SENATE ENROLLED ACT No. 443

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 3-9-2-3, AS AMENDED BY P.L.128-2015, SECTION 145, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 3. (a) Notwithstanding ~~IC 23-15-5~~ **IC 23-0.5-8-2** or any other statute, a corporation or labor organization may make a contribution to aid in the:

(1) election or defeat of a candidate; or

(2) the success or defeat of:

(A) a political party; or

(B) a public question submitted to a vote in an election.

(b) Contributions by a corporation or labor organization are limited to those authorized by sections 4, 5, and 6 of this chapter.

(c) A national bank or a corporation organized by authority of any law of Congress must comply with contribution restrictions applicable to Indiana elections under 52 U.S.C. 30118.

SECTION 2. IC 6-8.1-10-9 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 9. (a) As used in this section:

(1) "Dissolution" refers to dissolution of a corporation under ~~IC 23-1-45 through IC 23-1-48,~~ ~~IC 23-17-23,~~ **IC 23-0.5-6, IC 23-1-45, IC 23-1-47, IC 23-1-48,** or IC 23-17-24.

(2) "Liquidation" means the operation or act of winding up a

corporation's affairs, when normal business activities have ceased, by settling its debts and realizing upon and distributing its assets.

(3) "Withdrawal" refers to the withdrawal of a foreign corporation from Indiana under ~~IC 23-1-50 or IC 23-17-26.~~ **IC 23-0.5-5-7.**

(b) The officers and directors of a corporation effecting dissolution, liquidation, or withdrawal shall do the following:

(1) File all necessary tax returns in a timely manner as required by this title.

(2) Make all tax payments due or determined due to the department or a county treasurer in a timely manner as required by this title.

(3) File with the department a form of notification within thirty (30) days of the issuance of a certificate of dissolution, decree of dissolution, the adoption of a resolution or plan, or the filing of a statement of withdrawal. The form of notification shall be prescribed by the department and may require information concerning:

(A) the corporation's assets;

(B) the corporation's liabilities;

(C) details of the plan or resolution;

(D) the names and addresses of corporate officers, directors, and shareholders;

(E) a copy of the minutes of the shareholders' meeting at which the plan or resolution was formally adopted; and

(F) such other information as the department may require.

The department may accept, in lieu of its own form of notification, a copy of Form 966 that the corporation filed with the Internal Revenue Service.

(c) Unless a clearance is issued under subsection (g), for a period of one (1) year following the filing of the form of notification with the department, or the filing of all necessary tax returns as required by this title, including the final tax return, whichever is later, the corporate officers and directors remain personally liable, subject to IC 23-1-35-1(e) or IC 23-17, for any acts or omissions that result in the distribution of corporate assets in violation of the interests of the state or a political subdivision (as defined in IC 36-1-2-13). An officer or director held liable for an unlawful distribution under this subsection is entitled to contribution:

(1) from every other director who voted for or assented to the distribution, subject to IC 23-1-35-1(e) or IC 23-17; and

(2) from each shareholder for the amount the shareholder accepted.

(d) The corporation's officers' and directors' personal liability includes all taxes, penalties, interest, and fees associated with the collection of the liability due the department or the county. In addition to the penalties provided elsewhere in this title, a penalty of up to thirty percent (30%) of the unpaid tax may be imposed on the corporate officers and directors for failure to take reasonable steps to set aside corporate assets to meet the liability due the department or the county.

(e) If the department or the county treasurer fails to begin a collection action against a corporate officer or director within the period prescribed by subsection (c), the personal liability of the corporate officer or director expires. The filing of a substantially blank form of notification or a form containing misrepresentation of material facts does not constitute filing a form of notification for the purpose of determining the period of personal liability of the officers and directors of the corporation.

(f) In addition to the remedies contained in this section, the department or county treasurer is entitled to pursue corporate assets that have been distributed to shareholders in violation of the interests of the state or political subdivision. The election to pursue one (1) remedy does not foreclose the state's or the county's option to pursue other legal remedies.

(g) The department may issue a clearance to a corporation effecting dissolution, liquidation, or withdrawal if:

(1) the officers and directors of the corporation have met the requirements of subsections (b) through (c); and

(2) request for the clearance is made in writing by the officers and directors of the corporation within thirty (30) days after the filing of the form of notification with the department.

(h) The issuance of a clearance by the department under subsection (g) releases the officers and directors from personal liability under this section.

(i) This section does not limit the liability of a responsible corporate officer for withheld income taxes or collected gross retail taxes.

SECTION 3. IC 15-12-1-12, AS ADDED BY P.L.2-2008, SECTION 3, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 12. (a) The incorporators of an association to be formed under this chapter shall execute and file articles of incorporation setting forth the following:

(1) The name of the proposed association.

(2) The purpose or purposes for which it is formed.

(3) The period during which it is to continue to exist, if the period is to be limited.

(4) The post office address of its principal office and the name and ~~post office address of its resident agents.~~ **address of its registered agent as provided in IC 23-0.5-4.**

(5) If organized without capital stock, whether the property rights and interest of the members are equal or unequal. If property rights and interest of the members are unequal, the articles of incorporation must set forth the provisions under and by which the property rights and interests of the respective members are to be determined and fixed.

(6) The following information, if the association is organized with capital stock:

(A) The total number of shares that the association may issue.

(B) Whether all or part of the shares have a par value.

(C) If all or part of the shares have a par value, the number and par value of the shares.

(D) Whether all or part of the shares are without a par value.

(E) If all or part of the shares are without a par value, the number of shares without a par value.

(F) If the shares are to be divided into classes or kinds:

(i) the number and par value, if any, of the shares of each class; and

(ii) subject to the limitations provided in this chapter with respect to issuance of voting stock, either a statement of the relative rights, preferences, limitations, and restrictions of each class, or a provision expressly vesting authority in the board of directors to determine the relative rights, preferences, limitations, and restrictions of each class by resolution or resolutions adopted before the issuance of any shares of the specific class.

(G) If the shares of any class are to be issuable in series:

(i) descriptions of the several series; and

(ii) subject to the limitation provided in this chapter with respect to the issuance of voting stock, a statement of the relative rights, preferences, limitations, and restrictions of each series, or a provision expressly vesting authority in the board of directors to determine the relative rights, preferences, limitations, and restrictions of each series by resolution or resolutions adopted before the issuance of any of the shares of the specific series.

(7) The number of directors constituting the initial board of directors of the association.

(8) The names and post office addresses of the first board of

directors.

(9) The names and post office addresses of the incorporators.

(10) Any other provisions, consistent with Indiana laws, for the regulation of the business and conduct of the affairs of the association and for creating, defining, limiting, or regulating the powers of the following:

(A) The association.

(B) The directors.

(C) The members.

(D) The shareholders of any class or classes of shareholders.

(b) The articles of incorporation must be:

(1) prepared and signed in duplicate by the incorporators;

(2) acknowledged by at least one (1) of the incorporators before a notary public; and

(3) presented in duplicate to the secretary of state at the secretary of state's office and accompanied by the fees prescribed by this chapter.

SECTION 4. IC 22-4-32-23, AS AMENDED BY P.L.171-2016, SECTION 45, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 23. (a) As used in this section:

(1) "Dissolution" refers to dissolution of a corporation under ~~IC 23-1-45 through IC 23-1-48,~~ **IC 23-0.5-6, IC 23-1-45, IC 23-1-47, or IC 23-1-48,** or dissolution under Indiana law of an association, a joint venture, an estate, a partnership, a limited liability partnership, a limited liability company, a joint stock company, or an insurance company (referred to as a "noncorporate entity" in this section).

(2) "Liquidation" means the operation or act of winding up a corporation's or entity's affairs, when normal business activities have ceased, by settling its debts and realizing upon and distributing its assets.

(3) "Withdrawal" refers to the withdrawal of a foreign corporation from Indiana under ~~IC 23-1-50.~~ **IC 23-0.5-5-7.**

(b) The officers and directors of a corporation effecting dissolution, liquidation, or withdrawal or the appropriate individuals of a noncorporate entity shall do the following:

(1) File all necessary documents with the department in a timely manner as required by this article.

(2) Make all payments of contributions to the department in a timely manner as required by this article.

(3) File with the department a form of notification within thirty (30) days of the adoption of a resolution or plan. The form of

notification shall be prescribed by the department and may require information concerning:

(A) the corporation's or noncorporate entity's assets;

(B) the corporation's or noncorporate entity's liabilities;

(C) details of the plan or resolution;

(D) the names and addresses of corporate officers, directors, and shareholders or the noncorporate entity's owners, members, or trustees;

(E) a copy of the minutes of the shareholders' meeting or the noncorporate entity's meeting at which the plan or resolution was formally adopted; and

(F) such other information as the department may require.

The commissioner may accept, in lieu of the department's form of notification, a copy of Form 966 that the corporation filed with the Internal Revenue Service.

(c) Unless a clearance is issued under subsection (g), for a period of one (1) year following the filing of the form of notification with the department, the corporate officers and directors of a corporation and the chief executive of a noncorporate entity remain personally liable, subject to IC 23-1-35-1(e), for any acts or omissions that result in the distribution of corporate or noncorporate entity assets in violation of the interests of the state. An officer or director of a corporation or a chief executive of a noncorporate entity held liable for an unlawful distribution under this subsection is entitled to contribution:

(1) from every other director who voted for or assented to the distribution, subject to IC 23-1-35-1(e); and

(2) from each shareholder, owner, member, or trustee for the amount the shareholder, owner, member, or trustee accepted.

(d) The corporation's officers' and directors' and the noncorporate entity's chief executive's personal liability includes all contributions, penalties, interest, and fees associated with the collection of the liability due the department. In addition to the penalties provided elsewhere in this article, a penalty of up to thirty percent (30%) of the unpaid contributions may be imposed on the corporate officers and directors and the noncorporate entity's chief executive for failure to take reasonable steps to set aside corporate assets to meet the liability due the department.

(e) If the department fails to begin a collection action against a corporate officer or director or a noncorporate entity's chief executive within one (1) year after the filing of a completed form of notification with the department, the personal liability of the corporate officer or director or noncorporate entity's chief executive expires. The filing of

a substantially blank form of notification or a form containing misrepresentation of material facts does not constitute filing a form of notification for the purpose of determining the period of personal liability of the officers and directors of the corporation or the chief executive of the noncorporate entity.

(f) In addition to the remedies contained in this section, the department is entitled to pursue corporate assets that have been distributed to shareholders or noncorporate entity assets that have been distributed to owners, members, or beneficiaries, in violation of the interests of the state. The election to pursue one (1) remedy does not foreclose the state's option to pursue other legal remedies.

(g) The department may issue a clearance to a corporation or noncorporate entity effecting dissolution, liquidation, or withdrawal if:

(1) the:

(A) officers and directors of the corporation have; or

(B) chief executive of the noncorporate entity has;

met the requirements of subsection (b); and

(2) request for the clearance is made in writing by the officers and directors of the corporation or chief executive of the noncorporate entity within thirty (30) days after the filing of the form of notification with the department.

(h) The issuance of a clearance by the department under subsection (g) releases the officers and directors of a corporation and the chief executive of a noncorporate entity from personal liability under this section.

SECTION 5. IC 23-0.5 IS ADDED TO THE INDIANA CODE AS A **NEW** ARTICLE TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]:

ARTICLE 0.5. UNIFORM BUSINESS ORGANIZATIONS CODE

Chapter 1. General Provisions

Sec. 1. This article may be cited as the Uniform Business Organizations Administrative Provisions Act (2018).

Sec. 2. This article applies to an entity formed under or subject to IC 23-1, IC 23-1.3, IC 23-1.5, IC 23-4-1, IC 23-16, IC 23-17, IC 23-18, or IC 23-18.1.

Sec. 3. This article does not apply to:

(1) an agricultural cooperative formed under IC 15-12, except for purposes of IC 23-0.5-4;

(2) a business trust formed under IC 23-5-1, except for purposes of IC 23-0.5-4;

(3) an insurance company formed under IC 27-1-6; or

(4) a credit union formed under IC 28-7-1.

Sec. 4. (a) Except as otherwise provided in this article, permissible means of delivery of a record include delivery by hand, the United States Postal Service, commercial delivery service, and electronic transmission.

(b) Delivery to the secretary of state is effective only when a record is received by the secretary of state.

Sec. 5. The secretary of state may:

(1) adopt rules under IC 4-22-2 to administer this article; and

(2) prescribe procedures that are reasonably necessary to perform the duties required of the secretary of state under this article.

Sec. 6. (a) If a:

(1) provision under this article permits any of the terms of a filed document to be dependent on facts objectively ascertainable outside the filed document; and

(2) filed document includes terms that are dependent on facts described in subdivision (1);

the manner in which the facts will operate upon the terms of the filed document and the manner in which the facts will become operative must be set forth in the filed document.

(b) The facts described in subsection (a) may include any of the following:

(1) Any of the following that are available in a nationally recognized news or information medium either in print or electronically:

(A) Statistical or market indices.

(B) Market prices of any security or group of securities.

(C) Interest rates.

(D) Currency exchange rates.

(E) Similar economic or financial data.

(2) A determination made or action taken by any person, including the entity or any other party to a filed document.

(3) The terms of or actions taken under an agreement to which the entity is a party or any other agreement or document.

(c) The following provisions of a filed document may not be made dependent on facts outside the filed document:

(1) The name and address of any person required in a filed document.

(2) The registered office of any entity required in a filed document.

(3) The registered agent of any entity required in a filed document.

(4) The number of authorized interests and designation of each class or series of interests.

(5) The effective date of a filed document.

(6) Any required statement in a filed document of the date on which the underlying transaction was approved or the manner in which that approval was given.

(d) If a provision of a filed document is made dependent on a fact ascertainable outside the filed document and:

(1) the fact is not ascertainable by reference to a source described in subsection (b)(1) or a document that is a matter of public record; and

(2) the affected interest holders have not received notice of the fact from the entity;

the entity shall file with the secretary of state articles of amendment setting forth the fact promptly after the time the fact referred to is first ascertainable or changes.

(e) Articles of amendment filed under subsection (d):

(1) are considered to be authorized by the authorization of the original filed document; and

(2) may be filed by the entity without further action by the governing person.

Chapter 1.5. Definitions

Sec. 1. Except as otherwise provided by this article, the definitions set forth in this chapter apply throughout this article.

Sec. 2. "Biennial report" means the report required by IC 23-0.5-2-13.

Sec. 3. "Business corporation" means a domestic business corporation incorporated under or subject to IC 23-1, IC 23-1.3, or IC 23-1.5 or a foreign business corporation.

Sec. 4. "Commercial registered agent" means a person listed under IC 23-0.5-4-4.

Sec. 5. "Domestic", with respect to an entity, means governed as to its internal affairs by the law of Indiana.

Sec. 6. "Economic interest" means an interest holder's economic rights in an entity, including the interest holder's share of the profits and losses of the entity and the right to receive distributions from the entity.

Sec. 7. "Effective date", when referring to a record filed by the secretary of state, means the time and date determined in accordance with IC 23-0.5-2-3.

Sec. 8. (a) "Entity" means:

(1) a business corporation;

(2) a nonprofit corporation;

(3) a general partnership, including a limited liability partnership;

(4) a limited partnership; or

(5) a limited liability company.

(b) The term does not include:

(1) an individual;

(2) a business trust, a trust with a predominately donative purpose, or a charitable trust;

(3) an association or relationship that:

(A) is not listed in subsection (a); and

(B) is not a partnership under the rules stated in IC 23-4-1-7 or a similar provision of the law of another jurisdiction;

(4) a decedent's estate;

(5) a government or a governmental subdivision, agency, or instrumentality; or

(6) any other person that has:

(A) a legal existence separate from any interest holder of that person; or

(B) the power to acquire an interest in real property in its own name.

Sec. 9. "Entity filing" means a record delivered to the secretary of state for filing under this article.

Sec. 10. "Filed record" means a record filed by the secretary of state under this article.

Sec. 11. "Filing entity" means a business corporation, a nonprofit corporation, a limited liability partnership, a limited partnership, or a limited liability company.

Sec. 12. "Foreign", with respect to an entity, means governed as to its internal affairs by the law of a jurisdiction other than Indiana.

Sec. 13. "General partnership" means a domestic general partnership formed under or subject to IC 23-4-1 or a foreign general partnership. The term includes a limited liability partnership except for the purposes of IC 23-0.5-3-4.

Sec. 14. "Governance interest" means a right under the organic law or organic rules of an unincorporated entity, other than as a governing person, agent, assignee, or proxy, to:

(1) receive or demand access to information concerning, or the books and records of, the entity;

(2) vote for or consent to the election of the governing persons

of the entity; or

(3) receive notice of or vote on or consent to an issue involving the internal affairs of the entity.

Sec. 15. "Governing person" means:

(1) a director of a business corporation;

(2) a director or trustee of a nonprofit corporation;

(3) a general partner of a general partnership;

(4) a general partner of a limited partnership;

(5) a manager of a manager-managed limited liability company;

(6) a member of a member-managed limited liability company; or

(7) any other person under whose authority the powers of an entity are exercised and under whose direction the activities and affairs of the entity are managed under the organic law and organic rules of the entity.

Sec. 16. "Interest" means:

(1) a share in a business corporation;

(2) a membership in a nonprofit corporation; or

(3) a governance interest or distributional interest in any other type of unincorporated entity.

Sec. 17. "Interest holder" means:

(1) a shareholder of a business corporation;

(2) a member of a nonprofit corporation;

(3) a general partner of a general partnership;

(4) a general partner of a limited partnership;

(5) a limited partner of a limited partnership;

(6) a member of a limited liability company; or

(7) any other direct holder of an interest.

Sec. 18. "Jurisdiction", used to refer to a political entity, means the United States, a state, a foreign country, or a political subdivision of a foreign country.

Sec. 19. "Jurisdiction of formation" means the jurisdiction whose law includes the law for formation of an entity.

Sec. 20. "Limited liability company" means a domestic limited liability company formed under or subject to IC 23-18, a domestic series limited liability company formed under or subject to IC 23-18.1, a foreign limited liability company, or a foreign series limited liability company.

Sec. 21. "Limited liability partnership" means a domestic limited liability partnership registered under or subject to IC 23-4-1-45 through IC 23-4-1-46 or a foreign limited liability partnership.

Sec. 22. "Limited partnership" means a domestic limited partnership formed under or subject to IC 23-16 or a foreign limited partnership.

Sec. 23. "Noncommercial registered agent" means a person that is not a commercial registered agent and is:

(1) an individual or domestic or foreign entity that serves in this state as the registered agent of an entity; or

(2) an individual who holds the office or other position in an entity which is designated as the registered agent under IC 23-0.5-4-3(b)(2).

Sec. 24. "Nonprofit corporation" means a domestic nonprofit corporation incorporated under or subject to IC 23-17 or a foreign nonprofit corporation.

Sec. 25. "Nonregistered foreign entity" means a foreign entity that is not registered to do business in Indiana under a statement of registration filed by the secretary of state.

Sec. 26. "Organic law" means the law of an entity's jurisdiction of formation governing the internal affairs of the entity.

Sec. 27. "Organic rules" means the public organic record and private organic rules or governing agreements of an entity.

Sec. 28. "Person" means an individual, business corporation, nonprofit corporation, general partnership, limited partnership, limited liability company, estate, trust, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

Sec. 29. "Principal office" means the principal executive office of an entity, whether or not the office is located in Indiana.

Sec. 30. "Private organic rules" means the rules, whether or not in a record, that govern the internal affairs of an entity, are binding on all its interest holders, and are not part of its public organic record, if any. The term includes:

(1) the bylaws of a business corporation;

(2) the bylaws of a nonprofit corporation;

(3) the partnership agreement of a general partnership;

(4) the partnership agreement of a limited partnership; and

(5) the operating agreement of a limited liability company.

Sec. 31. "Proceeding" includes a civil action, arbitration, mediation, administrative proceeding, criminal prosecution, and investigatory action.

Sec. 32. "Property" means all property, whether real, personal, or mixed or tangible or intangible, or any right or interest in such property.

Sec. 33. "Public organic record" means:

(1) the articles of incorporation of a business corporation;

(2) the articles of incorporation of a nonprofit corporation;

(3) the certificate of limited partnership of a limited partnership;

(4) the certificate of registration of a limited liability partnership; and

(5) the articles of organization of a limited liability company;

filed by the secretary of state and any amendment or restatement of that record.

Sec. 34. "Receipt" means actual receipt as distinguished from constructive receipt. "Receive" has a corresponding meaning.

Sec. 35. "Record", used as a noun, means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

Sec. 36. "Registered agent" means an agent of an entity which is authorized to receive service of any process, notice, or demand required or permitted by law to be served on the entity. The term includes a commercial registered agent and a noncommercial registered agent.

Sec. 37. "Registered agent filing" means:

(1) the public organic record of a domestic filing entity;

(2) a registration statement filed under IC 23-0.5-5-3; or

(3) a designation of agent.

Sec. 38. "Registered foreign entity" means a foreign entity that is registered to do business in Indiana under a statement of registration filed by the secretary of state.

Sec. 39. "Regulated entity" means a bank, a savings bank, a savings association, a corporate fiduciary, a credit union, an industrial loan and investment company, a surety company, a trust company, a safe deposit company, a railroad corporation, an insurance company, and a building and loan association.

