(8) a limited liability partnership conducting business in Indiana under a name, designation, or title other than the name of the limited liability partnership as shown by its application for registration; and

(9) a foreign limited liability partnership conducting business in Indiana under a name, designation, or title other than the name of the limited liability partnership as shown by its application for registration;

shall file for record, in the office of the recorder of each county in which a place of business or an office of the person, limited partnership, foreign limited partnership, limited liability company, foreign limited liability company, corporation, or foreign corporation is situated, a certificate stating the assumed name **or names** to be used, and, in the case of a person, the full name and address of the person engaged in or transacting business, or, in the case of a corporation, foreign corporation, limited liability company, foreign limited liability company, limited partnership, or foreign limited partnership, the full name and the address of the corporation's, limited liability company's, or limited partnership's principal office in Indiana.

(b) The recorder shall keep a record of the certificates filed under this section and shall keep an index of the certificates showing, in alphabetical order, the names of the persons, the names of the partnerships, the names of the limited liability companies, the corporate names of the corporations having such certificates on file in the recorder's office, and the assumed **name or names** which they intend to use in carrying on their businesses as shown by the certificates.

(c) Before the dissolution of any business for which a certificate is on file with the recorder, the person, limited liability company, partnership, or corporation to which the certificate appertains shall file a notice of dissolution for record in the recorder's office.

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

(e) A corporation, limited liability company, or limited partnership subject to this chapter shall, in addition to filing the certificate provided for in subsection (a), file with the secretary of state a copy of each certificate.

(f) A person, partnership, limited liability company, or corporation that has filed a certificate of assumed business name **or names** under subsection (a) or (e) may file a notice of discontinuance of use of assumed business name **or names** with the secretary of state and with

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the recorder's office in which the certificate was filed or transferred. The secretary of state and the recorder shall keep a record of notices filed under this subsection.

(g) A corporation or limited partnership, domestic or foreign, that is subject to this chapter and that does not have a place of business or an office in Indiana, shall file the certificate required under subsection (a) in the office of the recorder of the county where the corporation's or limited partnership's registered office is located. The certificate must state the assumed name **or names** to be used, the name of the registered agent, and the address of the registered office. The corporation or limited partnership must comply with the requirements in subsection (e).

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

(1) A fee of thirty dollars (\$30) from a corporation (other than a nonprofit corporation), limited liability company, or a limited partnership.

(2) A fee of twenty-six dollars (\$26) from a nonprofit corporation.

SECTION 12. IC 23-15-8 IS ADDED TO THE INDIANA CODE AS A NEW CHAPTER TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]:

Chapter 8. Use of "Bank" in Business Entity Name

Sec. 1. As used in this chapter, "business entity" means:

- (1) a corporation;
- (2) a limited liability company;
- (3) an association;
- (4) a partnership in any form; or
- (5) any other similar form of business organization;

whether organized for profit or not for profit.

Sec. 2. (a) If a new filing or an amendment changing the name of the business entity is received by the secretary of state and the new filing or the amendment contains "bank" in the business entity name, the filing must be forwarded to the department of financial institutions for review of the use of the term "bank".

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

(c) The department of financial institutions shall review each filing forwarded to the department of financial institutions under section 2 of this chapter and provide notice of the results of the review to the secretary of state.

Sec. 3. (a) If the department of financial institutions determines that a business entity has violated IC 28-1-20-4, the department of financial institutions shall notify the secretary of state of the

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violation.

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

- (1) the name of the business entity contains the word "bank"; and
- (2) the department of financial institutions determines that the business entity violates IC 28-1-20-4.

(c) If the secretary of state commences an administrative dissolution under subsection (b), the secretary of state shall serve the business entity with written notice of the determination under subsection (b)(2). The secretary of state shall, at the same time notice is sent to the business entity, provide a copy of the notice to the department of financial institutions.

(d) If a business entity that receives a notice under subsection (c) does not:

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

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

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

Sec. 4. (a) The business entity may appeal the administrative dissolution to the circuit court or superior court of the county:

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

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

(b) The court may do the following:

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

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



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Sec. 5. Dissolution under this section is in addition to any penalties imposed upon the business entity by IC 28-1-20-4(j).