Sec. 40. "Represented entity" means:

(1) a domestic filing entity; or

(2) a registered foreign entity.

Sec. 41. "Sign" means, with present intent to authenticate or adopt a record:

(1) to execute or adopt a tangible symbol; or

(2) to attach to or logically associate with the record an electronic symbol, sound, or process.

Sec. 42. "State" means a state of the United States, the District of Columbia, Puerto Rico, the United States Virgin Islands, or any

territory or insular possession subject to the jurisdiction of the United States.

Sec. 43. "Transfer" includes:

(1) an assignment;

(2) a conveyance;

(3) a sale;

(4) a lease;

(5) an encumbrance, including a mortgage or security interest;

(6) a gift; and

(7) a transfer by operation of law.

Sec. 44. "Written" means inscribed on a tangible medium. "Writing" has a corresponding meaning.

Chapter 2. Filing

Sec. 1. (a) To be filed by the secretary of state under this article, an entity filing must be received by the secretary of state, comply with this article, and satisfy the following:

(1) The entity filing must be required or permitted by this article.

(2) The entity filing must be transferred to the secretary of state by hand, mail, or a form of electronic transmission meeting the requirements established by the secretary of state.

(3) The entity filing must be legible, typewritten or printed, or, if electronically transmitted, in a format that can be retrieved in a reproduced or typewritten form, and otherwise suitable for processing. The words in the entity filing must be in English, and numbers must be in Arabic or Roman numerals, but the name of the entity need not be in English if written in English letters or Arabic or Roman numerals.

(4) The entity filing must be signed by or on behalf of a person authorized to sign the filing.

(5) The entity filing must state the name and capacity, if any, of each individual who signed it, either on behalf of the individual or the person authorized or required to sign the filing, but need not contain a seal, attestation, acknowledgment, or verification.

(6) The entity filing may contain other information as well.

(b) If law other than this article prohibits the disclosure by the secretary of state of information contained in an entity filing, the secretary of state shall file the entity filing if the filing otherwise complies with this article but may redact the information.

(c) When an entity filing is delivered to the secretary of state for filing, any fee required under this article must be paid in a manner permitted by the secretary of state.

(d) The secretary of state may require that an entity filing delivered in written form be accompanied by an identical or conformed copy.

Sec. 2. (a) The secretary of state may provide forms for entity filings required or permitted to be made by this article, but, except as otherwise provided in subsection (b), their use is not required.

(b) The secretary of state may require that a cover sheet for an entity filing and a biennial report be on forms prescribed by the secretary of state.

Sec. 3. Except as otherwise provided in this article and subject to section 5(d) of this chapter, an entity filing is effective:

(1) on the date and at the time of its filing by the secretary of state as provided in section 6(b) of this chapter;

(2) on the date of filing and at the time specified in the entity filing as its effective time, if later than the time under subdivision (1);

(3) if permitted by this article, at a specified delayed effective date and time, which may not be more than ninety (90) days after the date of filing; or

(4) if a delayed effective date as permitted by this article is specified but no time is specified, at 12:01 a.m. on the date specified which may not be more than ninety (90) days after the date of filing.

Sec. 4. (a) Except as otherwise provided in this article, a record delivered to the secretary of state for filing may be withdrawn before it takes effect by delivering to the secretary of state for filing a statement of withdrawal.

(b) A statement of withdrawal must:

(1) identify the record to be withdrawn;

(2) be signed by each person that signed the record being withdrawn, except as otherwise agreed by those persons; and

(3) if signed by fewer than all the persons that signed the record being withdrawn, state that the record is withdrawn in accordance with the agreement of all the persons that signed the record.

(c) On filing by the secretary of state of a statement of withdrawal, the action or transaction evidenced by the original filed record does not take effect.

Sec. 5. (a) A person on whose behalf a filed record was delivered to the secretary of state for filing may correct the record if:

(1) the record at the time of filing was inaccurate;

(2) the record was defectively signed; or

(3) the electronic transmission of the record to the secretary of state was defective.

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

(c) Articles of correction:

(1) may not state a delayed effective date;

(2) must be signed by the person correcting the filed record;

(3) must identify the filed record to be corrected;

(4) must specify the inaccuracy or defect to be corrected; and

(5) must correct the inaccuracy or defect.

(d) The articles of correction are effective as of the effective date of the filed record corrected by the articles of correction except as to persons relying on the uncorrected filed record and adversely affected by the correction. As to those persons, the articles of correction are effective when filed.

Sec. 6. (a) The secretary of state shall file an entity filing delivered to the secretary of state for filing which satisfies this article. The duty of the secretary of state under this section is ministerial.

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

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

(1) return the entity filing or notify the person that submitted the filing of the refusal; and

(2) provide a brief explanation in a record of the reason for the refusal.

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

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

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

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

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

Sec. 7. A certification from the secretary of state accompanying a copy of a filed record is conclusive evidence that the copy is an accurate representation of the original record on file with the secretary of state.

Sec. 8. (a) On request of any person, the secretary of state shall issue a certificate of existence for a domestic filing entity or for a registered foreign entity.

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

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

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

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

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

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

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

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

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

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

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

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

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

(d) On the request from any person, the secretary of state shall issue a certificate of fact for a domestic filing entity or registered foreign entity. A certificate issued under this subsection must set

forth any facts of record in the office of the secretary of state that may be requested by the applicant.

Sec. 9. (a) A person commits a Class A misdemeanor if the person signs a document that the person knows is false in a material respect with the intent that the document be delivered to the secretary of state for filing.

(b) Any record filed under this article may be signed by an agent. Whenever this article requires a particular individual to sign an entity filing and the individual is deceased or incompetent, the filing may be signed by a personal representative of the individual on behalf of the individual.

(c) A person that signs a record as an agent or legal representative thereby affirms as a fact that the person is authorized to sign the record.

(d) A signature on a filing may be a facsimile.

(e) A signature on a filing 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.

Sec. 10. (a) If a person required by this article to sign or deliver a record to the secretary of state for filing under this article does not do so, any other person that is aggrieved may petition the circuit or superior court of the county where the entity's principal office (or, if none in Indiana, its registered office) is or will be located to order:

(1) the person to sign the record;

(2) the person to deliver the record to the secretary of state for filing; or

(3) the secretary of state to file the record unsigned.

(b) If the petitioner under subsection (a) is not the entity to which the record pertains, the petitioner shall make the entity a party to the action.

(c) A record filed under subsection (a)(3) is effective without being signed.

Sec. 11. If a record delivered to the secretary of state for filing under this article and filed by the secretary of state contains inaccurate information, a person that suffers a loss by reliance on the information may recover damages for the loss from a person that signed the record or caused another to sign it on the person's behalf

and knew at the time the record was signed that the information was inaccurate.

Sec. 12. Except as otherwise provided by IC 23-0.5-4-11 or by law of Indiana other than this article, the secretary of state may deliver a record to a person by delivering it:

(1) in person to the person that submitted it for filing;

(2) to the address of the person's registered agent;

(3) to the principal office address of the person; or

(4) to another address the person provides to the secretary of state for delivery.

Sec. 13. (a) A domestic filing entity or registered foreign entity shall deliver to the secretary of state for filing a biennial report that states:

(1) the name of the entity and, if a registered foreign entity, its jurisdiction of formation;

(2) the name and street address of the entity's registered agent in Indiana;

(3) the street address of the entity's principal office;

(4) for a corporation, the names and business addresses of its directors, secretary, and the highest executive office of the corporation; and

(5) for a nonprofit corporation, the names and business or resident addresses of its directors, secretary, and highest executive office.

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

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

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

(e) If a biennial report contains the name or address of a registered agent which differs from the information shown in the records of the secretary of state immediately before the report becomes effective, the differing information is considered a

statement of change under IC 23-0.5-4-7.

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

Chapter 3. Name of Entity

Sec. 1. (a) Except as otherwise provided in subsection (d), after December 31, 2017, the name under which a domestic filing entity may be formed, the name under which a foreign entity may register to do business in Indiana, a name reserved under section 3 of this chapter, or an assumed name registered under section 4 of this chapter must be distinguishable on the records of the secretary of state from any:

(1) name of an existing domestic filing entity;

(2) name of a domestic filing entity that has not been administratively dissolved for more than one hundred twenty (120) days;

(3) name of a foreign entity registered to do business in this state under IC 23-0.5-5;

(4) name reserved under section 3 of this chapter, IC 23-1-23 (before its repeal), IC 23-16-2-2 (before its repeal), IC 23-17-5 (before its repeal), or IC 23-18-2-9 (before its repeal);

(5) assumed name registered under IC 23-15-1-1(e) (before that chapter's repeal); or

(6) assumed name registered under section 4(e) of this chapter.

(b) If an entity consents in a record to the use of its name by another entity and submits an undertaking in a form satisfactory to the secretary of state to change its name to a name that is distinguishable on the records of the secretary of state from any name in any category of names in subsection (a), the name of the consenting entity may be used by the entity to which the consent was given.

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

(d) An entity may consent in a record to the use of a name that is not distinguishable on the records of the secretary of state from its name except for the addition of a word, phrase, or abbreviation

indicating the type of entity as provided in subsection (c). In such a case, the entity need not change its name under subsection (b). However, consent is not needed in the following cases in which an entity's name is no longer distinct on the records of the secretary of state from an assumed business name of another entity:

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

(2) In the case of an entity that files its public organic record or certificate of registration using a name the entity has reserved under section 3 of this chapter.

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

Sec. 2. (a) The name of a business corporation must contain the word "corporation", "incorporated", "company", or "limited", or the abbreviation "Corp.", "Inc.", "Co.", or "Ltd.", or words or abbreviations of similar import in another language. The name of a business corporation that is a professional corporation must contain the words "Professional Service Corporation" or "Professional Corporation" or abbreviations of these words. In addition, only a professional corporation in which all shareholders are physicians licensed under IC 25-22.5 may use the term "medical" in its corporate name. A licensing authority may by rule adopt further requirements than those specified in this subsection as to the names of professional corporations organized under this article.

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

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

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

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

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

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

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

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

(3) has acquired all or substantially all of the assets, including the name, of the other filing entity that was already using the name.

Sec. 3. (a) A person may reserve the exclusive right to the use of a name by delivering an electronic application to the secretary of state for filing. The application must state the name and address of the applicant and the name to be reserved. If the secretary of state finds that the name is available, the secretary of state shall reserve the name for the applicant's exclusive use for renewable one hundred twenty (120) day periods.

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

Sec. 4. (a) Except as otherwise provided in subsection (i), an individual or a general partnership, other than a limited liability partnership, conducting or transacting business in Indiana under a name, designation, or title other than the real name of the individual or general partnership conducting or transacting the business shall file for record, in the office of the recorder of each county in which a place of business or an office of the individual or general partnership is situated, a certificate stating the assumed name or names to be used and the full name and address of the individual or general partnership engaged in or transacting business.

(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 and general partnerships having certificates on file in the recorder's office, and the assumed name or names that 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 or general partnership 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) Except as provided in subsection (i), a filing entity conducting business in Indiana under a name, designation, or title other than the name shown in its organic record shall file with the secretary of state a certificate stating the assumed name or names to be used and the full name and address of the entity's principal office in Indiana.

(f) A filing entity may not include an entity indicator, such as "Inc.", "Corp.", "LLC", "LP", or "LLP" or a 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 change 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.

(g) An individual, a general partnership, a corporation, a limited partnership, a limited liability company, or a limited liability partnership, foreign or domestic, 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 or with the recorder's office in which the certificate was filed or transferred. The secretary of state or the recorder shall keep a record of notices filed under this subsection.

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

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

(2) filed the certificate:

(A) with the secretary of state; and

(B) in the recorder's office.

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

(i) This section does not apply to:

(1) an individual doing business under a name, designation, or title that includes the true surname of the individual;

(2) a person other an individual doing business under a name,

designation, or title that includes some or all of the true surnames of the individuals comprising the person; or

(3) a church, a lodge, or an association the business of which is conducted or transacted by trustees under a written instrument or declaration of trust that is recorded in the recorder's office of each county in which the business is conducted or transacted.

(j) A person, corporation, foreign corporation, limited liability company, foreign limited liability company, limited partnership, or foreign limited partnership that violates this section commits a Class B infraction.

(k) Compliance with the requirements of Acts 1941, c.192, before July 8, 1965, is considered compliant with this section.

Sec. 5. (a) If a new filing or an amendment changing the name of the filing entity is received by the secretary of state and the new filing or the amendment contains "bank" in the filing entity's 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 be filed by the secretary of state only after the filing has been approved by the department of financial institutions.

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

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

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

(1) the name of the filing entity contains the word, or a derivation of the word, "bank", "banc", "banco", or "bankcor"; and

(2) the department of financial institutions determines that the filing entity violates IC 28-1-20-4.

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

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

(1) correct the grounds for dissolution; or

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

at any time after sixty (60) days after service of the notice is perfected, the department of financial institutions shall notify the secretary of state in writing of the continuing violation. After receiving the written notice from the department of financial institutions, the secretary of state shall administratively dissolve the filing entity by signing a certificate of 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 filing entity.

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

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

(1) where the filing entity's principal office is located; or

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

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

(j) The court may do the following:

(1) Order the secretary of state to reinstate the dissolved filing entity.

(2) Take other action the court considers appropriate.

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

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

Chapter 4. Registered Agent of Entity

Sec. 1. (a) The following entities shall designate and maintain a registered agent in this state:

(1) A domestic filing entity.

(2) A registered foreign entity.

(3) An agricultural cooperative formed under IC 15-12.

(4) A business trust formed under IC 23-5-1.

(b) An eligible entity (as defined by IC 28-1-22-1.5(a)) may file a notice concerning the eligible entity's:

(1) registered office; and

(2) registered agent.

Sec. 2. If a provision of this chapter other than section 9(a)(4) of this chapter requires that a record state an address, the record must state a street address in this state.

Sec. 3. (a) A registered agent must be an individual, a general partnership, a domestic filing entity, or a registered foreign entity.

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

(1) the name of the entity's commercial registered agent;

(2) if the entity does not have a commercial registered agent, the name or title or position with the entity and the address of the entity's noncommercial registered agent; or

(3) the electronic mail address of the registered agent at which the registered agent will accept electronic service of process only in the manner prescribed by the Indiana supreme court in the Indiana trial rules.

(c) A registered agent filing must state:

(1) the registered agent's consent; or

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

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

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

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

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

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

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

Sec. 4. (a) A person may become listed as a commercial registered agent by delivering to the secretary of state for filing a commercial registered agent listing statement signed by the person which states:

(1) the name of the individual or the name of the entity, type of entity, and jurisdiction of formation of the entity;

(2) that the person is in the business of serving as a commercial registered agent in this state;

(3) the address of a place of business of the person in this state to which service of process, notices, and demands being served on or sent to entities represented by the person may be delivered;

(4) the name of any entity represented or known to be represented by the commercial registered agent; and

(5) the electronic mail address of the registered agent at which the registered agent will accept electronic service of process only in the manner prescribed by the Indiana supreme court in the Indiana trial rules.

(b) A commercial registered agent listing statement may include the information regarding acceptance by the agent of service of process, notices, and demands in a form other than a written record as provided in section 10(d) of this chapter.

(c) If the name of a person delivering to the secretary of state for filing a commercial registered agent listing statement is not distinguishable on the records of the secretary of state from the name of another commercial registered agent listed under this section, the person shall adopt an alternate name that is distinguishable and use that name in its statement and when it does business in Indiana as a commercial registered agent.

(d) The secretary of state shall note the filing of a commercial registered agent listing statement in the index of filings records maintained by the secretary of state for each entity represented by the agent at the time of the filing. The statement amends the registered agent filing for each of those entities to:

(1) designate the person becoming listed as a commercial registered agent as the commercial registered agent of each of those entities; and

(2) delete the name and address of the former agent.

Sec. 5. (a) A commercial registered agent may terminate its listing as a commercial registered agent by delivering to the secretary of state for filing a commercial registered agent termination statement signed by the agent which states:

(1) the name of the agent as listed under section 4 of this chapter; and

(2) that the agent is no longer in the business of serving as a commercial registered agent in Indiana.

(b) A commercial registered agent termination statement takes effect at 12:01 a.m. on the thirty-first day after the day on which it is delivered to the secretary of state for filing.

(c) The commercial registered agent promptly shall furnish each

entity represented by the agent notice in a record of the date on which the commercial registered agent termination statement was filed.

(d) When a commercial registered agent termination statement takes effect, the commercial registered agent ceases to be the registered agent for each entity formerly represented by it. Until an entity formerly represented by a terminated commercial registered agent designates a new registered agent, service of process may be made on the entity under section 10 of this chapter. Termination of the listing of a commercial registered agent under this section does not affect any contractual rights a represented entity has against the agent or that the agent has against the entity.

Sec. 6. (a) A represented entity may change the information on file under section 3(b) of this chapter by delivering to the secretary of state for filing a statement of change signed by the entity which states:

(1) the name of the entity; and

(2) the information that is to be in effect as a result of the filing of the statement of change.

(b) The interest holders or governing persons of a domestic entity need not approve the filing of:

(1) a statement of change under this section; or

(2) a similar filing changing the registered agent or registered office, if any, of the entity in any other jurisdiction.

(c) A statement of change under this section designating a new registered agent must state:

(1) the registered agent's consent; or

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

(d) As an alternative to using the procedure in this section, a represented entity may change the information on file under section 3(b) of this chapter by amending its most recent registered agent filing in a manner provided by the law of Indiana other than this section for amending the filing.

Sec. 7. (a) If a noncommercial registered agent changes its name, address, or electronic mail address in effect with respect to a represented entity under section 3(b) of this chapter, the agent shall deliver to the secretary of state for filing, with respect to each entity represented by the agent, a statement of change signed by the agent which states:

(1) the name of the entity;

(2) the name and address of the agent in effect with respect to the entity;

(3) if the name of the agent has changed, the new name; and

(4) if the address or electronic mail address of the agent has changed, the new address or electronic mail address.

(b) A noncommercial registered agent promptly shall furnish the represented entity with notice in a record of the delivery to the secretary of state for filing of a statement of change and the changes made in the statement.

Sec. 8. (a) If a commercial registered agent changes its name, address, or electronic mail address as listed under section 4(a) of this chapter, type of entity, or jurisdiction of formation, the agent shall deliver to the secretary of state for filing a statement of change signed by the agent which states:

(1) the name of the agent as listed under section 4(a) of this chapter;

(2) if the name of the agent has changed, the new name;

(3) if the address or electronic mail address of the agent has changed, the new address or electronic mail address; and

(4) if the agent is an entity:

(A) if the type of entity of the agent has changed, the new type of entity; and

(B) if the jurisdiction of formation of the agent has changed, the new jurisdiction of formation.

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

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

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

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

(2) the agent, stating that the listing of the agent has been canceled under this section.

Sec. 9. (a) A registered agent may resign as agent for a represented entity by delivering to the secretary of state for filing a statement of resignation signed by the agent which states:

(1) the name of the entity;

(2) the name of the agent;

(3) that the agent resigns from serving as registered agent for the entity; and

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

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

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

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

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

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

(e) A registered agent may resign with respect to a represented entity whether or not the entity is in good standing.

Sec. 10. (a) A represented entity may be served with any process, notice, or demand required or permitted by law by serving its registered agent.

(b) If a represented entity ceases to have a registered agent, or if its registered agent cannot with reasonable diligence be served, the entity may be served by registered or certified mail, return receipt requested, or by similar commercial delivery service, addressed to the entity at the entity's principal office. The address of the principal office of a domestic filing entity or registered foreign entity must be as shown in the entity's most recent biennial report filed by the secretary of state. Service is effective under this subsection on the earliest of:

(1) the date the entity receives the mail or delivery by the commercial delivery service;

(2) the date shown on the return receipt, if signed by the entity; or

(3) five (5) days after its deposit with the United States Postal Service or commercial delivery service, if correctly addressed and with sufficient postage or payment.

(c) If process, notice, or demand cannot be served on an entity under subsection (a) or (b), service may be made by handing a copy to the individual in charge of any regular place of business or activity of the entity if the individual served is not a plaintiff in the action.

(d) Service of process, notice, or demand on a registered agent must be in a written record, but service may be made on a commercial registered agent in other forms, and subject to such requirements, as the agent has stated in its listing under section 4 of this chapter that it will accept.

(e) Service of process, notice, or demand may be made by other means under law other than this article.

Sec. 11. The only duties under this chapter of a registered agent that has complied with this chapter are:

(1) to forward to the represented entity at the address most recently supplied to the agent by the entity any process, notice, or demand pertaining to the entity which is served on or received by the agent;

(2) to provide the notices required by this article to the entity at the address most recently supplied to the agent by the entity;

(3) if the agent is a noncommercial registered agent, to keep current the information required by section 3(b) of this chapter in the most recent registered agent filing for the entity; and

(4) if the agent is a commercial registered agent, to keep current the information listed for it under section 4(a) of this chapter.

Sec. 12. The designation or maintenance in Indiana of a registered agent does not by itself create the basis for personal jurisdiction over the represented entity in Indiana. The address of the agent does not determine venue in an action or a proceeding involving the entity.