SECTION 13. IC 23-15-9 IS ADDED TO THE INDIANA CODE AS A NEW CHAPTER TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]:

Chapter 9. Miscellaneous

Sec. 1. The secretary of state shall, upon request from the department of workforce development, provide to the department of workforce development a list of:

- (1) corporations;**
- (2) nonprofit corporations;**
- (3) limited partnerships; and**
- (4) limited liability companies;**

that have been administratively, judicially, or voluntarily dissolved under IC 23.

SECTION 14. IC 23-16-2-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 2. (a) ~~The A person may reserve the exclusive right to the use of a name, may be reserved including a fictitious name by a foreign limited partnership whose name is not available, by~~

- ~~(1) any person intending to organize a limited partnership under this article and to adopt that name;~~
- ~~(2) any domestic limited partnership or any foreign limited partnership registered in Indiana intending to adopt that name;~~
- ~~(3) any foreign limited partnership intending to register in Indiana and adopt that name; and~~
- ~~(4) any person intending to organize a foreign limited partnership and intending to have it registered in Indiana and adopt that name.~~

~~(b) The reservation of a specified name shall be made by filing with delivering an application to the secretary of state an for filing. The application executed by the must set forth the name and address of the applicant specifying the and the name proposed to be reserved. and the name and address of the applicant. If the secretary of state finds that the name is available, for use by a domestic or foreign limited partnership; the secretary of state shall reserve the name for the exclusive use of the applicant for a period of renewable one hundred twenty (120) days. Once having so reserved a name, the same applicant may again reserve the same name for successive periods of one hundred twenty (120) days. day periods.~~

~~(b) The right to the exclusive use owner of a reserved name may be transferred transfer to any other another person by filing in the office of delivering to the secretary of state a signed notice of the transfer executed by the applicant for whom the name was reserved; and specifying the name to be transferred and that states the name and~~



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address of the transferee.

SECTION 15. IC 23-16-2-2.5 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 2.5. (a) A foreign limited partnership may register its name, or its name with any addition required by section 1 of this chapter, if the name is distinguishable upon the records of the secretary of state as provided in section 1 of this chapter.

(b) A foreign limited partnership registers its name, or its name with any addition required by section 1 of this chapter, by delivering to the secretary of state for filing an application setting forth:

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

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

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

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

SECTION 16. IC 23-16-12-4 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 4. (a) The secretary of state shall collect the following fees when the documents described in this section are delivered by a domestic or foreign limited partnership or a foreign limited liability company to the secretary of state for filing:

Document	Fee
(1) Application for reservation of name	\$20
(2) Application for use of indistinguishable name	\$20
(3) Application for renewal of reservation	\$20
(4) Notice of transfer or cancellation of reservation reserved name	\$20
(5) Application of registered name	\$30



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- (6) Application for renewal of registered name \$30**
- (7) Certificate of change of registered agent's business address No fee**
- ~~(6)~~ **(8) Certificate of resignation of agent No fee**
- ~~(7)~~ **(9) Certificate of limited partnership \$90**
- ~~(8)~~ **(10) Certificate of amendment \$30**
- ~~(9)~~ **(11) Certificate of cancellation \$90**
- ~~(10)~~ **(12) Restated certificate of limited partnership or registration \$30**
- ~~(11)~~ **(13) Restated certificate of limited partnership or registration with amendments \$30**
- ~~(12)~~ **(14) Application for registration \$90**
- ~~(13)~~ **(15) Certificate of change of application \$30**
- ~~(14)~~ **(16) Certificate of cancellation of registration \$30**
- ~~(15)~~ **(17) Certificate of change of registered agent No fee**
- ~~(16)~~ **(18) Application for certificate of existence or authorization \$15**
- ~~(17)~~ **(19) Any other document required or permitted to be filed under this article, including an application for any other certificates or certification certificate (except for any such other certificates that the secretary of state may determine to issue without additional fee in connection with particular filings) \$30**

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

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

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

SECTION 17. IC 23-16-12-5 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 5. (a) A document must satisfy the requirements of this article to be entitled to filing by the secretary of state.

(b) The document must contain the information required by this article. It may contain other information as well.