Chapter 5. Foreign Entities

Sec. 1. (a) The law of the jurisdiction of formation of an entity governs:

(1) the internal affairs of the entity;

(2) the liability that a person has as an interest holder or governing person for a debt, obligation, or other liability of the entity; and

(3) the liability of a series of a limited liability company.

(b) A foreign entity is not precluded from registering to do business in Indiana because of any difference between the law of the entity's jurisdiction of formation and the law of Indiana.

(c) Registration of a foreign entity to do business in Indiana does not authorize the foreign entity to engage in any activities and affairs or exercise any power that a domestic entity of the same type may not engage in or exercise in Indiana.

Sec. 2. (a) A foreign filing entity may not do business in Indiana until it registers with the secretary of state under this article. However, this requirement does not apply to foreign regulated entities.

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

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

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

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

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

Sec. 3. To register to do business in Indiana, a foreign filing entity must deliver a foreign registration statement to the secretary of state for filing. The statement must be signed by the entity and state or be accompanied by:

(1) the name of the foreign filing entity and, if the name does not comply with IC 23-0.5-3-1, an alternate name adopted under section 6(a) of this chapter;

(2) the type of entity;

(3) the entity's jurisdiction of formation;

(4) the street address of the entity's principal office;

(5) the information required by IC 23-0.5-4-3(b);

(6) if the entity is a nonprofit corporation, whether the corporation has members;

(7) if the entity is a nonprofit corporation, whether the corporation, if the corporation had been incorporated in Indiana, would be a public benefit, mutual benefit, or religious corporation;

(8) if the entity is a limited liability company and if the

organizational documents of the entity provide for a manager or managers, a statement to that effect; and

(9) a certificate of existence or similar document authenticated by the secretary of state or other official having custody of business records of the entity in the state or country where the entity was organized.

Sec. 4. A registered foreign entity shall deliver to the secretary of state for filing an amendment to its foreign registration statement if there is a change in:

(1) the name of the entity;

(2) the entity's jurisdiction of formation;

(3) an address required by section 3(4) of this chapter; or

(4) the information required by IC 23-0.5-4-3(b).

Sec. 5. (a) Activities of a foreign filing entity which do not constitute doing business in Indiana under this article include:

(1) maintaining, defending, mediating, arbitrating, or settling an action or proceeding;

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

(3) maintaining accounts in financial institutions;

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

(5) selling through independent contractors;

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

(7) creating or acquiring indebtedness, mortgages, or security interests in property;

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

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

(10) owning, without more, property;

(11) doing business in interstate commerce; and

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

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

business in Indiana.

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

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

Sec. 6. (a) A foreign filing entity whose name does not comply with IC 23-0.5-3-1 for an entity of its type may not register to do business in Indiana until it adopts, for the purpose of doing business in Indiana, an alternate name that complies with IC 23-0.5-3-1. A registered foreign entity that registers under an alternate name under this subsection need not comply with IC 23-0.5-3-4. After registering to do business in Indiana with an alternate name, a registered foreign entity shall do business in Indiana under:

(1) the alternate name; or

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

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

Sec. 7. (a) A registered foreign entity may withdraw its registration by delivering a statement of withdrawal to the secretary of state for filing. The statement of withdrawal must be signed by the entity and state:

(1) the name of the entity and its jurisdiction of formation;

(2) that the entity is not doing business in Indiana and that it withdraws its registration to do business in Indiana;

(3) that the entity revokes the authority of its registered agent to accept service on its behalf in Indiana;

(4) an address and electronic mail address to which service of process may be made under subsection (b); and

(5) a commitment to notify the secretary of state in the future of any change in its street or electronic mail address.

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

Sec. 8. A registered foreign entity that converts to any type of domestic filing entity is deemed to have canceled its registration on the effective date of the conversion.

Sec. 9. (a) A registered foreign entity that has dissolved and

completed winding up or has converted to a domestic or foreign entity that is not a filing entity shall deliver a statement of withdrawal to the secretary of state for filing. The statement must be signed by the dissolved or converted entity and state:

(1) in the case of a foreign entity that has completed winding up:

(A) its name and jurisdiction of formation; and

(B) that the foreign entity surrenders its registration to do business in Indiana; and

(2) in the case of a foreign entity that has converted to a domestic or foreign entity that is not a filing entity:

(A) the name of the converting foreign entity and its jurisdiction of formation;

(B) the type of entity other than a filing entity to which it has converted and its jurisdiction of formation;

(C) that it surrenders its registration to do business in Indiana and revokes the authority of its registered agent to accept service on its behalf; and

(D) a street or electronic mail address to which service of process may be made under subsection (b).

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

Sec. 10. (a) If a registered foreign entity merges into a nonregistered foreign entity or converts to a foreign entity required to register with the secretary of state to do business in Indiana, the foreign entity shall deliver to the secretary of state for filing a notice of merger or conversion. The notice must be signed by the surviving or converted entity and state:

(1) the name of the registered foreign entity before the merger or conversion;

(2) the type of entity it was before the merger or conversion;

(3) the name of the applicant entity and, if the name does not comply with IC 23-0.5-3-1, an alternate name adopted under section 6(a) of this chapter;

(4) the type of entity of the applicant entity and its jurisdiction of formation; and

(5) the following information regarding the entity, if different than the information for the foreign entity before the merger or conversion:

(A) The street address of the principal office of the entity.

(B) The information required under IC 23-0.5-4-3(b).

(b) When a notice of merger or conversion takes effect, the registration of the registered foreign entity to do business in Indiana is transferred without interruption to the entity into which it has merged or to which it has been converted.

Sec. 11. (a) The secretary of state may terminate the registration of a registered foreign entity if:

(1) the entity does not pay, not later than sixty (60) days after the due date, any fee, tax, interest, or penalty required to be paid to the secretary of state under this article or law of Indiana other than this article;

(2) the entity does not deliver to the secretary of state for filing, not later than sixty (60) days after the due date, a biennial report;

(3) the entity does not have a registered agent as required by IC 23-0.5-4-1;

(4) the entity does not deliver to the secretary of state for filing a statement of change under IC 23-0.5-4-6 not later than thirty (30) days after a change occurs in the name or address of the entity's registered agent; or

(5) the secretary of state receives a duly authenticated certificate from the secretary of state or other official having custody of entity filings in the state or country under whose law the entity is registered stating that it has been dissolved or disappeared as the result of a merger.

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

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

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

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

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

(2) the grounds for termination under subsection (a).

(d) The authority of a registered foreign entity to do business in Indiana ceases on the effective date of the notice of termination under subsection (b), unless before that date the entity cures each

ground for termination stated in the notice. If the entity cures each ground, the secretary of state shall file a record so stating.

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

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

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

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

Sec. 12. (a) An entity that has had its registration terminated under section 11(b) of this chapter may apply to the secretary of state for reinstatement. The application for reinstatement must include all the following:

(1) The name of the entity.

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

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

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

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

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

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

(2) prepare a certificate of reinstatement that states:

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

(B) the date that the reinstatement is effective;

(3) file the original certificate of reinstatement; and

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

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

Sec. 13. (a) If the secretary of state denies an entity's application for reinstatement under section 12(a) and 12(b) of this chapter, the secretary of state shall serve the entity with a written notice that explains the reason or reasons for denial.

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

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

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

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

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

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

Sec. 14. The attorney general may maintain an action to enjoin a foreign filing entity from doing business in Indiana in violation of this article.

Chapter 6. Administrative Dissolution

Sec. 1. The secretary of state may commence a proceeding under section 2 of this chapter to dissolve a domestic filing entity administratively if the entity does not:

(1) pay any fee, tax, interest, or penalty required to be paid by this article or other law not later than sixty (60) days after it is due;

(2) deliver a biennial report to the secretary of state not later than sixty (60) days after it is due;

(3) have a registered agent in this state for sixty (60) consecutive days; or

(4) notify the secretary of state within sixty (60) days that its

registered agent or registered office has been changed, that its registered agent has resigned, or that its registered office has been discontinued.

Sec. 2. (a) If the secretary of state determines that one (1) or more grounds exist under section 1 of this chapter for administratively dissolving an entity, the secretary of state shall serve the entity with written notice of the determination unless the secretary of state:

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

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

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

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

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

Sec. 3. (a) A domestic filing entity that is dissolved administratively under section 2 of this chapter may apply to the secretary of state for reinstatement not later than two (2) years after the effective date of dissolution. The application must be signed by the entity and state or contain:

(1) the name of the entity at the time of its administrative dissolution and, if needed, a different name that satisfies IC 23-0.5-3-1;

(2) the street address of the principal office of the entity and the name and address of its registered agent;

(3) the effective date of the entity's administrative dissolution;

(4) that the grounds for dissolution did not exist or have been cured; and

(5) a certificate of clearance from the department of state

revenue reciting that taxes owed by the entity have been paid.

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

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

(1) cancel the statement of administrative dissolution and prepare a statement of reinstatement that states the secretary of state's determination and the effective date of reinstatement;

(2) file the statement of reinstatement; and

(3) serve a copy on the entity.

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

(1) The reinstatement relates back to and takes effect as of the effective date of the administrative dissolution.

(2) The domestic filing entity resumes carrying on its activities and affairs as if the administrative dissolution had never occurred.

(3) The rights of a person arising out of an act or omission in reliance on the dissolution before the person knew or had notice of the reinstatement are not affected.

Sec. 4. (a) If the secretary of state denies a domestic filing entity's application for reinstatement following administrative dissolution, the secretary of state shall serve the entity with a notice in a record that explains the reasons for denial.

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

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

(1) The secretary of state's certificate of dissolution.

(2) The filing entity's application for reinstatement.

(3) The secretary of state's notice of denial.

(d) The court may do the following:

(1) Order the secretary of state to reinstate the entity.

(2) Take other action the court considers appropriate.

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

Chapter 7. Issuance of Interrogatories and Investigative Claims

Sec. 1. The secretary of state may propound to any:

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

(2) any governing person of the entity described in subdivision (1);

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

Sec. 2. (a) The interrogatories under section 1 of this chapter must be answered not later than thirty (30) days after the date the interrogatories are mailed or within an additional period approved, in writing, by the secretary of state. The answers to the interrogatories must be:

(1) full and complete; and

(2) made in writing and under oath.

(b) If the interrogatories under section 1 of this chapter are directed to an individual, the individual shall answer the interrogatories.

(c) If the interrogatories under section 1 of this chapter are directed to an entity, a governing person of the entity shall answer the interrogatories.

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

Sec. 4. The secretary of state may:

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

(2) administratively dissolve or terminate the registration;

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

Sec. 5. The secretary of state may adopt rules under IC 4-22-2 that are necessary to carry out this chapter.

Sec. 6. Interrogatories propounded by the secretary of state and

the answers received are not open to public inspection. The secretary of state may not disclose any facts or information obtained from the interrogatories unless:

(1) the secretary of state's official duty requires the information to be made public; or

(2) the interrogatories or the answers received are required for evidence in a criminal proceeding or in any other action or proceeding by or against the state of Indiana.

Chapter 8. Miscellaneous Provisions

Sec. 1. Subject to any restrictions contained in its organic rules, the signatures of the governing persons of any entity organized under any law of Indiana, on the bonds, notes, debentures, or other evidences of indebtedness of the entity may be facsimiles, and the facsimiles on such instruments are deemed the equivalent of and constitute the written signatures of the governing persons for all purposes, including the full satisfaction of any signature requirements of the laws of Indiana on the negotiable bonds, notes, debentures, and other evidences of indebtedness of the entity.

Sec. 2. Every railroad company, rural loan and saving association, credit union, or corporation organized for the conduct of a banking, insurance, surety, trust, safe deposit, mortgage guarantee, or building and loan business organized under any law of Indiana may, subject to any restrictions contained in the articles of incorporation, make contributions out of the gross income of the corporation to such entities, and for any one (1) or more of such purposes, as the board of directors may reasonably believe will constitute deductions from gross income in computing the net income of the corporation subject to tax, under the Internal Revenue Code.

Sec. 3. Notwithstanding any law that requires that a case must be filed in a specific court, a case, if otherwise eligible, may also be filed in or transferred to a business or commercial court or docket established or designated by law or supreme court rule.

Chapter 9. Fees

Sec. 1. The secretary of state shall collect the following fees for filing the articles of incorporation of a domestic business corporation:

(1) Seventy-five dollars ($75) for an electronic filing.

(2) One hundred dollars ($100) for filing in a manner other than electronically.

Sec. 2. The secretary of state shall collect the following fees for filing articles of amendment to the articles of incorporation of a domestic business corporation:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 3. The secretary of state shall collect the following fees for filing a restatement of the articles of incorporation of a domestic business corporation or restatement of the articles of incorporation of a domestic business corporation with amendment:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 4. The secretary of state shall collect the following fees for filing articles of dissolution of a domestic business corporation:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 5. The secretary of state shall collect the following fees for filing articles of revocation of dissolution of a domestic business corporation:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 6. The secretary of state shall collect the following fees for filing an annual benefit report for a benefit corporation:

(1) Ten dollars ($10) for an electronic filing.

(2) Fifteen dollars ($15) for filing in a manner other than electronically.

Sec. 7. The secretary of state shall collect the following fees for filing a registration for a domestic limited liability partnership:

(1) Seventy-five dollars ($75) for an electronic filing.

(2) One hundred dollars ($100) for filing in a manner other than electronically.

Sec. 8. The secretary of state shall collect the following fees for filing a certificate of amendment for a domestic limited liability partnership:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 9. The secretary of state shall collect the following fees for filing a withdrawal notice for a domestic limited liability partnership:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than

electronically.

Sec. 10. The secretary of state shall collect the following fees for filing a certificate of limited partnership of a domestic limited partnership:

(1) Seventy-five dollars ($75) for an electronic filing.

(2) One hundred dollars ($100) for filing in a manner other than electronically.

Sec. 11. The secretary of state shall collect the following fees for filing a certificate of amendment for a domestic limited partnership:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 12. The secretary of state shall collect the following fees for filing a restated certificate of limited partnership or a restated certificate of limited partnership with amendments for a domestic limited partnership:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 13. The secretary of state shall collect the following fees for filing a certificate of cancellation for a limited partnership:

(1) Seventy-five dollars ($75) for an electronic filing.

(2) Ninety dollars ($90) for filing in a manner other than electronically.

Sec. 14. The secretary of state shall collect the following fees for filing the articles of incorporation of a domestic nonprofit corporation:

(1) Twenty dollars ($20) for an electronic filing.

(2) Fifty dollars ($50) for filing in a manner other than electronically.

Sec. 15. The secretary of state shall collect the following fees for filing articles of amendment to the articles of incorporation of a domestic nonprofit corporation:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 16. The secretary of state shall collect the following fees for filing a restatement of the articles of incorporation of a domestic nonprofit corporation or restatement of the articles of incorporation of a domestic nonprofit corporation with amendment:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than

electronically.

Sec. 17. The secretary of state shall collect the following fees for filing articles of dissolution of a domestic nonprofit corporation:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 18. The secretary of state shall collect the following fees for filing articles of revocation of dissolution of a domestic nonprofit corporation:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 19. The secretary of state shall collect the following fees for filing the articles of organization of a domestic limited liability company:

(1) Seventy-five dollars ($75) for an electronic filing.

(2) One hundred dollars ($100) for filing in a manner other than electronically.

Sec. 20. The secretary of state shall collect the following fees for filing articles of amendment to the articles of organization of a domestic limited liability company:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 21. The secretary of state shall collect the following fees for filing a restatement of the articles of organization of a domestic limited liability company or restatement of the articles of organization of a domestic limited liability company with amendment:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 22. The secretary of state shall collect the following fees for filing articles of dissolution of a domestic limited liability company:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 23. The secretary of state shall collect the following fees for filing articles of revocation of dissolution of a domestic limited liability company:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 24. The secretary of state shall collect the following fees for filing the articles of organization of a domestic master limited liability company:

(1) Two hundred twenty-five dollars ($225) for an electronic filing.

(2) Two hundred fifty dollars ($250) for filing in a manner other than electronically.

Sec. 25. The secretary of state shall collect the following fees for filing articles of designation:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 26. (a) The secretary of state shall collect the following fees for filing a foreign registration statement electronically:

(1) Seventy-five dollars ($75) for a for-profit entity.

(2) Twenty dollars ($20) for a nonprofit corporation.

(b) The secretary of state shall collect the following fees for filing a foreign registration statement in a manner other than electronically:

(1) One hundred twenty-five dollars ($125) for a for-profit entity.

(2) Seventy-five dollars ($75) for a nonprofit corporation.

Sec. 27. The secretary of state shall collect the following fees for filing an amendment to a foreign registration statement:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 28. The secretary of state shall collect the following fees for filing a statement of withdrawal:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 29. The secretary of state shall collect the following fees for filing a foreign registration statement for a foreign master limited liability company:

(1) Two hundred twenty-five dollars ($225) for an electronic filing.

(2) Two hundred fifty dollars ($250) for filing in a manner other than electronically.

Sec. 30. The secretary of state shall collect the following fees for filing a commercial registered agent listing statement:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 31. The secretary of state shall collect the following fees for filing a commercial registered agent termination statement:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 32. There is no fee for filing a registered agent or office statement of change.

Sec. 33. There is no fee for filing a registered agent statement of resignation.

Sec. 34. (a) The secretary of state shall collect the following fees for filing a biennial report electronically:

(1) Twenty dollars ($20), in the case of a for-profit entity.

(2) Ten dollars ($10), in the case of a nonprofit corporation.

(b) The secretary of state shall collect the following fees for filing a biennial report in a manner other than electronically:

(1) Fifty dollars ($50), in the case of a for-profit entity.

(2) Twenty dollars ($20), in the case of a nonprofit corporation.

Sec. 35. The secretary of state shall collect the following fees for filing articles of correction:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 36. The secretary of state shall collect a fee of ten dollars ($10) for filing an electronic application for reserved name.

Sec. 37. The secretary of state shall collect a fee of ten dollars ($10) for filing an electronic application for renewal of reserved name.

Sec. 38. The secretary of state shall collect a fee of ten dollars ($10) for filing an electronic notice of transfer of reserved name.

Sec. 39. There is no filing fee for filing a cancellation of reserved name.

Sec. 40. (a) The secretary of state shall collect the following fees for filing an application for assumed business name electronically:

(1) In the case of a for-profit entity, twenty dollars ($20) multiplied by the number of assumed business names stated in the application.

(2) In the case of a nonprofit corporation, ten dollars ($10) multiplied by the number of assumed business names stated in the application.

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

(1) In the case of a for-profit entity, thirty dollars ($30) multiplied by the number of assumed business names stated in the application.

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

Sec. 41. (a) The secretary of state shall collect the following fees for filing a cancellation of assumed business name electronically:

(1) In the case of a for-profit entity, twenty dollars ($20) multiplied by the number of assumed business names canceled by the filing entity.

(2) In the case of a nonprofit corporation, ten dollars ($10), multiplied by the number of assumed business names canceled by the nonprofit corporation.

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

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

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

Sec. 42. The secretary of state shall collect the following fees for filing an application for reinstatement following administrative dissolution or termination:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 43. The secretary of state shall collect the following fees for filing an application for certificate of existence:

(1) Fifteen dollars ($15) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 44. The secretary of state shall collect a fee of ten dollars ($10) for a preclearance of a filing.

Sec. 45. (a) The secretary of state shall collect the following fees for filing articles of merger electronically:

(1) Seventy-five dollars ($75), in the case of a for-profit entity.

(2) Twenty dollars ($20), in the case of a nonprofit corporation.

(b) The secretary of state shall collect the following fees for filing articles of merger in a manner other than electronically:

(1) Ninety dollars ($90), in the case of a for-profit entity.

(2) Thirty dollars ($30), in the case of a nonprofit corporation.

Sec. 46. The secretary of state shall collect the following fees for filing articles of abandonment of merger:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 47. The secretary of state shall collect the following fees for filing articles of interest exchange:

(1) Seventy-five dollars ($75) for an electronic filing.

(2) Ninety dollars ($90) for filing in a manner other than electronically.

Sec. 48. The secretary of state shall collect the following fees for filing articles of abandonment of interest exchange:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 49. The secretary of state shall collect the following fees for filing articles of conversion:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 50. The secretary of state shall collect the following fees for filing articles of abandonment of conversion:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 51. (a) The secretary of state shall collect the following fees for filing articles of domestication:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 52. The secretary of state shall collect the following fees for filing articles of abandonment of domestication:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 53. The secretary of state shall collect the following fees for filing a notice of merger or conversion:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 54. The secretary of state shall collect the following fees for filing any other filing 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 IC 23-0.5-2-8:

(1) Twenty dollars ($20) for an electronic filing.

(2) Thirty dollars ($30) for filing in a manner other than electronically.

Sec. 55. The secretary of state shall collect the following fees for copying and certifying the copy of any filed record:

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

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

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

Sec. 56. 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.

Sec. 57. The secretary of state shall prescribe the electronic means of filing documents to which the electronic filing fees set forth in this chapter apply.

Sec. 58. 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.

Sec. 59. The withdrawal under IC 23-0.5-2-4 of a filed record before it is effective or the correction of a filed record under IC 23-0.5-2-5 does not entitle the person on whose behalf the record was filed to a refund of the filing fee.

SECTION 6. IC 23-0.6 IS ADDED TO THE INDIANA CODE AS A **NEW** ARTICLE TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]:

ARTICLE 0.6. UNIFORM BUSINESS ORGANIZATION TRANSACTIONS ACT

Chapter 1. General Provisions

Sec. 1. This article may be cited as the Uniform Business Organization Transactions Act.

Sec. 2. (a) Unless displaced by particular provisions of this article, the principles of law and equity supplement this article.

(b) This article does not authorize an act prohibited by, and does not affect the application or requirements of, law other than this article.

(c) A transaction effected under this article may not create or impair any right or obligation on the part of a person under a provision of the law of Indiana other than this article relating to a change in control, takeover, business combination, control share acquisition, or similar transaction involving a domestic merging, acquired, converting, or domesticating corporation unless:

(1) if the corporation does not survive the transaction, the transaction satisfies any requirements of the provision; or

(2) if the corporation survives the transaction, the approval of the plan is by a vote of the shareholders or directors which would be sufficient to create or impair the right or obligation directly under the provision.

Sec. 3. (a) A domestic or foreign entity that is required to give notice to, or obtain the approval of, a governmental agency or officer in order to be a party to a merger must give the notice or obtain the approval in order to be a party to an interest exchange, conversion, or domestication.

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

Sec. 4. A filing under this article signed by a domestic entity becomes part of the public organic document of the entity if the entity's organic law provides that similar filings under that law become part of the public organic document of the entity.

Sec. 5. The fact that a transaction under this article produces a certain result does not preclude the same result from being accomplished in any other manner permitted by law other than this article.

Sec. 6. (a) If a:

(1) provision under this article permits any of the terms of a plan to be dependent on facts objectively ascertainable outside the plan; and

(2) plan includes terms that are dependent on facts described in subdivision (1);

the manner in which the facts will operate upon the terms of the plan and the manner in which the facts will become operative must be set forth in the plan.

(b) The facts described under subsection (a) may include any of the following:

(1) Any of the following that are available in a nationally recognized news or information medium either in print or electronically:

(A) Statistical or market indices.

(B) Market prices of any security or group of securities.

(C) Interest rates.

(D) Currency exchange rates.

(E) Similar economic or financial data.

(2) A determination made or action taken by any person, including the entity or another party to a plan.

(3) The terms of, or actions taken under, an agreement to which the entity is a party, or any other agreement or document.

(c) The following provisions of a plan may not be made dependent on facts outside the plan:

(1) The name and address of any person required in a filed document.

(2) The registered office of any entity required in a filed document.

(3) The registered agent of any entity required in a filed document.

(4) The number of authorized interests and designation of each class or series of interests.

(5) The effective date of a filed document.

(6) Any required statement in a plan of the date on which the underlying transaction was approved or the manner in which that approval was given.

(d) If a provision of a plan is made dependent on a fact ascertainable outside the plan, and:

(1) the fact is not ascertainable by reference to a source described in subsection (b)(1) or a document that is a matter of public record; and

(2) the entity has not provided notice of the fact to the affected interest holders;

the entity shall file with the secretary of state articles of amendment setting forth the fact promptly after the time the fact referred to is first ascertainable or changes.

(e) Articles of amendment filed under subsection (d):

(1) are considered to be authorized by the plan to which the articles of amendment relate; and

(2) may be filed by the entity without further action by the governing person.

Sec. 7. Except as otherwise provided in the organic law or organic rules of a domestic entity, approval of a transaction under this article by the unanimous vote or consent of its interest holders satisfies the requirements of this article for approval of the transaction.

Sec. 8. (a) An interest holder of a domestic merging, acquired, converting, or domesticating entity is entitled to appraisal rights in connection with the transaction if the interest holder would have been entitled to appraisal rights under the entity's organic law in connection with a merger in which the interest of the interest holder was changed, converted, or exchanged unless:

(1) the organic law permits the organic rules to limit the availability of appraisal rights; and

(2) the organic rules provide such a limit.

(b) An interest holder of a domestic merging, acquired, converting, or domesticating entity is entitled to contractual

appraisal rights in connection with a transaction under this article to the extent provided:

(1) in the entity's organic rules;

(2) in the plan; or

(3) in the case of a business corporation, by action of its governing persons.

(c) If an interest holder is entitled to contractual appraisal rights under subsection (b) and the entity's organic law does not provide procedures for the conduct of an appraisal rights proceeding, IC 23-1-44 applies to the extent practicable or as otherwise provided in the entity's organic rules or the plan.

Chapter 1.5. Definitions

Sec. 1. Except as otherwise provided by this article, the definitions set forth in IC 23-0.5-1.5 apply to this article:

Sec. 2. "Acquired entity" means the entity in which all of one (1) or more classes or series of interests are acquired in an interest exchange.

Sec. 3. "Acquiring entity" means the entity that acquires all of one (1) or more classes or series of interests of the acquired entity in an interest exchange.

Sec. 4. "Approve" means, in the case of an entity, for its governors and interest holders to take whatever steps are necessary under its organic rules, organic law, and other law to:

(1) propose a transaction subject to this article;

(2) adopt and approve the terms and conditions of the transaction; and

(3) conduct any required proceedings or otherwise obtain any required votes or consents of the governors or interest holders.

Sec. 5. "Articles of conversion" refers to the filing required by IC 23-0.6-4-5.

Sec. 6. "Articles of domestication" refers to the filing required by IC 23-0.6-5-5.

Sec. 7. "Articles of interest exchange" refers to the filing required by IC 23-0.6-3-5.

Sec. 8. "Articles of merger" refers to the filing required by IC 23-0.6-2-5.

Sec. 9. "Conversion" means a transaction authorized by IC 23-0.6-4.

Sec. 10. "Converted entity" means the converting entity as it continues in existence after a conversion.

Sec. 11. "Converting entity" means the domestic entity that approves a plan of conversion under IC 23-0.6-4-3 or the foreign

entity that approves a conversion under the law of its jurisdiction of organization.

Sec. 12. "Domesticated entity" means the domesticating entity as it continues in existence after a domestication.

Sec. 13. "Domesticating entity" means the domestic entity that approves a plan of domestication under IC 23-0.6-5-3 or the foreign entity that approves a domestication under the law of its jurisdiction of organization.

Sec. 14. "Domestication" means a transaction authorized by IC 23-0.6-5.

Sec. 15. "Interest exchange" means a transaction authorized by IC 23-0.6-3.

Sec. 16. "Interest holder liability" means:

(1) personal liability for a liability of an entity that is imposed on a person:

(A) solely by reason of the status of the person as an interest holder; or

(B) by the organic rules of the entity which make one (1) or more specified interest holders liable in their capacity as interest holders for all or specified liabilities of the entity; or

(2) an obligation of an interest holder under the organic rules of an entity to contribute to the entity.

Sec. 17. "Merger" means a transaction in which two (2) or more merging entities are combined into a surviving entity pursuant to a filing with the secretary of state.

Sec. 18. "Merging entity" means an entity that is a party to a merger and exists immediately before the merger becomes effective.

Sec. 19. "Organic law" refers to the following:

(1) The law of an entity's jurisdiction of formation governing the internal affairs of the entity.

(2) IC 23-1-40 for a domestic business corporation engaged in a transaction under this article.

(3) IC 23-17-9 for a domestic nonprofit corporation engaged in a transaction under this article.

Sec. 20. "Plan" means a plan of merger, plan of interest exchange, plan of conversion, or plan of domestication.

Sec. 21. "Plan of conversion" means a plan under IC 23-0.6-4-2.

Sec. 22. "Plan of domestication" means a plan under IC 23-0.6-5-2.

Sec. 23. "Plan of interest exchange" means a plan under IC 23-0.6-3-2.

Sec. 24. "Plan of merger" means a plan under IC 23-0.6-2-2.

Sec. 25. "Surviving entity" means the entity that continues in existence after or is created by a merger under IC 23-0.6-2.

Chapter 2. Merger

Sec. 1. (a) Except as otherwise provided in this section, by complying with this chapter:

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

(2) two (2) or more foreign entities may merge into a domestic entity.

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

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

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

Sec. 2. (a) A domestic entity may become a party to a merger under this chapter by approving a plan of merger. The plan must be in a record and contain:

(1) as to each merging entity, its name, jurisdiction of formation, and type of entity;

(2) the manner of converting the interests in each party to the merger into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing;

(3) any proposed amendments to the surviving entity's:

(A) public organic record, if any; and

(B) private organic rules that are, or are proposed to be, in a record;

(4) the other terms and conditions of the merger;

(5) any other provision required by the law of a merging entity's jurisdiction of formation or the organic rules of a merging entity;

(6) if a partnership is to be the surviving entity, the names and business addresses of the general partners of the surviving entity; and

(7) if a limited liability company is to be the surviving entity and management of the limited liability company is vested in one (1)

or more managers, the names and business addresses of the managers.

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

Sec. 3. (a) A plan of merger is not effective unless it has been approved:

(1) by a domestic merging entity:

(A) in accordance with the requirements, if any, in its organic law and organic rules for approval of the merger; or

(B) by all the interest holders of the entity entitled to vote on or consent to any matter if, in the case of an entity that is not a business corporation, neither its organic law nor organic rules provide for approval of the merger; and

(2) in a record, by each interest holder of a domestic merging entity which will have interest holder liability for debts, obligations, and other liabilities that are incurred after the merger becomes effective, unless, in the case of an entity that is not a business corporation or nonprofit corporation:

(A) the organic rules of the entity provide in a record for the approval of a merger in which some or all of its interest holders become subject to interest holder liability by the affirmative vote or consent of fewer than all the interest holders; and

(B) the interest holder consented in a record to or voted for that provision of the organic rules or became an interest holder after the adoption of that provision.

(b) A merger under this chapter involving a foreign merging entity is not effective unless the merger is approved by the foreign entity in accordance with the law of the foreign entity's jurisdiction of formation.

Sec. 4. (a) A plan of merger may be amended only with the consent of each party to the plan, except as otherwise provided in the plan.

(b) A domestic merging entity may approve an amendment of a plan of merger:

(1) in the same manner as the plan was approved, if the plan does not provide for the manner in which it may be amended; or

(2) by its governing persons or interest holders in the manner provided in the plan, but an interest holder that was entitled to vote on or consent to approval of the merger is entitled to vote on or consent to any amendment of the plan that will change:

(A) the amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received by the interest holders of any party to the plan;

(B) the public organic record, if any, or private organic rules of the surviving entity that will be in effect immediately after the merger becomes effective, except for changes that do not require approval of the interest holders of the surviving entity under its organic law or organic rules; or

(C) any other terms or conditions of the plan, if the change would adversely affect the interest holder in any material respect.

(c) After a plan of merger has been approved and before articles of merger are effective, the plan may be abandoned as provided in the plan. Unless prohibited by the plan, a domestic merging entity may abandon the plan in the same manner as the plan was approved.

(d) If a plan of merger is abandoned after articles of merger have been delivered to the secretary of state for filing, articles of abandonment, signed by a party to the plan, must be delivered to the secretary of state for filing before the articles of merger take effect. Articles of abandonment take effect on filing, and the merger is abandoned and does not become effective. The articles of abandonment must contain:

(1) the name of each party to the plan of merger;

(2) the date on which articles of merger were filed by the secretary of state; and

(3) a statement that the merger has been abandoned in accordance with this section.

Sec. 5. (a) Articles of merger must be signed by each merging entity and delivered to the secretary of state for filing.

(b) Articles of merger must contain:

(1) the name, jurisdiction of formation, and type of entity of each merging entity that is not the surviving entity;

(2) the name, jurisdiction of formation, and type of entity of the surviving entity;

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

(4) a statement that the merger was approved by each domestic merging entity, if any, in accordance with this chapter and by

each foreign merging entity, if any, in accordance with the law of its jurisdiction of formation;

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

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

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

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

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

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

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

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

(2) when the articles of merger are effective.

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

under this subsection does not affect the validity of the merger or the change in corporate name.

Sec. 6. (a) When a merger under this chapter becomes effective:

(1) the surviving entity continues;

(2) each merging entity that is not the surviving entity ceases to exist;

(3) all property of each merging entity vests in the surviving entity without transfer, reversion, or impairment;

(4) all debts, obligations, and other liabilities of each merging entity are debts, obligations, and other liabilities of the surviving entity;

(5) except as otherwise provided by law or the plan of merger, all the rights, privileges, immunities, powers, and purposes of each merging entity vest in the surviving entity;

(6) as to the surviving entity:

(A) all its property continues to be vested in it without transfer, reversion, or impairment;

(B) it remains subject to all its debts, obligations, and other liabilities; and

(C) all its rights, privileges, immunities, powers, and purposes continue to be vested in it;

(7) the name of the surviving entity may be substituted for the name of any merging entity that is a party to any pending action or proceeding;

(8) the surviving entity's:

(A) public organic record, if any, is amended to the extent provided in the articles of merger; and

(B) private organic rules that are to be in a record, if any, are amended to the extent provided in the plan of merger;

(9) a proceeding pending against any party to the merger may be continued as if the merger did not occur or the surviving entity may be substituted in the proceeding for the entity whose existence ceased; and

(10) the interests in each merging entity which are to be converted in the merger are converted, and the interest holders of those interests are entitled only the rights provided to them under the plan of merger and to any appraisal rights they have under IC 23-0.6-1-8.

(b) Except as otherwise provided in the organic law or organic rules of a merging entity, a merger under this chapter does not give rise to any rights that an interest holder, governing person, or third

party would have upon a dissolution, liquidation, or winding up of the merging entity.

(c) When a merger under this chapter becomes effective, a person that did not have interest holder liability with respect to any of the merging entities and becomes subject to interest holder liability with respect to a domestic entity as a result of the merger has interest holder liability only to the extent provided by the organic law of that entity and only for those debts, obligations, and other liabilities that are incurred after the merger becomes effective.

(d) When a merger becomes effective, the interest holder liability of a person that ceases to hold an interest in a domestic merging entity with respect to which the person had interest holder liability is subject to the following rules:

(1) The merger does not discharge any interest holder liability under the organic law of the domestic merging entity to the extent the interest holder liability was incurred before the merger became effective.

(2) The person does not have interest holder liability under the organic law of the domestic merging entity for any debt, obligation, or other liability that is incurred after the merger becomes effective.

(3) The organic law of the domestic merging entity continues to apply to the release, collection, or discharge of any interest holder liability preserved under subdivision (1) as if the merger had not occurred.

(4) The person has whatever rights of contribution from any other person as are provided by law other than this article or the organic rules of the domestic merging entity with respect to any interest holder liability preserved under subdivision (1) as if the merger had not occurred.

(e) When a merger under this chapter becomes effective, a foreign entity that is the surviving entity may be served with process in this state for the collection and enforcement of any debts, obligations, or other liabilities of a domestic merging entity in accordance with applicable law.

(f) When a merger under this chapter becomes effective, the registration to do business in this state of any foreign merging entity that is not the surviving entity is canceled.

Chapter 3. Interest Exchange

Sec. 0.3. A share exchange between or among domestic or foreign business corporations is governed by IC 23-1-40 and not this chapter.

Sec. 0.5. This chapter does not apply to nonprofit corporations.

Sec. 1. (a) Except as otherwise provided in this section, by complying with this article:

(1) a domestic entity may acquire all of one (1) or more classes or series of interests of another domestic or foreign entity in exchange for interests, securities, obligations, rights to acquire interests or securities, cash, or other property, or any combination of the foregoing; or

(2) all of one (1) or more classes or series of interests of a domestic entity may be acquired by another domestic or foreign entity in exchange for interests, securities, obligations, rights to acquire interests or securities, cash, or other property, or any combination of the foregoing.

(b) Except as otherwise provided in this section, by complying with the provisions of this article applicable to foreign entities, a foreign entity may be the acquiring or acquired entity in an interest exchange under this article if the interest exchange is authorized by the law of the foreign entity's jurisdiction of organization.

Sec. 2. (a) A domestic entity may be the acquired entity in an interest exchange under this article by approving a plan of interest exchange. The plan must be in a record and contain:

(1) the name and type of the acquired entity;

(2) the name, jurisdiction of organization, and type of the acquiring entity;

(3) the manner of converting the interests in the acquired entity into interests, securities, obligations, rights to acquire interests or securities, cash, or other property, or any combination of the foregoing;

(4) any proposed amendments to the public organic document or private organic rules that are, or are proposed to be, in a record of the acquired entity;

(5) the other terms and conditions of the interest exchange; and

(6) any other provision required by the law of this state or the organic rules of the acquired entity.

(b) A plan of interest exchange may contain any other provision not prohibited by law.

Sec. 3. (a) A plan of interest exchange is not effective unless it has been approved:

(1) by a domestic acquired entity:

(A) in accordance with the requirements, if any, in its organic law and organic rules for approval of an interest exchange;

(B) except as otherwise provided in subsection (d), if neither its organic law nor organic rules provide for approval of an interest exchange, in accordance with the requirements, if any, in its organic law and organic rules for approval of:

(i) in the case of an entity that is not a business corporation, a merger, as if the interest exchange were a merger; or

(ii) in the case of a business corporation, a merger requiring approval by a vote of the interest holders of the business corporation, as if the interest exchange were that type of merger; or

(C) if neither its organic law nor organic rules provide for approval of an interest exchange or a merger described in clause (B)(ii), by all of the interest holders of the entity entitled to vote on or consent to any matter; and

(2) in a record, by each interest holder of a domestic acquired entity that will have interest holder liability for liabilities that arise after the interest exchange becomes effective, unless, in the case of an entity that is not a business corporation or nonprofit corporation:

(A) the organic rules of the entity provide in a record for the approval of an interest exchange or a merger in which some or all of its interest holders become subject to interest holder liability by the vote or consent of fewer than all the interest holders; and

(B) the interest holder voted for or consented in a record to that provision of the organic rules or became an interest holder after the adoption of that provision.

(b) An interest exchange involving a foreign acquired entity is not effective unless it is approved by the foreign entity in accordance with the law of the foreign entity's jurisdiction of formation.

(c) Except as otherwise provided in its organic law or organic rules, the interest holders of the acquiring entity are not required to approve the interest exchange.

(d) A provision of the organic law of a domestic acquired entity that would permit a merger between the acquired entity and the acquiring entity to be approved without the vote or consent of the interest holders of the acquired entity because of the percentage of interests in the acquired entity held by the acquiring entity does not apply to approval of an interest exchange under subsection (a)(1)(B).

Sec. 4. (a) A plan of interest exchange of a domestic acquired entity may be amended:

(1) in the same manner as the plan was approved, if the plan does not provide for the manner in which it may be amended; or

(2) by the governing persons or interest holders of the entity in the manner provided in the plan, but an interest holder that was entitled to vote on or consent to approval of the interest exchange is entitled to vote on or consent to any amendment of the plan that will change:

(A) the amount or kind of interests, securities, obligations, rights to acquire interests or securities, cash, or other property, or any combination of the foregoing, to be received by any of the interest holders of the acquired entity under the plan;

(B) the public organic document or private organic rules of the acquired entity that will be in effect immediately after the interest exchange becomes effective, except for changes that do not require approval of the interest holders of the acquired entity under its organic law or organic rules; or

(C) any other terms or conditions of the plan, if the change would adversely affect the interest holder in any material respect.

(b) After a plan of interest exchange has been approved by a domestic acquired entity and before articles of interest exchange become effective, the plan may be abandoned:

(1) as provided in the plan; or

(2) unless prohibited by the plan, in the same manner as the plan was approved.

(c) If a plan of interest exchange is abandoned after articles of interest exchange have been filed with the secretary of state, articles of abandonment, signed on behalf of the acquired entity, must be filed with the secretary of state before the time the articles of interest exchange become effective. The articles of abandonment take effect upon filing, and the interest exchange is abandoned and does not become effective. The articles of abandonment must contain:

(1) the name of the acquired entity;

(2) the date on which the articles of interest exchange were filed; and

(3) a statement that the interest exchange has been abandoned in accordance with this section.

Sec. 5. (a) Articles of interest exchange must be signed on behalf of a domestic acquired entity and filed with the secretary of state.

(b) Articles of interest exchange must contain:

(1) the name and type of the acquired entity;

(2) the name, jurisdiction of organization, and type of the acquiring entity;

(3) if the articles of interest exchange are not to be effective upon filing, the later date and time on which the articles of interest exchange will become effective, which may not be more than ninety (90) days after the date of filing;

(4) a statement that the plan of interest exchange was approved by the acquired entity in accordance with this chapter; and

(5) any amendments to the acquired entity's public organic document approved as part of the plan of interest exchange.

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

(d) A plan of interest exchange that is signed on behalf of a domestic acquired entity and meets all of the requirements of subsection (b) may be filed with the secretary of state instead of articles of interest exchange and upon filing has the same effect. If a plan of interest exchange is filed as provided in this subsection, references in this article to articles of interest exchange refer to the plan of interest exchange filed under this subsection.

(e) Articles of interest exchange become effective upon the date and time of filing or the later date and time specified in the articles of interest exchange.