(c) The document must be typewritten or printed.

(d) The document must be legible and otherwise suitable for filing.

(e) The document must be in the English language. A limited

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partnership name need not be in English if written in English letters or Arabic or Roman numerals.

(f) Every person executing the document shall sign it and state beneath or opposite the signature the person's name and the capacity in which the person signs. A signature on a document authorized to be filed under this article may be a facsimile. **A signature on a document under this subsection that is transmitted and filed electronically is sufficient if the person transmitting and filing the document:**

- (1) has the intent to file the document as evidenced by a symbol executed or adopted by a party with present intention to authenticate the filing; and**
- (2) enters the filing party's name on the electronic form in a signature box or other place indicated by the secretary of state.**

(g) The document must be delivered to the office of the secretary of state as required by section 5.1 of this chapter, and the correct filing fee must be paid in the manner and form required by the secretary of state.

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

SECTION 18. IC 23-17-5-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 2. (a) A person may reserve the exclusive use of a ~~corporate~~ name, including a fictitious name for a foreign corporation whose ~~corporate~~ name is not available, by delivering an application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the ~~corporate~~ name applied for is available, the secretary of state shall reserve the name for the applicant's exclusive use for a ~~nonrenewable~~ one hundred twenty (120) day period.

(b) The owner of a reserved ~~corporate~~ name may transfer the

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reservation to another person by delivering to the secretary of state a signed notice of the transfer that states the name and address of the transferee.

SECTION 19. IC 23-17-5-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 3. (a) A foreign corporation may register the foreign corporation's:

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

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

(b) A foreign corporation registers the foreign corporation's ~~corporate~~ name, with any addition required under IC 23-17-26-6, by delivering to the secretary of state **for filing** an application ~~that meets the following conditions~~

~~(1) sets setting forth: the following:~~

~~(A) (1) The foreign corporation's corporate its name, or its name with any addition required by IC 23-17-26-6; and~~

~~(B) (2) the state or country and date of the foreign corporation's its incorporation.~~

~~(C) A brief description of the nature of the activities in which the foreign corporation is engaged:~~

~~(2) is accompanied by a certificate of existence or a similar document from the state or country of incorporation:~~

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

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

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

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

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

SECTION 20. IC 23-17-29-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 1. (a) To be entitled to

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be filed by the secretary of state under this article, a document must meet the following conditions:

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

(6) Be executed:

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

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

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

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

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

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

(b) A document may contain the following:

- (1) A corporate seal.
- (2) An attestation by a secretary or an assistant secretary.
- (3) An acknowledgement, a verification, or a proof.

(c) If the secretary of state has prescribed a mandatory form for a document under section 2 of this chapter, the document must be in or on the prescribed form.

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

(e) The secretary of state may accept payment of the correct filing fee by credit card, debit card, charge card, or similar method. However,

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

SECTION 21. IC 23-17-29-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 3. (a) The secretary of state shall collect the following fees when the following documents are delivered for filing:

DOCUMENT	FEE
(1) Articles of Incorporation	\$30
(2) Application for use of indistinguishable name	\$20
(3) Application for reserved name	\$20
(4) Notice of transfer of reserved name	\$20
(5) Application for renewal of reservation	\$20
(6) Application for registered name	\$30
(6) (7) Application for renewal of registered name	\$30
(7) (8) Corporation's statement of change of registered agent or registered office or both	no fee
(8) (9) Agent's statement of change of registered office for each affected corporation	no fee
(9) (10) Agent's statement of resignation	no fee
(10) (11) Amendment of articles of incorporation	\$30
(11) (12) Restatement of articles of incorporation with amendments	\$30
(12) (13) Articles of merger	\$30
(13) (14) Articles of dissolution	\$30
(14) (15) Articles of revocation of dissolution	\$30



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(15) (16) Certificate of administrative dissolution	no fee
(16) (17) Application for reinstatement following administrative dissolution	\$30
(17) (18) Certificate of reinstatement	no fee
(18) (19) Certificate of judicial dissolution	no fee
(19) (20) Application for certificate of authority	\$30
(20) (21) Application for amended certificate of authority	\$30
(21) (22) Application for certificate of withdrawal	\$30
(22) (23) Certificate of revocation of authority to transact business	no fee
(23) (24) Annual report filed in writing, including a facsimile	\$10
(24) Articles of correction (\$30): (25) Annual report filed by electronic medium	\$ 5
(25) (26) Certificate of existence	\$15
(26) (27) Any other document required or permitted to be filed by this article	\$30

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

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

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

SECTION 22. IC 23-18-2-9 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 9. (a) ~~The A person may reserve the exclusive right to the use of a name, for a limited liability company may be reserved including a fictitious name by a foreign limited liability company whose name is not available, by the following:~~

- ~~(1) A person intending to organize a domestic limited liability company under this article and to adopt that name:~~
- ~~(2) A domestic limited liability company or any foreign limited liability company registered in Indiana that, in either case, intends to change its name to that name:~~
- ~~(3) A foreign limited liability company intending to register in~~



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Indiana and use that name in Indiana.

(4) A person intending to organize a foreign limited liability company and intending to have it registered in Indiana and use that name in Indiana:

(b) An applicant may reserve a specified name by filing with **delivering an application to** the secretary of state. ~~an~~ **The application executed by must set forth the name and address of the applicant specifying and** the name to be reserved. ~~and the name and the address of the applicant.~~ If the secretary of state finds that the name is available, ~~for use by the applicant,~~ the secretary of state shall reserve the name for the exclusive use of the applicant for a ~~period of~~ **renewable** one hundred twenty (120) days. ~~After reserving a name, the same applicant may reserve the same name for successive periods of one hundred twenty (120) days.~~ **day periods.**

(c) ~~(b)~~ The ~~exclusive right to use~~ **owner of** a reserved name may be transferred ~~transfer the reservation~~ to another person by ~~filing in~~ **delivering to** the office of the secretary of state a **signed** notice of the transfer ~~executed by the applicant who reserved the name, specifying the name to be transferred and that states~~ the name and address of the transferee.

SECTION 23. IC 23-18-2-9.5 IS ADDED TO THE INDIANA CODE AS A NEW SECTION TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: **Sec. 9.5. (a) A foreign limited liability company may register its name, or its name with any addition required by IC 23-18-2-8, if the name is distinguishable upon the records of the secretary of state as provided in section 8 of this chapter.**

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

(1) its name, or its name with any addition required by IC 23-18-2-8; and

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

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

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

(e) A foreign limited liability company whose registration is effective may thereafter qualify as a foreign limited liability company under that name or consent in writing to the use of that

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name by a limited liability company thereafter organized under this article or by another foreign limited liability company thereafter authorized to transact business in Indiana. The registration terminates when the domestic limited liability company is organized or the foreign limited liability company qualifies or consents to the qualification of another foreign limited liability company under the registered name.

SECTION 24. IC 23-18-12-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 1. (a) A document required or permitted under this article may be filed with the secretary of state if the document meets the requirements under this article, including the following requirements:

- (1) The document must contain the information required by this article, however, it may also contain additional information.
- (2) The document must be typewritten or printed.
- (3) The document must be legible.
- (4) The document must be in the English language. A limited liability company's name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign limited liability companies need not be in English if accompanied by a reasonably authenticated English translation.
- (5) The document must be executed:
 - (A) by a member or an agent designated by the limited liability company if the articles of organization do not provide for a manager or managers;
 - (B) by a manager or an agent designated by the limited liability company if the articles of organization do provide for a manager or managers; or
 - (C) if the limited liability company is in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.
- (6) The person executing the document must sign the document and state beneath or opposite the signature the person's name and the capacity in which the person signs. A signature on a document authorized to be filed under this article may be a facsimile. **A signature on a document under this subdivision that is transmitted and filed electronically is sufficient if the person transmitting and filing the document:**
 - (A) **has the intent to file the document as evidenced by a symbol executed or adopted by a party with present intention to authenticate the filing; and**
 - (B) **enters the filing party's name on the electronic form in a signature box or other place indicated by the secretary of state.**

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(7) If the secretary of state has prescribed a mandatory form for the document under section 2 of this chapter, the document must be in or on the prescribed form.