Sec. 6. (a) When an interest exchange becomes effective:

(1) the interests in the acquired entity that are the subject of the interest exchange cease to exist or are converted or exchanged, and the interest holders of those interests are entitled only to the rights provided to them under the plan of interest exchange and to any appraisal rights they have under IC 23-0.6-1-8 and the acquired entity's organic law;

(2) the acquiring entity becomes the interest holder of the interests in the acquired entity stated in the plan of interest exchange to be acquired by the acquiring entity;

(3) the public organic document, if any, of the acquired entity is amended as provided in the articles of interest exchange and is binding on its interest holders; and

(4) the private organic rules of the acquired entity that are to be in a record, if any, are amended to the extent provided in the plan of interest exchange and are binding on and enforceable by:

(A) its interest holders; and

(B) in the case of an acquired entity that is not a business corporation or nonprofit corporation, any other person that is a party to an agreement that is part of the acquired entity's private organic rules.

(b) Except as otherwise provided in the organic law or organic rules of the acquired entity, the interest exchange does not give rise to any rights that an interest holder, governing person, or third party would otherwise have upon a dissolution, liquidation, or winding up of the acquired entity.

(c) When an interest exchange becomes effective, a person that did not have interest holder liability with respect to the acquired entity and that becomes subject to interest holder liability with respect to a domestic entity as a result of the interest exchange has interest holder liability only to the extent provided by the organic law of the entity and only for those liabilities that arise after the interest exchange becomes effective.

(d) When an interest exchange under this chapter becomes effective, a foreign entity that is the surviving entity may be served with process in this state for the collection and enforcement of any debts, obligations, or other liabilities of a domestic exchanging entity in accordance with applicable law.

(e) When an interest exchange becomes effective, the interest holder liability of a person that ceases to hold an interest in a domestic acquired entity with respect to which the person had interest holder liability is as follows:

(1) The interest exchange does not discharge any interest holder liability under the organic law of the domestic acquired entity to the extent the interest holder liability arose before the interest exchange became effective.

(2) The person does not have interest holder liability under the organic law of the domestic acquired entity for any liability that arises after the interest exchange becomes effective.

(3) The organic law of the domestic acquired entity continues to apply to the release, collection, or discharge of any interest holder liability preserved under subdivision (1) as if the interest exchange had not occurred.

(4) The person has whatever rights of contribution from any other person as are provided by the organic law or organic rules of the domestic acquired entity with respect to any interest holder liability preserved under subdivision (1) as if the interest exchange had not occurred.

Chapter 4. Conversion

Sec. 1. (a) Except as otherwise provided in this section, by complying with this article or other law, a domestic entity may become:

(1) a domestic entity of a different type; or

(2) a foreign entity of a different type, if the conversion is authorized by the law of the foreign jurisdiction.

(b) Except as otherwise provided in this section, by complying with the provisions of this article applicable to foreign entities, a foreign entity may become a domestic entity of a different type if the conversion is authorized by the law of the foreign entity's jurisdiction of formation.

(c) This chapter may not be used to effect a transaction that:

(1) converts an insurance company organized on the mutual principle to a company organized on a stock share basis;

(2) converts a nonprofit corporation to a corporation or other entity; or

(3) converts a business corporation or other entity to a nonprofit corporation.

(d) If as a result of conversion one (1) or more shareholders or interest holders of a surviving entity become subject to owner liability for the debts, obligations, or liabilities of the surviving entity or any other person or entity, approval of the plan of conversion requires each shareholder or interest holder of the converting entity to execute a separate written consent to become subject to owner liability.

(e) A nonprofit corporation may not engage in a conversion.

Sec. 2. (a) A domestic entity may convert to a different type of entity under this chapter by approving a plan of conversion. The plan must be in a record and contain:

(1) the name and type of the converting entity;

(2) the name, jurisdiction of organization, and type of the converted entity;

(3) the manner of converting the interests in the converting entity into interests, securities, obligations, rights to acquire interests or securities, cash, or other property, or any combination of the foregoing;

(4) the proposed public organic document of the converted entity if it will be a filing entity;

(5) the full text of the private organic rules of the converted entity that are proposed to be in a record;

(6) the other terms and conditions of the conversion; and

(7) any other provision required by the law of this state or the organic rules of the converting entity.

(b) A plan of conversion may contain any other provision not prohibited by law.

Sec. 3. (a) A plan of conversion is not effective unless it has been approved:

(1) by a domestic converting entity:

(A) in accordance with the requirements, if any, in its organic rules for approval of a conversion;

(B) if its organic rules do not provide for approval of a conversion, in accordance with the requirements, if any, in its organic law and organic rules for approval of:

(i) in the case of an entity that is not a business corporation, a merger, as if the conversion were a merger; or

(ii) in the case of a business corporation, a merger requiring approval by a vote of the interest holders of the business corporation, as if the conversion were that type of merger; or

(C) by all of the interest holders of the entity entitled to vote on or consent to any matter if, in the case of any entity that is not a business corporation, neither its organic law nor organic rules provide for approval of a conversion or a merger; and

(2) in a record, by each interest holder of a domestic converting entity which will have interest holder liability for debts, obligations, and other liabilities that are incurred after the conversion becomes effective, unless, in the case of an entity that is not a business corporation:

(A) the organic rules of the entity provide in a record for the approval of a conversion or a merger in which some or all of its interest holders become subject to interest holder liability by the vote or consent of fewer than all the interest holders; and

(B) the interest holder voted for or consented in a record to that provision of the organic rules or became an interest holder after the adoption of that provision.

(b) A conversion of a foreign converting entity is not effective unless it is approved by the foreign entity in accordance with the law of the foreign entity's jurisdiction of organization.

Sec. 4. (a) A plan of conversion of a domestic converting entity may be amended:

(1) in the same manner as the plan was approved, if the plan does not provide for the manner in which it may be amended; or

(2) by its governing persons or interest holders in the manner provided in the plan, but an interest holder that was entitled to vote on or consent to approval of the conversion is entitled to vote on or consent to any amendment of the plan that will change:

(A) the amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received by any of the interest holders of the converting entity under the plan;

(B) the public organic record, if any, or private organic rules of the converted entity which will be in effect immediately after the conversion becomes effective, except for changes that do not require approval of the interest holders of the converted entity under its organic law or organic rules; or

(C) any other terms or conditions of the plan, if the change would adversely affect the interest holder in any material respect.

(b) After a plan of conversion has been approved and before articles of conversion become effective, the plan may be abandoned as provided in the plan or, unless prohibited by the plan, in the same manner as the plan was approved.

(c) If a plan of conversion is abandoned after articles of conversion have been delivered to the secretary of state for filing, articles of abandonment, signed by the converting entity, must be delivered to the secretary of state for filing before the articles of conversion become effective. Articles of abandonment take effect on filing, and the conversion is abandoned and does not become effective. Articles of abandonment must contain:

(1) the name of the converting entity;

(2) the date on which articles of conversion were filed by the secretary of state; and

(3) a statement that the conversion has been abandoned in accordance with this section.

Sec. 5. (a) Articles of conversion must be signed by the converting entity and delivered to the secretary of state for filing.

(b) Articles of conversion must contain:

(1) the name, jurisdiction of organization, and type of the converting entity;

(2) the name (which must satisfy the requirements of applicable law), jurisdiction of organization, and type of the converted entity;

(3) if the articles of conversion are not to be effective upon filing, the later date and time on which it will become effective, which may not be more than ninety (90) days after the date of filing;

(4) if the converting entity is a domestic entity, a statement that the plan of conversion was approved in accordance with this article or, if the converting entity is a foreign entity, a statement that the conversion was approved by the foreign entity in accordance with the law of its jurisdiction of formation;

(5) if the converted entity is a domestic filing entity, its public organic record, as an attachment; and

(6) if the converted entity is a foreign entity, a mailing address to which the secretary of state may send any process served on the secretary of state under section 6(e) of this chapter.

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

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

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

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

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

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

(2) when the articles of conversion are effective.

Sec. 6. (a) When a conversion becomes effective:

(1) the converted entity is:

(A) organized under and subject to the organic law of the converted entity; and

(B) the same entity without interruption as the converting entity;

(2) all property of the converting entity continues to be vested in the converted entity without transfer, reversion, or impairment;

(3) all debts, obligations, and other liabilities of the converting entity continue as debts, obligations, and other liabilities of the converted entity;

(4) except as otherwise provided by law or the plan of conversion, all the rights, privileges, immunities, powers, and purposes of the converting entity remain in the converted entity;

(5) the name of the converted entity may be substituted for the name of the converting entity in any pending action or proceeding;

(6) if a converted entity is a filing entity, its public organic record is effective;

(7) the private organic rules of the converted entity which are to be in a record, if any, approved as part of the plan of conversion are effective;

(8) a proceeding pending against any party to the conversion may be continued as if the conversion did not occur or the surviving entity may be substituted in the proceeding for the entity whose existence ceased; and

(9) the interests in the converting entity are converted, and the interest holders of the converting entity are entitled only to the rights provided to them under the plan of conversion and to any appraisal rights they have under IC 23-0.6-1-8 and the converting entity's organic law.

(b) Except as otherwise provided in the organic law or organic rules of the converting entity, the conversion does not give rise to any rights that an interest holder, governing person, or third party would have upon a dissolution, liquidation, or winding up of the converting entity.

(c) When a conversion becomes effective, a person that did not have interest holder liability with respect to the converting entity and becomes subject to interest holder liability with respect to a domestic entity as a result of a conversion has interest holder liability only to the extent provided by the organic law of the entity and only for

those debts, obligations, and other liabilities that are incurred after the conversion becomes effective.

(d) When a conversion becomes effective, the interest holder liability of a person that ceases to hold an interest in a domestic converting entity with respect to which the person had interest holder liability is subject to the following rules:

(1) The conversion does not discharge any interest holder liability under the organic law of a domestic converting entity to the extent the interest holder liability was incurred before the conversion became effective.

(2) The person does not have interest holder liability under the organic law of a domestic converting entity for any debt, obligation, or other liability that is incurred after the conversion becomes effective.

(3) The organic law of the domestic converting entity continues to apply to the release, collection, or discharge of any interest holder liability preserved under subdivision (1) as if the conversion had not occurred.

(4) The person has whatever rights of contribution from any other person as are provided by other law or the organic rules of the domestic converting entity with respect to any interest holder liability preserved under subdivision (1) as if the conversion had not occurred.

(e) When a conversion becomes effective, a foreign entity that is the converted entity may be served with process in this state for the collection and enforcement of any of its debts, obligations, and other liabilities in accordance with applicable law.

(f) If the converting entity is a registered foreign entity, its registration to do business in this state is canceled when the conversion becomes effective.

(g) A conversion does not require the entity to wind up its affairs and does not constitute or cause the dissolution of the entity.

Chapter 5. Domestication

Sec. 1. (a) Except as otherwise provided in this section, by complying with this article, a domestic entity may become a domestic entity of the same type of entity in a foreign jurisdiction if the domestication is authorized by the law of the foreign jurisdiction.

(b) Except as otherwise provided in this section, by complying with the provisions of this article applicable to foreign entities, a foreign entity may become a domestic entity of the same type of entity in this state if the domestication is authorized by the law of the foreign entity's jurisdiction of formation.

Sec. 2. (a) A domestic entity may become a foreign entity in a domestication by approving a plan of domestication. The plan must be in a record and contain:

(1) the name and type of entity of the domesticating entity;

(2) the name and jurisdiction of formation of the domesticated entity;

(3) the manner of converting the interests in the domesticating entity into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing;

(4) the proposed public organic record of the domesticated entity if it is a filing entity;

(5) the full text of the private organic rules of the domesticated entity that are proposed to be in a record;

(6) the other terms and conditions of the domestication; and

(7) any other provision required by the law of this state or the organic rules of the domesticating entity.

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

Sec. 3. (a) A plan of domestication is not effective unless it has been approved:

(1) by a domestic domesticating entity:

(A) in accordance with the requirements, if any, in its organic rules for approval of a domestication;

(B) if its organic rules do not provide for approval of a domestication, in accordance with the requirements, if any, in its organic law and organic rules for approval of:

(i) in the case of an entity that is not a business corporation, a merger, as if the domestication were a merger; or

(ii) in the case of a business corporation, a merger requiring approval by a vote of the interest holders of the business corporation, as if the domestication were that type of merger; or

(C) by all of the interest holders of the entity entitled to vote on or consent to any matter if, in the case of an entity that is not a business corporation, neither its organic law nor organic rules provide for approval of a domestication or merger; and

(2) in a record, by each interest holder of a domestic domesticating entity that will have interest holder liability for

debts, obligations, and other liabilities that are incurred after the domestication becomes effective, unless, in the case of an entity that is not a business corporation or nonprofit corporation:

(A) the organic rules of the entity in a record provide for the approval of a domestication or merger in which some or all of its interest holders become subject to interest holder liability by the vote or consent of fewer than all the interest holders; and

(B) the interest holder consented in a record to or voted for that provision of the organic rules or became an interest holder after the adoption of that provision.

(b) A domestication of a foreign domesticating entity is not effective unless it is approved in accordance with the law of the foreign entity's jurisdiction of formation.

Sec. 4. (a) A plan of domestication of a domestic domesticating entity may be amended:

(1) in the same manner as the plan was approved, if the plan does not provide for the manner in which it may be amended; or

(2) by its governing persons or interest holders of the entity in the manner provided in the plan, but an interest holder that was entitled to vote on or consent to approval of the domestication is entitled to vote on or consent to any amendment of the plan that will change:

(A) the amount or kind of interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing, to be received by any of the interest holders of the domesticating entity under the plan;

(B) the public organic record, if any, or private organic rules of the domesticated entity that will be in effect immediately after the domestication becomes effective, except for changes that do not require approval of the interest holders of the domesticated entity under its organic law or organic rules; or

(C) any other terms or conditions of the plan, if the change would adversely affect the interest holder in any material respect.

(b) After a plan of domestication has been approved by a domestic domesticating entity and before articles of domestication becomes effective, the plan may be abandoned as provided in the plan. Unless

prohibited by the plan, a domestic domesticating entity may abandon the plan in the same manner as the plan was approved.

(c) If a plan of domestication is abandoned after articles of domestication have been delivered to the secretary of state for filing, articles of abandonment, signed by the entity, must be delivered to the secretary of state for filing before the time the articles of domestication become effective. The articles of abandonment take effect on filing, and the domestication is abandoned and does not become effective. Articles of abandonment must contain:

(1) the name of the domesticating entity;

(2) the date on which articles of domestication were filed by the secretary of state; and

(3) a statement that the domestication has been abandoned in accordance with this section.

Sec. 5. (a) Articles of domestication must be signed by the domesticating entity and delivered to the secretary of state for filing.

(b) Articles of domestication must contain:

(1) the name, jurisdiction of formation, and type of entity of the domesticating entity;

(2) the name (which must satisfy the requirements of applicable law) and jurisdiction of formation of the domesticated entity;

(3) if the articles of domestication are not to be effective upon filing, the later date and time on which the articles of domestication will become effective, which may not be more than ninety (90) days after the date of filing;

(4) if the domesticating entity is a domestic entity, a statement that the plan of domestication was approved in accordance with this article or, if the domesticating entity is a foreign entity, a statement that the domestication was approved in accordance with the law of its jurisdiction of formation;

(5) if the domesticated entity is a domestic filing entity, its public organic record, as an attachment; and

(6) if the domesticated entity is a foreign entity that is not a registered foreign entity, a mailing address to which the secretary of state may send any process served on the secretary of state pursuant to section 6(e) of this chapter.

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

(d) If the domesticated entity is a domestic entity, its public organic record, if any, must satisfy the requirements of the law of this state, but the public organic record does not need to be signed

and may omit any provision that is not required to be included in a restatement of the public organic record.

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

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

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

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

(2) when the articles of domestication become effective.

Sec. 6. (a) When a domestication becomes effective:

(1) the domesticated entity is:

(A) organized under and subject to the organic law of the domesticated entity; and

(B) the same entity without interruption as the domesticating entity;

(2) all property of the domesticating entity continues to be vested in the domesticated entity without transfer, reversion, or impairment;

(3) all debts, obligations, and other liabilities of the domesticating entity continue as debts, obligations, and other liabilities of the domesticated entity;

(4) except as provided by law or the plan of domestication, all the rights, privileges, immunities, powers, and purposes of the domesticating entity remain in the domesticated entity;

(5) the name of the domesticated entity may be substituted for the name of the domesticating entity in any pending action or proceeding;

(6) if the domesticated entity is a filing entity, its public organic record is effective;

(7) the private organic rules of the domesticated entity that are to be in a record, if any, are approved as part of the plan of domestication;

(8) the interests in the domesticating entity are converted to the extent and as approved in connection with the domestication, and the interest holders of the domesticating entity are entitled only to the rights provided to them under the plan of domestication and to any appraisal rights they have under IC 23-0.6-1-8 and the domesticating entity's organic law; and

(9) an action or proceeding pending against the entity continues against the entity as if the domestication had not occurred.

(b) Except as otherwise provided in the organic law or organic rules of the domesticating entity, the domestication does not give rise to any rights that an interest holder, governing person, or third party would otherwise have upon a dissolution, liquidation, or winding up of the domesticating entity.

(c) When a domestication becomes effective, a person that did not have interest holder liability with respect to the domesticating entity and becomes subject to interest holder liability with respect to a domestic entity as a result of the domestication has interest holder liability only to the extent provided by the organic law of the entity and only for those debts, obligations, and other liabilities that are incurred after the domestication becomes effective.

(d) When a domestication becomes effective, the interest holder liability of a person that ceases to hold an interest in a domestic domesticating entity with respect to which the person had interest holder liability is subject to the following rules:

(1) The domestication does not discharge any interest holder liability under the organic law of the domesticating domestic entity to the extent the interest holder liability was incurred before the domestication became effective.

(2) The person does not have interest holder liability under the organic law of a domestic domesticating entity for any debt, obligation, or other liability that is incurred after the domestication becomes effective.

(3) The organic law of a domestic domesticating entity continues to apply to the release, collection, or discharge of any interest holder liability preserved under subdivision (1) as if the domestication had not occurred.

(4) The person has whatever rights of contribution from any other person as are provided by other law or the organic rules of a domestic domesticating entity with respect to any interest holder liability preserved under subdivision (1) as if the domestication had not occurred.

(e) When a domestication becomes effective, a foreign entity that is the domesticated entity may be served with process in this state for the collection and enforcement of any of its debts, obligations, and other liabilities in accordance with applicable law.

(f) If the domesticating entity is a registered foreign entity, the registration to do business in this state of the domesticating entity is canceled when the domestication becomes effective.

(g) A domestication does not require the entity to wind up its affairs and does not constitute or cause the dissolution of the entity.

Chapter 6. Miscellaneous Provisions

Sec. 1. In applying and construing this article, consideration must be given to the need to promote consistency of the law with respect to its subject matter among states that enact it.

Sec. 2. This article modifies, limits, and supersedes the federal Electronic Signatures in Global and National Commerce Act, 15 U.S.C. 7001, et seq., but does not modify, limit, or supersede Section 101(c) of that act, 15 U.S.C. 7001(c), or authorize electronic delivery of any of the notices described in Section 103(b) of that act, 15 U.S.C. 7003(b).

Sec. 3. This article does not affect an action or proceeding commenced or a right accrued before January 1, 2018.

SECTION 7. IC 23-1-17-3, AS AMENDED BY P.L.1-2010, SECTION 91, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 3. (a) After July 31, 1987, this article applies to all domestic corporations in existence on July 31, 1987, that were incorporated under IC 23-1-1 through IC 23-1-12 (repealed August 1, 1987) or any other prior law. It also applies to all corporations incorporated under IC 23-1-21.

~~(b) Before August 1, 1987, the provisions of IC 23-1-18 through IC 23-1-54 do not apply to any domestic corporation, except in accordance with the following:~~

~~(1) The corporation's board of directors must adopt a resolution electing to have IC 23-1-18 through IC 23-1-54 (except for IC 23-1-18-3, IC 23-1-21, and IC 23-1-53-3) apply to the corporation.~~

~~(2) The resolution must specify a date (after March 31, 1986, and before August 1, 1987) on and after which those provisions will apply to the corporation.~~

~~(3) The resolution must be filed in the office of the secretary of state before the date specified under subdivision (2).~~

~~(c) The provisions of IC 23-1-18 through IC 23-1-54 (except for IC 23-1-18-3, IC 23-1-21, and IC 23-1-53-3) apply to each domestic~~

~~corporation that complies with all the conditions prescribed by subsection (b). In addition, such a corporation shall continue to comply with the requirements of IC 23-1-8 and IC 23-3-2 until August 1, 1987, but it is not subject to the provisions of IC 23-1-1 through IC 23-1-7, IC 23-1-9 through IC 23-1-12, IC 23-3-1, and IC 23-3-9.~~

~~(d) The provisions of IC 6-8.1-10-9 and IC 22-4-32-23 apply to the officers and directors of each domestic corporation that complies with all the conditions prescribed by subsection (b). In addition, such a corporation is not subject to the provisions of IC 6-8.1-10-8 and IC 22-4-32-22 (repealed August 1, 1987).~~

~~(c)~~ **(b)** After a corporation becomes subject to ~~IC 23-1-18 through IC 23-1-54,~~ **the Indiana Business Corporation Law,** all references in the articles of incorporation of the corporation to the former Indiana General Corporation Act (IC 23-1-1 through IC 23-1-12) (repealed August 1, 1987) shall be considered to refer to the Indiana Business Corporation Law, ~~(IC 23-1-17 through IC 23-1-54),~~ unless otherwise determined by resolution of the board of directors. Whenever the board of directors adopts such a resolution, it shall be filed in the office of the secretary of state.