(8) The document must be delivered to the secretary of state for filing and must be accompanied by the correct filing fee. The filing fee must be paid in the manner and form required by the secretary of state.

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

SECTION 25. IC 23-18-12-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 3. (a) The secretary of state shall collect the following fees when the documents described in this section are delivered for filing:

Document	Fee
(1) Articles of organization	\$90
(2) Application for use of indistinguishable name	\$20
(3) Application for reservation of name	\$20
(4) Application for renewal of reservation	\$20
(5) Notice of transfer or cancellation of reservation	\$20
(6) Application of registered name	\$30
(7) Application for renewal of registered name	\$30
(8) Certificate of change of registered agent's business address	No Fee
(7) (9) Certificate of resignation of agent	No Fee
(8) (10) Articles of amendment	\$30

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~~(9)~~ **(11)** Restatement of articles of organization \$30
~~(10)~~ **(12)** Articles of dissolution \$30
~~(11)~~ **(13)** Application for certificate of authority \$90
~~(12)~~ **(14)** Application for amended certificate of authority \$30
~~(13)~~ **(15)** Application for certificate of withdrawal \$30
~~(14)~~ **(16)** Application for reinstatement following administrative dissolution \$30
~~(15)~~ **(17)** Articles of correction \$30
~~(16)~~ **(18)** Certificate of change of registered agent No Fee
~~(17)~~ **(19)** Application for certificate of existence or authorization \$15
~~(18)~~ **(20)** Biennial report **filed in writing, including by facsimile** \$30
(21) Biennial report filed by electronic medium **\$20**
(22) Articles of merger involving a domestic limited liability company **\$90**
~~(19)~~ **(23)** Any other document required or permitted to be filed under this article \$30

(b) The fee set forth in subsection ~~(a)~~~~(18)~~ **(a)(20)** for filing a biennial report is fifteen dollars (\$15) per year, to be paid biennially.

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

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

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

SECTION 26. IC 26-1-9.1-525, AS AMENDED BY SEA 357-2001, SECTION 16, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 2001]: Sec. 525. (a) Except as otherwise provided in subsection (e), the fee for filing and indexing a record under IC 26-1-9.1-501 through IC 26-1-9.1-527, other than an initial financing statement of the kind described in IC 26-1-9.1-502(c), is:

- (1) four dollars (\$4) if the record is communicated in writing, **including by facsimile**, and consists of one (1) or two (2) pages;
- (2) eight dollars (\$8) if the record is communicated in writing,

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including by facsimile, and consists of more than two (2) pages; and

(3) ~~four dollars (\$4)~~ **no fee** if the record is communicated by ~~another medium authorized by filing-office rule.~~ **electronic filing.**

(b) Except as otherwise provided in subsection (e), the fee for filing and indexing an initial financing statement of the kind described in IC 26-1-9.1-502(c) is: ~~the amount specified in subsection (c); if applicable, plus:~~

(1) eight dollars (\$8) if the financing statement indicates that it is filed in connection with a public-finance transaction; and

(2) eight dollars (\$8) if the financing statement indicates that it is filed in connection with a manufactured-home transaction.

~~(c)~~ Except as otherwise provided in subsection (e), if a record is communicated in writing, the fee for each name more than two (2) required to be indexed is ~~one dollar (\$1):~~

~~(d)~~ (c) The fee for responding to a request for information from the filing office, including for issuing a certificate showing whether there is on file any financing statement naming a particular debtor, is:

(1) ~~one dollar (\$1)~~ **five dollars (\$5)** if the request is communicated in writing, **including by facsimile**; and

(2) ~~one dollar (\$1)~~ **no fee** if the request is communicated by ~~another medium authorized by filing-office rule.~~ **electronically.**

~~(e)~~ (d) This section does not require a fee with respect to a record of a mortgage which is effective as a financing statement filed as a fixture filing or as a financing statement covering as-extracted collateral or timber to be cut under IC 26-1-9.1-502(c). However, the recording and satisfaction fees that otherwise would be applicable to the record of the mortgage apply.

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President of the Senate

President Pro Tempore

Speaker of the House of Representatives

Approved: _____

Governor of the State of Indiana

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