(c) All references to IC 23-1 in the articles of incorporation, bylaws, and other rules governing the internal affairs of a corporation are considered references to IC 23-0.5 and IC 23-0.6 also.

SECTION 8. IC 23-1-18 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Filing Documents).

SECTION 9. IC 23-1-21-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 2. (a) The articles of incorporation must set forth:

(1) a corporate name for the corporation that satisfies the requirements of IC 23-1-23-1 **(before its repeal) or IC 23-0.5-3;**

(2) the number of shares the corporation is authorized to issue;

(3) the street address of the corporation's initial registered office in Indiana and the name of its initial registered agent at that office; and

(4) the name and address of each incorporator.

(b) The articles of incorporation may set forth:

(1) the names and addresses of the individuals who are to serve as the initial directors;

(2) provisions not inconsistent with law regarding:

(A) the purpose or purposes for which the corporation is organized;

(B) managing the business and regulating the affairs of the corporation;

(C) defining, limiting, and regulating the powers of the corporation, its board of directors, and shareholders;

(D) a par value for authorized shares or classes of shares; and

(E) the imposition of personal liability on shareholders for the debts of the corporation to a specified extent and upon specified conditions; and

(3) any provision that under this article is required or permitted to be set forth in the bylaws.

(c) The articles of incorporation need not set forth any of the corporate powers enumerated in this article.

SECTION 10. IC 23-1-23 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Name).

SECTION 11. IC 23-1-24 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Office and Agent).

SECTION 12. IC 23-1-33-5, AS AMENDED BY P.L.133-2009, SECTION 23, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 5. (a) The terms of the initial directors of a corporation expire at the first shareholders' meeting at which directors are elected.

(b) ~~Unless the bylaws of a corporation specify otherwise as provided under IC 23-1-39-4 or a shorter term is specified in the bylaws for a director nominee failing to receive a specified vote for election,~~ The terms of all other directors expire at:

(1) the next; or

(2) if the director's terms are staggered in accordance with section 6 of this chapter, the applicable second or third;

annual shareholders' meeting following their election.

(c) A decrease in the number of directors does not shorten an incumbent director's term.

(d) The term of a director elected to fill a vacancy expires at the end of the term for which the director's predecessor was elected.

(e) ~~Unless the bylaws of a corporation specify otherwise as provided under IC 23-1-39-4,~~ Despite the expiration of a director's term, the director continues to serve until a successor is elected and qualifies or until there is a decrease in the number of directors.

SECTION 13. IC 23-1-38.5 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Domestication and Conversion).

SECTION 14. IC 23-1-39-1, AS AMENDED BY P.L.133-2009, SECTION 31, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 1. Unless the articles of incorporation ~~or section 4 of this chapter~~ provide otherwise, only a corporation's board of directors may amend or repeal the corporation's bylaws.

SECTION 15. IC 23-1-39-4 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 4. (a) This section does not apply to any corporation that has a class of voting shares registered with the Securities and Exchange Commission under Section 12 of the Securities Exchange Act of 1934.~~

~~(b) Unless the articles of incorporation specifically prohibit the adoption of a bylaw under this section, alter the vote specified in IC 23-1-30-9(a), or provide for cumulative voting, a corporation may elect in the corporation's bylaws to be governed in the election of directors as follows:~~

~~(1) Each vote entitled to be cast may be voted for or against up to that number of candidates that is equal to the number of directors to be elected, or a shareholder may indicate an abstention, but without cumulating the votes.~~

~~(2) To be elected, a nominee must have received a plurality of the votes cast by holders of shares entitled to vote in the election at a meeting at which a quorum is present. However, a nominee who is elected but receives more votes against than for election shall serve as a director for a term that ends on the date that is the earlier of:~~

~~(A) ninety (90) days after the date on which the voting results are determined; or~~

~~(B) the date on which an individual is selected by the board of directors to fill the office held by the director, which selection constitutes the filling of a vacancy by the board to which IC 23-1-33-9 applies.~~

~~Subject to subdivision (3), a nominee who is elected but receives more votes against than for election shall not serve as a director beyond the ninety (90) day period described in clause (A).~~

~~(3) The board of directors may select a qualified individual to fill the office held by a director who received more votes against than for election.~~

~~(c) Subsection (b) does not apply to an election of directors by a voting group if:~~

~~(1) at the expiration of the time fixed under a provision requiring advance notification of director candidates; or~~

~~(2) absent a provision described in subdivision (1), at a time fixed by the board of directors that is not more than fourteen (14) days before notice is given of the meeting at which the election is to occur;~~

~~there are more candidates for election by the voting group than the number of directors to be elected, one (1) or more of whom are properly proposed by shareholders. An individual is not considered a candidate for~~

~~purposes of this subsection if the board of directors determines before the notice of meeting is given that the individual's candidacy does not create a bona fide election contest.~~

~~(d) A bylaw under which a corporation elects to be governed by this section may be repealed:~~

~~(1) if originally adopted by the shareholders, only by the shareholders, unless the bylaw otherwise provides; or~~

~~(2) if adopted by the board of directors, by the board of directors.~~

SECTION 16. IC 23-1-40-3, AS AMENDED BY P.L.3-2008, SECTION 165, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 3. (a) After adopting a plan of merger or share exchange, the board of directors of each corporation party to the merger, and the board of directors of the corporation whose shares will be acquired in the share exchange, shall submit the plan of merger (except as provided in subsection (g)) or share exchange for approval by its shareholders.

(b) For a plan of merger or share exchange to be approved:

(1) the board of directors must recommend the plan of merger or share exchange to the shareholders, unless the board of directors determines that because of conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the plan; and

(2) the shareholders entitled to vote must approve the plan.

(c) The board of directors may condition its submission of the proposed merger or share exchange on any basis.

(d) The corporation shall notify each shareholder, whether or not entitled to vote, of the proposed shareholders' meeting in accordance with IC 23-1-29-5. The notice must also state that the purpose, or one (1) of the purposes, of the meeting is to consider the plan of merger or share exchange and must contain or be accompanied by a copy or summary of the plan.

(e) Unless this article, the articles of incorporation, or the board of directors (acting under subsection (c)) requires a greater vote or a vote by voting groups, the plan of merger or share exchange to be authorized must be approved by each voting group entitled to vote separately on the plan by a majority of all the votes entitled to be cast on the plan by that voting group.

(f) Separate voting by voting groups is required:

(1) on a plan of merger if the plan contains a provision that, if contained in a proposed amendment to articles of incorporation,

would require action by one (1) or more separate voting groups on the proposed amendment under IC 23-1-38-4; or

(2) on a plan of share exchange by each class or series of shares included in the exchange, with each class or series constituting a separate voting group.

(g) Action by the shareholders of the surviving corporation on a plan of merger is not required if:

(1) the articles of incorporation of the surviving corporation will not differ (except for amendments enumerated in IC 23-1-38-2) from its articles before the merger;

(2) each shareholder of the surviving corporation whose shares were outstanding immediately before the effective date of the merger will hold the same proportionate number of shares relative to the number of shares held by all such shareholders (except for shares of the surviving corporation received solely as a result of the shareholder's proportionate shareholdings in the other corporations party to the merger), with identical designations, preferences, limitations, and relative rights, immediately after;

(3) the number of voting shares outstanding immediately after the merger, plus the number of voting shares issuable as a result of the merger (either by the conversion of securities issued pursuant to the merger or the exercise of rights and warrants issued pursuant to the merger), will not exceed by more than twenty percent (20%) the total number of voting shares (adjusted to reflect any forward or reverse share split that occurs under the plan of merger) of the surviving corporation outstanding immediately before the merger; and

(4) the number of participating shares outstanding immediately after the merger, plus the number of participating shares issuable as a result of the merger (either by the conversion of securities issued pursuant to the merger or the exercise of rights and warrants issued pursuant to the merger), will not exceed by more than twenty percent (20%) the total number of participating shares (adjusted to reflect any forward or reverse share split that occurs under the plan of merger) outstanding immediately before the merger.

(h) As used in subsection (g):

(1) "Participating shares" means shares that entitle their holders to participate without limitation in distributions.

(2) "Voting shares" means shares that entitle their holders to vote unconditionally in elections of directors.

(i) After a merger or share exchange is authorized, and at any time before articles of merger or share exchange are filed, the planned merger

or share exchange may be abandoned (subject to any contractual rights), without further shareholder action, in accordance with the procedure set forth in the plan of merger or share exchange or, if none is set forth, in the manner determined by the board of directors.

(j) After a merger or share exchange is authorized, and at any time before the articles of merger or share exchange are filed, the planned merger or share exchange may be amended in accordance with the procedure set forth in the plan of merger or share exchange or, if none is set forth, in the manner determined by the board of directors.

SECTION 17. IC 23-1-40-8 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 8. (a) As used in this section, "other business entity" means a limited liability company, limited liability partnership, limited partnership, business trust, real estate investment trust, or any other entity that is formed under the requirements of applicable law and is not otherwise subject to section 1 of this chapter.~~

~~(b) As used in this section, "surviving entity" means the corporation, limited liability company, limited liability partnership, limited partnership, business trust, real estate investment trust, or any other entity that is in existence immediately after consummation of a merger under this section.~~

~~(c) One (1) or more domestic corporations may merge with or into one (1) or more other business entities formed, organized, or incorporated under the laws of Indiana or any other state, the United States, a foreign country, or a foreign jurisdiction if the following requirements are met:~~

~~(1) Each domestic corporation that is a party to the merger complies with the applicable provisions of this chapter.~~

~~(2) Each domestic other business entity that is a party to the merger complies with the requirements of applicable law.~~

~~(3) The merger is permitted by the laws of the state, country, or jurisdiction under which each other business entity that is a party to the merger is formed, organized, or incorporated, and each other business entity complies with the laws in effecting the merger.~~

~~(4) The merging entities approve a plan of merger that sets forth the following:~~

~~(A) The name of each domestic corporation and the name and jurisdiction of formation, organization, or incorporation of each other business entity planning to merge, and the name of the surviving or resulting domestic corporation or other business entity into which each other domestic corporation or other business entity plans to merge.~~

~~(B) The terms and conditions of the merger.~~

(C) The manner and basis of converting the shares of each domestic corporation that is a party to the merger and the partnership interests, shares, obligations, or other securities of each other business entity that is a party to the merger into partnership interests, interests, shares, obligations, or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire the shares of each domestic corporation that is a party to the merger and rights to acquire partnership interests, interests, shares, obligations, or other securities of each other business entity that is a party to the merger into rights to acquire partnership interests, interests, shares, obligations, or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property.

(D) If a partnership is to be the surviving entity, the names and business addresses of the general partners of the surviving entity.

(E) If a limited liability company is to be the surviving entity and management of the limited liability company is vested in one (1) or more managers, the names and business addresses of the managers.

(F) All statements required to be set forth in the plan of merger by the laws under which each other business entity that is a party to the merger is formed, organized, or incorporated.

(5) The plan of merger may set forth the following:

(A) If a domestic corporation is to be the surviving entity, any amendments to, or a restatement of, the articles of incorporation of the surviving entity, and the amendments or restatement will be effective at the effective date of the merger.

(B) Any other provisions relating to the merger.

(d) One (1) or more other business entities may merge with or into one (1) or more other business entities formed, organized, or incorporated under the laws of Indiana or under the laws of another jurisdiction, if the following requirements are met:

(1) Each business entity that is a party to the merger complies with the applicable provisions of this chapter.

(2) Merger is permitted by the laws of the jurisdiction under which each other entity that is a party to the merger is formed, organized, or incorporated, and each other business entity complies with the laws in effecting the merger.

~~(3) The merging entities approve a plan of merger that sets forth the following:~~

~~(A) The name and jurisdiction of formation, organization, or incorporation of each other business entity intending to merge, and the name of the surviving or resulting other business entity into which each other business entity plans to merge.~~

~~(B) The terms and conditions of the merger.~~

~~(C) The manner and basis of converting the partnership interests, shares, obligations, or other securities of the surviving entity or other business entity, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire partnership interests, shares, obligations, or other securities of the surviving entity or any other business entity, in whole or in part, into cash or other property.~~

~~(D) If a partnership is to be the surviving entity, the names and business addresses of the general partners of the surviving entity.~~

~~(E) If a limited liability company is to be the surviving entity and management of the limited liability company is vested in one (1) or more managers, the names and business addresses of the managers.~~

~~(F) All statements required to be set forth in the plan of merger by the laws under which each other business entity that is a party to the merger is formed, organized, or incorporated.~~

~~(4) The plan of merger may set forth any other provisions related to the merger.~~

~~(c) The plan of merger required by subsection (c)(4) must be adopted and approved by each domestic corporation that is a party to the merger in the same manner as is provided in this chapter.~~

~~(f) Notwithstanding subsection (c)(4), if the surviving entity is a partnership, a shareholder of a domestic corporation that is a party to the merger does not, as a result of the merger, become a general partner of the surviving entity, and the merger does not become effective under this chapter, unless:~~

~~(1) the shareholder specifically consents in writing to become a general partner of the surviving entity; and~~

~~(2) written consent is obtained from each shareholder who, as a result of the merger, would become a general partner of the surviving entity.~~

~~A shareholder providing written consent under this subsection is considered to have voted in favor of the plan of merger for purposes of this chapter.~~

~~(g) This section, to the extent applicable, applies to the merger of one (1) or more domestic corporations with or into one (1) or more other business entities.~~

~~(h) Notwithstanding any other law, a merger consisting solely of the merger of one (1) or more domestic corporations with or into one (1) or more foreign corporations must be consummated solely according to the requirements of this section.~~

SECTION 18. IC 23-1-40-9, AS ADDED BY P.L.119-2015, SECTION 15, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 9. (a) As used in this section, "holding company" means a corporation that, from its incorporation until consummation of a merger governed by this section, was at all times a direct or indirect wholly owned subsidiary of the parent corporation and its shares of capital stock are issued in the merger.

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

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

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

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

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

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

(d) Notwithstanding the requirements of section 3 of this chapter **or IC 23-0.6-2-3, if the subsidiary of the parent corporation party to the merger is a limited liability company,** and unless expressly required by a corporation's articles of incorporation, a vote of shareholders of a parent corporation is not necessary to authorize a merger with or into a single direct or indirect wholly owned subsidiary of the parent corporation if all the following apply:

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

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

(3) Each share or fraction of a share of the capital stock of the parent corporation outstanding immediately before the effective

time of the merger is converted in the merger into a share or an equal fraction of a share of capital stock of a holding company having the same:

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

(B) qualifications, limitations, and restrictions;

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

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

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

(A) Any provisions regarding:

(i) the incorporator or incorporators;

(ii) the corporate or entity name;

(iii) the registered office and agent;

(iv) the initial board of directors; or

(v) the initial subscribers for shares.

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

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

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

(A) Any provisions regarding:

(i) the incorporator or incorporators;

(ii) the corporate or entity name;

(iii) the registered office and agent;

(iv) the initial board of directors;

(v) the initial subscribers for shares;

(vi) references to members rather than shareholders;

(vii) references to interests, units, or the like rather than shares; or

(viii) references to managers, managing members, or other members of the governing body rather than directors.

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

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

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

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

(A) directors or managers;

(B) managing members; or

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

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

(2) any amendment of the organizational documents of a surviving entity that is not a corporation, which amendment would, if adopted by a corporation subject to this article, be required to be included in the articles of incorporation of the corporation, must, by specific reference to this section, require the approval of the shareholders of

the holding company (or any successor by merger), by the same vote as is required by this article or by the organizational documents of the surviving entity; and

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

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

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

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

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

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

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

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

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

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

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

(i) If a plan of merger is adopted by a parent corporation by action of its board of directors and without any vote of shareholders under this section, the secretary or assistant secretary of the parent corporation shall certify in the articles of merger filed under section 5 of this chapter **or IC 23-0.6-2-5** that the plan of merger has been adopted under this section and that the conditions specified in subsections (d), (e), and (f) have been satisfied.

(j) After the requirements of subsection (i) are met, the articles of merger shall then be filed and become effective, in accordance with section 5 of this chapter **or IC 23-0.6-2-5.** The filing constitutes a representation by the person who executes the articles of merger that the facts stated in the articles of merger remain true immediately before the filing.

SECTION 19. IC 23-1-41-2, AS AMENDED BY P.L.133-2009, SECTION 35, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 2. (a) A sale, lease, exchange, or other disposition of assets, other than a disposition described in section 1 of this chapter, requires approval of the corporation's shareholders if the disposition would leave the corporation without a significant continuing business activity. If a corporation retains a business activity that represented at least twenty-five percent (25%) of total assets at the end of the most recently completed fiscal year, and twenty-five percent (25%) of either income from continuing operations before taxes or revenues from continuing operations for the fiscal year, in each case of the corporation and the corporation's subsidiaries on a consolidated basis, the corporation is conclusively considered to have retained a significant continuing business activity.

(b) A disposition that requires approval of the shareholders under subsection (a) shall be initiated by a resolution by the board of directors

authorizing the disposition. After adoption of the resolution, the board of directors shall submit the proposed disposition to the shareholders for the shareholder's approval. The board of directors shall transmit to the shareholders a recommendation that the shareholders approve the proposed disposition, unless the board of directors makes a determination that because of conflicts of interest or other special circumstances the board of directors should not make the recommendation, in which case the board of directors shall transmit to the shareholders the basis for that determination.

(c) The board of directors may condition the board of directors' submission of a disposition to the shareholders under subsection (b) on any basis.

(d) If:

(1) a disposition is required to be approved by the shareholders under subsection (a); and

(2) the approval is to be given at a meeting;

the corporation shall notify each shareholder, whether the shareholder is entitled to vote, of the meeting of shareholders at which the disposition is to be submitted for approval in accordance with IC 23-1-29-5. The notice must state that the purpose or one (1) of the purposes of the meeting is to consider the disposition and must contain a description of the disposition, including the terms and conditions of the disposition and the consideration to be received by the corporation.

(e) Unless the articles of incorporation or the board of directors (acting under subsection (c)) requires a greater vote, or a greater number of votes to be present, the approval of a disposition by the shareholders requires the approval of the shareholders at a meeting at which a quorum consisting of at least a majority of the votes entitled to be cast on the disposition exists.

(f) After a disposition has been approved by the shareholders under subsection (b), and at any time before the disposition has been consummated, the disposition may be abandoned by the corporation without action by the shareholders, subject to any contractual rights of other parties to the disposition.

(g) A disposition that constitutes a distribution is governed by IC 23-1-28 and not by this section.

(h) A disposition of assets in the course of dissolution under **IC 23-0.5-6,** IC 23-1-45, IC 23-1-46 **(before its repeal),** IC 23-1-47, or IC 23-1-48 is not governed by this section.

(i) The assets of a direct or indirect consolidated subsidiary shall be considered the assets of the parent corporation for the purposes of this section.

SECTION 20. IC 23-1-44-8, AS AMENDED BY P.L.149-2016, SECTION 68, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 8. (a) A shareholder is entitled to dissent from, and obtain payment of the fair value of the shareholder's shares in the event of, any of the following corporate actions:

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

(A) shareholder approval is required for the merger by IC 23-1-40, **IC 23-0.6-1-7,** or the articles of incorporation; and

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

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

(3) Consummation of a sale or exchange of all, or substantially all, of the property of the corporation other than in the usual and regular course of business, if the shareholder is entitled to vote on the sale or exchange, including a sale in dissolution, but not including a sale pursuant to court order or a sale for cash pursuant to a plan by which all or substantially all of the net proceeds of the sale will be distributed to the shareholders within one (1) year after the date of sale.

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

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

(6) Election to become a benefit corporation under IC 23-1.3-3-2.

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

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

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

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

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

(d) A shareholder:

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

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

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

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

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

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

SECTION 21. IC 23-1-46 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Administrative Dissolution).

SECTION 22. IC 23-1-49 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Certificate of Authority of Foreign Corporations).

SECTION 23. IC 23-1-50 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Withdrawal of Foreign Corporations).

SECTION 24. IC 23-1-51 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Revocation of Certificate of Authority of Foreign Corporations).

SECTION 25. IC 23-1-52-1, AS AMENDED BY P.L.119-2015, SECTION 23, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 1. (a) A corporation shall keep as permanent records minutes of all meetings of its shareholders and board of directors, a record of all actions taken by the shareholders or board of directors without a meeting, and a record of all actions taken by a committee of the

board of directors in place of the board of directors on behalf of the corporation.

(b) A corporation shall maintain appropriate accounting records.

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

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

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

(1) Its articles or restated articles of incorporation and all amendments to them currently in effect.

(2) Its bylaws or restated bylaws and all amendments to them currently in effect.

(3) Resolutions adopted by its board of directors with respect to one (1) or more classes or series of shares and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding.

(4) The minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three (3) years.

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

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

(7) Its most recent biennial report delivered to the secretary of state under IC 23-1-53-3 **(before its repeal) or IC 23-0.5-2-13.**

SECTION 26. IC 23-1-53-3 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 3. (a) Each domestic corporation and each foreign corporation authorized to transact business in Indiana shall deliver a biennial report to the secretary of state for filing that sets forth:~~

~~(1) the name of the corporation and the state or country under whose law it is incorporated;~~

~~(2) the address of its registered office and the name of its registered agent at that office in Indiana;~~

~~(3) the address of its principal office; and~~

~~(4) the names and business addresses of its directors, secretary, and the highest executive officer of the corporation.~~

~~(b) Information in the biennial report must be current as of the date the biennial report is executed on behalf of the corporation.~~

~~(c) The first biennial report must be delivered to the secretary of state in the second year following the calendar year in which a domestic corporation was incorporated or a foreign corporation was authorized to transact business. Except as provided in subsection (d), the biennial report is due during the same month as the month in which the corporation was incorporated or authorized to transact business.~~

~~(d) If the secretary of state, in cooperation with the department of state revenue, allows a domestic corporation to file a biennial report at the same time the corporation files its adjusted gross income tax return under section 4 of this chapter, the biennial report of the corporation is due when the domestic corporation's adjusted gross income tax return is due under IC 6-3.~~

~~(e) Subsequent biennial reports must be delivered to the secretary of state every second year following the year in which the last biennial report was filed. The secretary of state may accept reports during the two (2) months before the month that they are due.~~

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

SECTION 27. IC 23-1-53-4 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 4. (a) The secretary of state in cooperation with the department of state revenue may provide for the filing of a biennial report by a domestic corporation at the same time the domestic corporation files an adjusted gross income tax return.~~

~~(b) As provided in subsection (a), a domestic corporation may file a biennial report with the department of state revenue at the same time the corporation files an adjusted gross income tax return. However, a domestic corporation retains the option of filing the biennial report directly with the secretary of state. The biennial report must in any case meet the requirements of IC 23-1-53-3.~~

~~(c) A biennial report filed under this section is delivered to the office of the secretary of state for filing for purposes of this article when it is delivered to the department of state revenue.~~

~~(d) The department of state revenue shall forward all biennial reports filed under this chapter to the office of the secretary of state.~~

~~(c) The department of state revenue in cooperation with the office of the secretary of state shall prescribe and furnish a form for a biennial report filed under this chapter.~~

~~(f) If for any reason a domestic corporation does not file an adjusted gross income tax return, it shall file a biennial report with the secretary of state at a time prescribed by the office of secretary of state.~~

SECTION 28. IC 23-1.3-10-6, AS AMENDED BY P.L.149-2016, SECTION 69, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 6. (a) The benefit corporation shall deliver, concurrently with the delivery of the benefit report to shareholders under section 4 of this chapter, a copy of the benefit report to the secretary of state for filing. However, the compensation paid to directors and financial or proprietary information included in the benefit report may be omitted from the benefit report as delivered to the secretary of state.

(b) The fee established in ~~IC 23-1-18-3(a)(25)~~ **IC 23-0.5-9-6** applies to an annual benefit report delivered for filing under this section.

SECTION 29. IC 23-1.5-2-8 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 8. (a) The corporate name of every professional corporation organized under this article:~~

~~(1) must include the words "Professional Services Corporation" or "Professional Corporation" or an abbreviation of these words;~~

~~(2) may not contain any word or phrase that indicates or implies any purpose or power not possessed by corporations organizable under this article; and~~

~~(3) may not contain any word or phrase that indicates that it is organized for any purpose other than that listed in the articles of incorporation.~~

~~In addition, only a professional corporation in which all shareholders are physicians licensed under IC 25-22.5 may use the term "medical" in its corporate name.~~

~~(b) A licensing authority may by rule adopt further requirements than those specified in subsection (a) as to the names of professional corporations organized under this article.~~

SECTION 30. IC 23-1.5-4-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 3. (a) A professional corporation formed under this article may be involuntarily dissolved as provided by IC 23-1-47.

(b) In addition to the causes specified in IC 23-1-47 for the involuntary dissolution of a corporation, a failure to comply with this article is a cause for the involuntary dissolution of a professional corporation under ~~IC 23-1-46.~~ **IC 23-0.5-6.**

SECTION 31. IC 23-1.5-5-1 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 1. A foreign professional corporation desiring to be admitted to render professional services in Indiana must:

(1) comply with ~~IC 23-1-49;~~ **IC 23-0.5-5;** and

(2) comply with this article.

~~IC 23-1-50~~ **IC 23-0.5-5-7** applies to the foreign professional corporation.

SECTION 32. IC 23-1.5-5-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 2. The certificate of admission of any foreign corporation admitted to render professional services in Indiana may be revoked at any time by the secretary of state:

(1) as provided by ~~IC 23-1-51;~~ **IC 23-0.5-5-11;** or

(2) for failure to comply with this article.

SECTION 33. IC 23-4-1-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 2. In this chapter:

"Court" includes every court and judge having jurisdiction in the case.

"Business" includes every trade, occupation, or profession.

"Person" includes individuals, partnerships, limited liability companies, corporations, and other associations.

"Bankrupt" includes bankrupt under federal bankruptcy laws or insolvent under any state insolvent statute.

"Conveyance" includes every assignment, lease, mortgage, or encumbrance.

"Foreign limited liability partnership" means a limited liability partnership formed under an agreement governed by the laws of a jurisdiction other than Indiana and registered under the laws of the jurisdiction.

"Limited liability partnership" means a partnership formed under an agreement governed by the laws of this state, registered under and complying with **IC 23-0.5 and** sections 45 through ~~52~~ **46** of this chapter, and having a name that contains the words "Limited Liability Partnership" or the abbreviation "L.L.P." or "LLP" as the last words or letters of its name.

"Real property" includes land and any interest or estate in land.

SECTION 34. IC 23-4-1-4 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 4. **The following rules of construction apply to this chapter:**

(1) The rule that statutes in derogation of the common law are to be strictly construed shall have no application to this chapter.

(2) The law of estoppel shall apply under this chapter.

(3) The law of agency shall apply under this chapter.

(4) This chapter shall be so interpreted and construed as to effect its general purpose to make uniform the law of those states which enact it.

(5) This chapter shall not be construed so as to impair the obligations of any contract existing on January 1, 1950, nor to affect any action or proceedings begun or right accrued before January 1, 1950.

(6) All references to this chapter in the partnership agreement and other rules that govern the internal affairs of a partnership are considered references to IC 23-0.5 and IC 23-0.6 also.

SECTION 35. IC 23-4-1-45, AS AMENDED BY P.L.213-2015, SECTION 246, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: 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 or other business entity registered to transact business in Indiana.~~

~~(C)~~ **(1)** States the address of the partnership's principal office.

~~(D)~~ **(2)** 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.~~ **IC 23-0.5-4.**

~~(E)~~ **(3)** Contains a brief statement of the business in which the partnership engages.

~~(F)~~ **(4)** States any other matters that the partnership determines to include.

~~(C)~~ **(5)** States that the filing of the registration is evidence of the partnership's intention to act as a limited liability partnership.

~~(2) Except as provided in subdivision (3), file a registration fee with the registration in the amount of:~~

~~(A) ninety dollars ($90), if the registration is filed before July 1, 2016; or~~

~~(B) one hundred dollars ($100), if the registration is filed after June 30, 2016.~~

~~(3) If the registration required under subdivision (1) is filed electronically, file a filing fee of seventy-five dollars ($75).~~

~~(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)~~ **(b)** 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)~~ **(c)** 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 36. IC 23-4-1-45.2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 45.2. (a) As used in this section, "limited liability partnership" refers to a:

(1) limited liability partnership; or

(2) foreign limited liability partnership;

as defined in section 2 of this chapter.

(b) The registration of a limited liability partnership may be withdrawn by filing in the office of the secretary of state a withdrawal notice executed by at least one (1) partner authorized to execute a withdrawal notice.

(c) A withdrawal notice must contain the following:

(1) The name of the limited liability partnership.

(2) The date the registration was filed.

(3) A brief statement regarding the reason for filing the withdrawal notice.

(4) Any other information considered appropriate by the limited liability partnership.

(d) A withdrawal notice must be accompanied by a ~~thirty dollar ($30)~~ filing fee **established under IC 23-0.5-9.**

(e) The withdrawal notice is effective and the partnership ceases to be a limited liability partnership on the date a withdrawal notice is filed with the secretary of state or at any later date or time specified in the notice.

SECTION 37. IC 23-4-1-45.3 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 45.3. (a) A person may reserve the exclusive right to the use of a name by delivering an electronic application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the name is available, the secretary of state shall reserve the name for the exclusive use of the applicant for renewable one hundred twenty (120) day periods.~~

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

SECTION 38. IC 23-4-1-45.5 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~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) Electronic application for reservation of name $10.~~

~~(2) Electronic application for renewal of reservation $10.~~

~~(3) Electronic notice of transfer of reserved name $10.~~

SECTION 39. IC 23-4-1-45.6 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 45.6. (a) A limited liability partnership may correct a document filed with the secretary of state if:~~

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

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

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

~~(b) A document is corrected:~~

~~(1) by preparing articles of correction that:~~

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

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

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

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

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

SECTION 40. IC 23-4-1-45.7 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. Sec. 45.7. (a) The following definitions apply to this section:

(1) "Filed document" means a document filed with the secretary of state under any provision of this article, except for IC 23-4-1-49.

(2) "Plan" means a plan of entity conversion or merger.

(b) If a:

(1) provision under this article permits any of the terms of a plan or filed document to be dependent on facts objectively ascertainable outside the plan or filed document; and

(2) plan or filed document includes terms that are dependent on facts described in subdivision (1);

the manner in which the facts will operate upon the terms of the plan or filed document and the manner in which the facts will become operative must be set forth in the plan or filed document.

(c) The facts described in subsection (b) may include, but are not limited to, any of the following:

(1) Any of the following that are available in a nationally recognized news or information medium either in print or electronically:

(A) Statistical or market indices.

(B) Market prices of any security or group of securities.

(C) Interest rates.

(D) Currency exchange rates.

(E) Similar economic or financial data.

(2) A determination or action by any person or body, including the limited liability partnership or any other party to a plan or filed document.

(3) The terms of, or actions taken under, an agreement to which the limited liability partnership is a party, or any other agreement or document.

(d) The following provisions of a plan or filed document may not be made dependent on facts outside the plan or filed document:

(1) The name and address of any person required in a filed document.

(2) The registered office of any entity required in a filed document.

(3) The registered agent of any entity required in a filed document.

(4) The effective date of a filed document.

(5) Any required statement in a filed document of the date on which the underlying transaction was approved or the manner in which that approval was given.

(c) If a provision of a plan or filed document is made dependent on a fact ascertainable outside the plan or filed document, and:

(1) the fact is not ascertainable by reference to a:

(A) source described in subsection (c)(1); or

(B) document that is a matter of public record; and

(2) the affected partners have not received notice of the fact from the limited liability partnership;

the limited liability partnership shall file with the secretary of state a certificate of amendment setting forth the fact promptly after the time the fact referred to is first ascertainable or changes.

(f) Certificates of amendment under subsection (e):

(1) are considered to be authorized by the:

(A) authorization of the original plan or filed document; or

(B) plan to which the certificate of amendment relates; and

(2) may be filed by the limited liability partnership without further partnership action.

SECTION 41. IC 23-4-1-49 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. 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 determines to include.

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

(3) Except as provided in subdivision (4), file a registration fee with the registration in the amount of:

(A) ninety dollars ($90), if the registration is filed before July 1, 2016; or

(B) one hundred twenty-five dollars ($125), if the registration is filed after June 30, 2016.

(4) If the registration required under subdivision (2) is filed electronically, file a filing fee of seventy-five dollars ($75).

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

(1) submits a completed registration;

(2) submits the fees required under subsection (a); and

(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.

(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 42. IC 23-4-1-50 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. Sec. 50. (a) A limited liability partnership and a foreign limited liability partnership must continuously maintain in Indiana the following:

(1) A registered office.

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

(A) An individual who resides in Indiana and whose business office is identical with the registered office.

(B) A domestic limited liability partnership, domestic limited liability company, domestic corporation, or nonprofit domestic corporation whose business office is identical with the registered office.

(C) A foreign limited liability partnership, foreign limited liability company, foreign corporation, or nonprofit foreign corporation authorized to transact business in Indiana whose business office is identical with the registered office.

(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.

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

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

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

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

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

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

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

(1) The name of the partnership.

(2) The street address of the partnership's current registered office.

(3) If the current registered office is to be changed, the street address of the new registered office.

(4) The name of the partnership's current registered agent.

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

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

~~(g) If a registered agent changes the street address of the registered agent's business office, the registered agent may change the street address of the registered office of any limited liability partnership or foreign limited liability partnership that the registered agent serves by notifying the partnership in writing of the change and signing and delivering to the secretary of state for filing a statement that complies with the requirements of subsection (f) and states that the partnership has been notified of the change.~~

SECTION 43. IC 23-4-1-51 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 51. (1) A registered agent may resign the agency appointment by signing and delivering to the secretary of state for filing the signed original statement of resignation. The statement may include a statement that the registered office is also discontinued.~~

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

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

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

SECTION 44. IC 23-4-1-52 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 52. (1) The registered agent of a limited liability partnership and foreign limited liability partnership is the partnership's registered agent for service of process, notice, or demand required or permitted by law to be served on the partnership.~~

~~(2) If a limited liability partnership or a foreign limited liability partnership does not have a registered agent or the agent cannot with reasonable diligence be served, the partnership may be served by registered or certified mail, return receipt requested, addressed to the~~

~~partnership at the partnership's principal office. Service is perfected under this subsection at the earliest of the following:~~

~~(a) The date the partnership receives the mail.~~

~~(b) The date shown on the return receipt, if signed on behalf of the partnership.~~

~~(c) Five (5) days after the deposit of the service in the United States mail, if mailed postpaid and correctly addressed.~~

~~(3) This section does not prescribe the only means or necessarily the required means of serving a limited liability partnership or foreign limited liability partnership.~~

SECTION 45. IC 23-4-1-53 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 53. (a) As used in this section, "other business entity" means a corporation, limited liability company, limited liability partnership, limited partnership, business trust, real estate investment trust, or any other entity that is formed under the requirements of applicable law.~~

~~(b) As used in this section, "surviving entity" means the corporation, limited liability company, limited liability partnership, limited partnership, business trust, real estate investment trust, or any other entity that is in existence immediately after consummation of a merger under this section.~~

~~(c) One (1) or more domestic limited liability partnerships may merge with or into one (1) or more other business entities formed, organized, or incorporated under the laws of Indiana or any other state, the United States, a foreign country, or a foreign jurisdiction if the following requirements are met:~~

~~(1) Each domestic limited liability partnership that is a party to the merger complies with the applicable provisions of this chapter.~~

~~(2) Each domestic other business entity that is a party to the merger complies with the requirements of applicable law.~~

~~(3) The merger is permitted by the laws of the state, country or jurisdiction under which each other business entity that is a party to the merger is formed, organized, or incorporated, and each other business entity complies with the laws in effecting the merger.~~

~~(4) The merging entities approve a plan of merger that sets forth the following:~~

~~(A) The name of each domestic limited liability partnership and the name and jurisdiction of formation, organization, or incorporation of each other business entity planning to merge, and the name of the surviving or resulting domestic limited liability partnership or other business entity into which each~~

other domestic limited liability partnership or other business entity plans to merge.

(B) The terms and conditions of the merger.

(C) The manner and basis of converting the partnership shares of the limited liability partnership that is a party to the merger and the partnership interests, shares, obligations, or other securities of each other business entity that is a party to the merger into partnership interests, interests, shares, obligations, or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire the shares of each domestic corporation that is a party to the merger and rights to acquire partnership interests, interests, shares, obligations, or other securities of each other business entity that is a party to the merger into rights to acquire partnership interests, interests, shares, obligations, or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property.

(D) If a partnership is to be the surviving entity, the names and business addresses of the general partners of the surviving entity.

(E) If a limited liability company is to be the surviving entity and management of the limited liability company is vested in one (1) or more managers, the names and business addresses of the managers.

(F) All statements required to be set forth in the plan of merger by the laws under which each other business entity that is a party to the merger is formed, organized, or incorporated.

(5) The plan of merger may set forth the following:

(A) If a domestic corporation is to be the surviving entity, any amendments to, or a restatement of, the articles of incorporation of the surviving entity, and the amendments or restatement will be effective at the effective date of the merger.

(B) Any other provisions relating to the merger.

(d) The plan of merger required by subsection (c)(4) must be adopted and approved by each domestic limited liability partnership that is a party to the merger in the same manner as is provided in this chapter.

(e) Notwithstanding subsection (c)(4), if the surviving entity is a partnership, a shareholder of a domestic corporation that is a party to the merger does not, as a result of the merger, become a general partner of

~~the surviving entity and the merger does not become effective under this chapter, unless:~~

~~(1) the shareholder specifically consents in writing to become a general partner of the surviving entity; and~~

~~(2) written consent is obtained from each shareholder who, as a result of the merger, would become a general partner of the surviving entity;~~

~~A shareholder providing written consent under this subsection is considered to have voted in favor of the plan of merger for purposes of this chapter.~~

~~(f) This section, to the extent applicable, applies to the merger of one (1) or more domestic limited liability partnerships with or into one (1) or more other business entities.~~

~~(g) Notwithstanding any other law, a merger consisting solely of the merger of one (1) or more domestic limited liability partnerships with or into one (1) or more foreign corporations must be consummated solely according to the requirements of this section.~~

SECTION 46. IC 23-4-1-54 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 54. (a) As used in this section, "other entity" has the meaning set forth in IC 23-1-38.5-1.~~

~~(b) A domestic corporation, domestic other entity, foreign corporation, or foreign other entity may convert to a domestic partnership under IC 23-1-38.5.~~

~~(c) A domestic partnership may convert to a domestic corporation, domestic other entity, foreign corporation, or foreign other entity under IC 23-1-38.5.~~

SECTION 47. IC 23-4-1-59 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 59. A person who signs a document that the person knows is false in a material respect, with the intent that the document be delivered to the secretary of state for filing, commits a Class A misdemeanor.~~

SECTION 48. IC 23-5-1-4 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 4. (a) Any business trust, whether domestic or foreign, desiring to transact business in this state, shall file the following documents and information in the office of the secretary of state, on such forms, if any, as such secretary may prescribe:

(1) An executed copy of the trust instrument by which the trust was created and of all amendments thereto or a true and correct copy thereof certified to be such by a trustee thereof before an official authorized to administer oaths or by a public official of another state, territory, or country in whose office an executed copy thereof is on file.

(2) A verified list of the names and addresses of its trustees.

(3) A balance sheet, certified by an independent certified or public accountant or firm of accountants as of the date no earlier than sixty (60) days prior to such date of filing, fairly and truly reflecting its assets and liabilities and specifically setting out its corpus and showing a net worth of not less than one thousand dollars ($1,000). A foreign business trust shall also file a statement showing the same information required of a foreign corporation under IC 23-1.

(4) ~~The location of its registered office in this state and the name of its resident agent in charge of such registered office.~~ **The name and address of its registered agent as provided in IC 23-0.5-4.**

(b) A foreign business trust shall comply with and be subject to all the provisions of IC 23-1 as though it were a foreign corporation. Before commencement of business in Indiana every trust, domestic or foreign, shall record in the office of the county recorder of the county in which the principal office of said business trust in this state is located a copy of the trust instrument duly bearing the file mark of the secretary of state.

SECTION 49. IC 23-15-1 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Assumed Business Names).

SECTION 50. IC 23-15-4 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Use of Facsimile Signatures).

SECTION 51. IC 23-15-5 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Authority to Make Charitable Contributions).

SECTION 52. IC 23-15-6 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Annual Report Requirements).

SECTION 53. IC 23-15-8 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Use of "Bank" in Business Entity Name).

SECTION 54. IC 23-15-9 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Miscellaneous).

SECTION 55. IC 23-15-10 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Issuance of Interrogatories and Investigative Claims).

SECTION 56. IC 23-15-11 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Registered Office and Agent for Certain Indiana Domiciled Financial Institutions).

SECTION 57. IC 23-16-2-1 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 1. (a) The name of each limited partnership as set forth in its certificate of limited partnership:~~

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

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

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

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

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

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

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

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

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

SECTION 58. IC 23-16-2-2 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. Sec. 2. (a) A person may reserve the exclusive right to the use of a name by delivering an electronic application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the name is available, the secretary of state shall reserve the name for the exclusive use of the applicant for renewable one hundred twenty (120) day periods.

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

SECTION 59. IC 23-16-2-3 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. Sec. 3. (a) Each limited partnership shall have and continuously maintain:

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

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

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

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

~~(A) an individual resident of Indiana; or~~

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

~~(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.~~

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

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

~~(2) authorized to receive communications from the registered agent. The natural person is considered to be the communications contact for the limited partnership.~~

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

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

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

~~(1) The name of the limited partnership.~~

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

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

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

SECTION 60. IC 23-16-2-4 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 4. (a) A registered agent may resign the agency appointment by signing and delivering to the secretary of state for filing the signed original statement of resignation.~~

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

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

SECTION 61. IC 23-16-2-5 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 5. (a) A limited partnership's registered agent is the limited partnership's agent for service of process, notice, or demand required or permitted by law to be served on the limited partnership.~~

~~(b) If a limited partnership does not have a registered agent, or if the limited partnership's agent cannot with reasonable diligence be served, the limited partnership may be served by registered or certified mail, return receipt requested, addressed to the general partner of the limited partnership (as the term "general partner" is used in Trial Rule 4.6(a)(2) of the Indiana Rules of Trial Procedure) at the address of the general partner as shown in the certificate of limited partnership. Service is perfected under this subsection upon the earliest of:~~

~~(1) the date the partnership receives the mail;~~

~~(2) the date shown on the return receipt, if signed on behalf of the partnership; or~~

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

~~(c) This section does not prescribe the only means, or necessarily the required means, of serving a limited partnership.~~

SECTION 62. IC 23-16-2-6 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 6. (a) Each limited partnership shall keep at the office required under section 3(a) of this chapter **(before its repeal) or IC 23-0.5-4** the following:

(1) A current list of the full name and last known mailing address of each partner (specifying separately the general partners and the limited partners) in alphabetical order.

(2) A copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed.

(3) Copies of the limited partnership's federal, state, and local income tax returns and reports, if any, for the three (3) most recent years.

(4) Copies of the partnership agreement, any amendments to the partnership agreement, any amended and restated partnership agreements, and any financial statements of the limited partnership for the three (3) most recent years.

(5) Unless contained in a partnership agreement:

(A) the amount of cash and a description and statement of the value of the other property or services contributed by each partner and which each partner has agreed to contribute;

(B) the times at which or events on the happening of which any additional contributions agreed to be made by each partner are to be made;

(C) any right of a partner to receive, or of a general partner to make, distributions to a partner which include a return of all or any part of the partner's contribution; and

(D) any events upon the happening of which the limited partnership is to be dissolved and its affairs wound up.

(b) Records kept under this section are subject to inspection and copying at the reasonable request, and at the expense, of any partner during ordinary business hours.

SECTION 63. IC 23-16-3-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 2. ~~(a)~~ To form a limited partnership, a certificate of limited partnership must be executed and filed in the office of the secretary of state. The certificate must include the following:

(1) The name of the limited partnership.

(2) The address of the office and the name and address of the agent for service of process required to be maintained by IC 23-16-2-3 **(before its repeal) or IC 23-0.5-4.**

(3) The name and the business address of each general partner.

(4) The latest date upon which the limited partnership is to dissolve.

(5) Any other matters the general partners agree to include.

~~(b) A limited partnership is formed at the time of the filing of the initial certificate of limited partnership in the office of the secretary of state or at any later time specified in the certificate of limited partnership if, in either case, there has been substantial compliance with the requirements of this section. Unless the certificate specifies an effective date that is different from the filing date, the time and date of the filing of the certificate is conclusive evidence as to when a limited partnership is formed.~~

SECTION 64. IC 23-16-3-5 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 5. (a) Each certificate required or permitted to be filed in the office of the secretary of state under this article shall be executed in the following manner:~~

~~(1) An initial certificate of limited partnership must be signed by all general partners.~~

(2) A certificate of amendment or restatement must be signed by at least one (1) general partner and by each other general partner designated in the certificate as a new general partner; however, if there are no general partners a certificate of amendment or restatement must be signed by each new general partner as designated in the certificate.

(3) A certificate of cancellation must be signed by all general partners; however, if there is no general partner, a certificate of cancellation must be signed by a majority in interest of the limited partners.

(b) Any person may sign a certificate, a partnership agreement, or an amendment to a certificate or partnership agreement by an attorney in fact. Powers of attorney relating to the signing of a certificate, a partnership agreement, or an amendment to a certificate or partnership agreement by an attorney in fact need not be sworn to, verified, acknowledged, or signed in the presence of a notary public, and need not be filed with the secretary of state, but must be retained among the records of the partnership. A power of attorney may be included in the partnership agreement and need not be a separate document.

(c) The execution of a certificate by any person constitutes an oath or affirmation under the penalties of perjury that to the best of the person's knowledge and belief the statements made in the certificate are true.

(d) A signature on a document under this section 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 65. IC 23-16-3-6 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. Sec. 6. If a person required to execute any certificate under section 5 of this chapter fails or refuses to do so, any other person who is adversely affected by the failure or refusal may petition the circuit or superior court of the county in which the office described in IC 23-16-2-3 is located to direct the execution of the certificate. If the office referred to in IC 23-16-2-3 is not within Indiana, the petition may be made to the circuit or superior court of the county in which the business address of the registered agent referred to in IC 23-16-2-3 is located. If the court finds that it is proper for the certificate to be executed and that any person so designated has failed or

~~refused to execute the certificate, it shall order the secretary of state to file a certificate in form and substance as directed by the court.~~

SECTION 66. IC 23-16-3-7, AS AMENDED BY P.L.119-2015, SECTION 42, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 7. (a) The original signed copy of the certificate of limited partnership, of any certificates of amendment or cancellation (or of any judicial decree of amendment or cancellation), and of any restated certificate shall be delivered to the secretary of state. A person who executes a certificate as an agent or fiduciary need not exhibit evidence of the person's authority as a prerequisite to filing. ~~Unless the secretary of state finds that a certificate does not conform to law, upon receipt of all filing fees required by law, the secretary of state shall:~~

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

~~(2) file the original certificate; and~~

~~(3) deliver the filed document to the limited partnership or its representative.~~

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

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

SECTION 67. IC 23-16-3-7.1 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 7.1. (a) A limited partnership may correct a document filed with the secretary of state if:~~

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

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

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

~~(b) A document is corrected:~~

~~(1) by preparing articles of correction that:~~

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

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

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

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

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

SECTION 68. IC 23-16-3-7.2 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. Sec. 7.2. (a) The following definitions apply to this section:

(1) "Filed document" means a document filed with the secretary of state under any provision of this article, except for IC 23-16-10.

(2) "Plan" means a plan of entity conversion or merger.

(b) If a:

(1) provision under this article permits any of the terms of a plan or filed document to be dependent on facts objectively ascertainable outside the plan or filed document; and

(2) plan or filed document includes terms that are dependent on facts described in subdivision (1);

the manner in which the facts will operate upon the terms of the plan or filed document and the manner in which the facts will become operative must be set forth in the plan or filed document.

(c) The facts described under subsection (b) may include, but are not limited to, any of the following:

(1) Any of the following that are available in a nationally recognized news or information medium either in print or electronically:

(A) Statistical or market indices.

(B) Market prices of any security or group of securities.

(C) Interest rates.

(D) Currency exchange rates.

(E) Similar economic or financial data.

(2) A determination or action by any person or body, including the limited partnership or any other party to a plan or filed document.

(3) The terms of, or actions taken under, an agreement to which the limited partnership is a party, or any other agreement or document.

~~(d) The following provisions of a plan or filed document may not be made dependent on facts outside the plan or filed document:~~

~~(1) The name and address of any person required in a filed document.~~

~~(2) The registered office of any entity required in a filed document.~~

~~(3) The registered agent of any entity required in a filed document.~~

~~(4) The effective date of a filed document.~~

~~(5) Any required statement in a filed document of the date on which the underlying transaction was approved or the manner in which that approval was given.~~

~~(e) If a provision of a plan or filed document is made dependent on a fact ascertainable outside the plan or filed document, and:~~

~~(1) the fact is not ascertainable by reference to a:~~

~~(A) source described in subsection (c)(1); or~~

~~(B) document that is a matter of public record; and~~

~~(2) the affected partners have not received notice of the fact from the limited partnership;~~

~~the limited partnership shall file with the secretary of state a certificate of amendment setting forth the fact promptly after the time the fact referred to is first ascertainable or changes.~~

~~(f) Certificates of amendment under subsection (e):~~

~~(1) are considered to be authorized by the:~~

~~(A) authorization of the original plan or filed document; or~~

~~(B) plan to which the certificates of amendment relate; and~~

~~(2) may be filed by the limited partnership without further partnership action.~~

SECTION 69. IC 23-16-3-8 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 8. (a) Except as provided in subsection (b), if any certificate of limited partnership or certificate of amendment or cancellation contains a materially false statement, a person who suffers loss by reasonable reliance on the statement may recover damages for the loss from:

~~(1) any person who executed the certificate, or caused another to execute the certificate on that person's behalf, and who knew the statement to be false at the time the certificate was executed;~~

~~(2)~~ **(1)** any general partner who knew or should have known the statement to be false at the time the certificate was executed; and

~~(3)~~ **(2)** any general partner who:

(A) after the execution of the certificate, but at least sixty (60) days before the statement was reasonably relied upon, knew or should have known that any arrangement or other fact described

in a statement in the certificate had changed, making the statement inaccurate; and

(B) failed to cancel or amend the certificate or to file a petition for the cancellation or amendment of the certificate under ~~section 6 of this chapter~~ **IC 23-0.5-2** before the statement was reasonably relied upon.

(b) A general partner is not liable for failing to cancel or amend a certificate or for failing to file a petition for the amendment or cancellation of a certificate under subsection (a)(2) if a certificate of amendment, certificate of cancellation, or petition for amendment or cancellation is filed within sixty (60) days after the general partner knew or should have known to the extent provided in subsection (a) that the statement in the certificate was false in any material respect.

SECTION 70. IC 23-16-3-10 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 10. ~~Upon the return by the secretary of state of a certificate marked "Filed" under section 7 of this chapter,~~ The general partners shall promptly deliver or mail a copy of the certificate **of limited partnership filed with the secretary of state under section 7 of this chapter** to each limited partner, unless the partnership agreement provides otherwise.

SECTION 71. IC 23-16-3-12 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 12. (a) A domestic limited partnership may merge with or into one (1) or more domestic limited partnerships or foreign limited partnerships formed under the laws of another state, with one (1) partnership, as provided in the merger agreement, being the surviving partnership.~~

~~(b) A domestic limited partnership that is not the surviving partnership in the merger shall file a certificate of cancellation, which must have an effective date not later than the effective date of the merger.~~

~~(c) If, following a merger of one (1) or more domestic limited partnerships and one (1) or more foreign limited partnerships formed under the laws of another state, the surviving partnership is not a domestic limited partnership, the surviving partnership shall execute a certificate, which must be attached to the certificate of cancellation filed for each domestic limited partnership under section 4 of this chapter, that states that it agrees that it may be served with process in Indiana in any action for the enforcement of any obligation of the domestic limited partnership, that irrevocably appoints the secretary of state as its agent to accept service of process in any such action, and that specifies the address to which the secretary of state may mail a copy of process served in any such action. If there is service of process on the secretary of state under this subsection, the plaintiff in any such action shall furnish the~~

~~secretary of state with the address specified in the certificate provided for in this section and any other address that the plaintiff may elect to furnish, and the secretary of state shall notify the surviving partnership at all such addresses furnished by the plaintiff in accordance with this section.~~

~~(d) When the certificate of cancellation required by section 4 of this chapter becomes effective, for all purposes of the laws of Indiana, all of the rights, privileges, and powers of each of the partnerships that have merged, and all real property, personal property, and mixed property and all debts due to any of the partnerships, as well as all other things and causes of action belonging to each of the partnerships, shall be vested in the surviving partnership and become the property of the surviving partnership as they were of each of the partnerships that have merged. The title to any real property vested by deed or otherwise under the laws of Indiana in any of the partnerships does not revert and is not impaired by reason of this chapter. However, all rights of creditors and all liens upon any property of any of the partnerships are preserved unimpaired, and all debts, liabilities, and duties of each of the partnerships that have merged attach to the surviving partnership and may be enforced against it to the same extent as if those debts, liabilities, and duties had been incurred or contracted by it.~~

SECTION 72. IC 23-16-3-13 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 13. (a) As used in this section, "other business entity" means a corporation, limited liability company, limited liability partnership, limited partnership, business trust, real estate investment trust, or any other entity that is formed under the requirements of applicable law.~~

~~(b) As used in this section, "surviving entity" means the corporation, limited liability company, limited liability partnership, limited partnership, business trust, real estate investment trust, or any other entity that is in existence immediately after consummation of a merger under this section.~~

~~(c) One (1) or more domestic limited partnerships may merge with or into one (1) or more other business entities formed, organized, or incorporated under the laws of Indiana or any other state, the United States, a foreign country, or a foreign jurisdiction if the following requirements are met:~~

~~(1) Each domestic limited partnership corporation that is a party to the merger complies with the applicable provisions of this chapter.~~

~~(2) Each domestic other business entity that is a party to the merger complies with the requirements of applicable law.~~

(3) The merger is permitted by the laws of the state, country, or jurisdiction under which each other business entity that is a party to the merger is formed, organized, or incorporated, and each other business entity complies with the laws in effecting the merger.

(4) The merging entities approve a plan of merger that sets forth the following:

(A) The name of each domestic limited partnership and the name and jurisdiction of formation, organization, or incorporation of each other business entity planning to merge, and the name of the surviving or resulting domestic corporation or other business entity into which each other domestic corporation or other business entity plans to merge.

(B) The terms and conditions of the merger.

(C) The manner and basis of converting the limited partnership shares of each domestic limited partnership that is a party to the merger and the partnership interests, shares, obligations, or other securities of each other business entity that is a party to the merger into partnership interests, interests, shares, obligations, or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire the shares of each domestic corporation that is a party to the merger and rights to acquire partnership interests, interests, shares, obligations, or other securities of each other business entity that is a party to the merger into rights to acquire partnership interests, interests, shares, obligations, or other securities of the surviving entity or any other domestic corporation or other business entity or, in whole or in part, into cash or other property.

(D) If a partnership is to be the surviving entity, the names and business addresses of the general partners of the surviving entity.

(E) If a limited liability company is to be the surviving entity and management of the limited liability company is vested in one (1) or more managers, the names and business addresses of the managers.

(F) All statements required to be set forth in the plan of merger by the laws under which each other business entity that is a party to the merger is formed, organized, or incorporated.

(5) The plan of merger may set forth the following:

(A) If a domestic corporation is to be the surviving entity, any amendments to, or a restatement of, the articles of incorporation

~~of the surviving entity, and the amendments or restatement will be effective at the effective date of the merger.~~

~~(B) Any other provisions relating to the merger.~~

~~(d) The plan of merger required by subsection (c)(4) will be adopted and approved by each domestic corporation that is a party to the merger in the same manner as is provided in this chapter.~~

~~(e) Notwithstanding subsection (c)(4), if the surviving entity is a partnership, a shareholder of a domestic corporation that is a party to the merger does not, as a result of the merger, become a general partner of the surviving entity and the merger does not become effective under this chapter, unless:~~

~~(1) the shareholder specifically consents in writing to become a general partner of the surviving entity; and~~

~~(2) written consent is obtained from each shareholder who, as a result of the merger, would become a general partner of the surviving entity;~~

~~A shareholder providing written consent under this subsection is considered to have voted in favor of the plan of merger for purposes of this chapter.~~

~~(e) This section, to the extent applicable, applies to the merger of one (1) or more domestic limited partnerships with or into one (1) or more other business entities.~~

~~(f) Notwithstanding any other law, a merger consisting solely of the merger of one (1) or more domestic limited partnerships with or into one (1) or more foreign corporations must be made solely according to the requirements of this section.~~

SECTION 73. IC 23-16-3-14 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 14. (a) As used in this section, "other entity" has the meaning set forth in IC 23-1-38.5-1.~~

~~(b) A domestic corporation, domestic other entity, foreign corporation, or foreign other entity may convert to a domestic limited partnership under IC 23-1-38.5.~~

~~(c) A domestic limited partnership may convert to a domestic corporation, domestic other entity, foreign corporation, or foreign other entity under IC 23-1-38.5.~~

SECTION 74. IC 23-16-4-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 3. (a) Except as provided in subsection (d), a limited partner is not liable for the obligations of a limited partnership unless:

(1) the limited partner is also a general partner; or

(2) the limited partner, in addition to exercising the rights and powers of a limited partner, participates in the control of the business.

However, a limited partner who participates in the control of the business is liable only to persons who transact business with the limited partnership reasonably believing, based upon the limited partner's conduct, that the limited partner is a general partner.

(b) A limited partner does not participate in the control of the business within the meaning of subsection (a) solely by doing one (1) or more of the following:

(1) Being a contractor for, or an agent or employee of, the limited partnership or of a general partner, or being an officer, director, or shareholder of a general partner that is a corporation.

(2) Consulting with or advising a general partner with respect to any matter, including the business of the limited partnership.

(3) Acting as surety, guarantor, or endorser for the limited partnership, guaranteeing or assuming one (1) or more specific obligations of the limited partnership, or providing collateral for the limited partnership.

(4) Taking any action required or permitted by law to bring or pursue a derivative action in the right of the limited partnership.

(5) Calling, requesting, attending, or participating in a meeting of the partners or the limited partners.

(6) Proposing, approving, or disapproving, by voting or otherwise, one (1) or more of the following matters:

(A) The dissolution and winding up of the limited partnership.

(B) The sale, exchange, lease, mortgage, pledge, or other transfer of all or substantially all of the assets of the limited partnership.

(C) The incurring, renewal, refinancing, or payment or other discharge of indebtedness by the limited partnership other than in the ordinary course of its business.

(D) A change in the nature of the business.

(E) The admission, retention, or removal of a general partner.

(F) The admission, retention, or removal of a limited partner.

(G) A transaction or other matter involving an actual or potential conflict of interest between a general partner and the limited partnership or the limited partners.

(H) An amendment to the partnership agreement or certificate of limited partnership.

(I) Matters related to the business of the limited partnership not otherwise enumerated in this subsection which the partnership

agreement states may be subject to the approval or disapproval of limited partners.

(J) The merger of the limited partnership.

(7) Winding up the limited partnership under IC 23-16-9-3.

(8) Serving on a committee of the limited partnership or the limited partners.

(9) Exercising any right or power permitted to limited partners under this article and not specifically enumerated in this subsection.

(c) The enumeration of certain powers in subsection (b) does not mean that the possession or exercise of any other powers by a limited partner constitutes participation by that limited partner in the control of the business of the limited partnership.

(d) A limited partner who knowingly permits the partner's name to be used in the name of the limited partnership, except under circumstances permitted under ~~IC 23-16-2-1(a)(2),~~ **IC 23-0.5-3-2(b),** is liable to creditors who extend credit to the limited partnership without actual knowledge that the limited partner is not a general partner.

SECTION 75. IC 23-16-9-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 2. On application by or for a partner, the circuit or superior court of the county in which the office of the limited partnership referred to in ~~IC 23-16-2-3~~ **IC 23-0.5-4** is located may decree dissolution of a limited partnership whenever it is not reasonably practicable to carry on the business in conformity with the partnership agreement. If the office referred to in ~~IC 23-16-2-3~~ **IC 23-0.5-4** is not within Indiana, the application may be made to the circuit or superior court of the county in which the registered agent referred to in ~~IC 23-16-2-3~~ **IC 23-0.5-4** is located.

SECTION 76. IC 23-16-9-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 3. (a) Unless otherwise provided in the partnership agreement, the general partners who have not wrongfully dissolved a limited partnership or, if none, the limited partners, may wind up the limited partnership's affairs. However, the circuit or superior court of the county in which the office of the limited partnership referred to in ~~IC 23-16-2-3~~ **IC 23-0.5-4** is located, or if the office referred to in ~~IC 23-16-2-3~~ **IC 23-0.5-4** is not within Indiana, the circuit or superior court of the county in which the business address of the registered agent referred to in ~~IC 23-16-2-3~~ **IC 23-0.5-4** is located, may wind up the limited partnership's affairs upon application of any partner or of any partner's legal representative or assignee, and in connection with the winding up, may appoint a liquidating trustee.

(b) Upon the dissolution of a limited partnership, the persons winding up the affairs of a limited partnership may, in the name of the limited

partnership and for and on behalf of the limited partnership, prosecute and defend civil, criminal, and administrative proceedings, settle and close the limited partnership's business, dispose of and convey the limited partnership's property, discharge the limited partnership's liabilities, and distribute to the partners any remaining assets of the limited partnership, all without affecting the liability of limited partners.

SECTION 77. IC 23-16-10 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Foreign Limited Partnerships).

SECTION 78. IC 23-16-12-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 2. (a) After July 1, 1988, this article applies to all domestic and foreign limited partnerships, except as provided in this section.

(b) IC 23-16-6-1, IC 23-16-6-2, and IC 23-16-7-8 apply only to contributions and distributions made after July 1, 1988.

(c) IC 23-16-8-4 applies only to assignments made after July 1, 1988.

(d) IC 23-16-10 **(repealed January 1, 2018)** does not apply before January 1, 1989.

(e) Unless agreed otherwise by all of the partners, the applicable provisions of IC 23-4-2 (repealed effective July 1, 1993) governing allocation of profits and losses (rather than the provisions of IC 23-16-6-3), distributions to a withdrawing partner (rather than the provisions of IC 23-16-7-4), and distribution of assets upon the winding up of a limited partnership (rather than the provisions of IC 23-16-9-4) govern limited partnerships formed before July 1, 1988.

(f) A limited partnership existing under IC 23-4-2 before July 1, 1988, is not required to file a certificate of limited partnership complying with IC 23-16-3 with the secretary of state, and is not subject to or governed by IC 23-16-3-2, until the earlier of the following:

(1) The voluntary filing by the limited partnership of a certificate of limited partnership with the secretary of state in the manner required by this article.

(2) July 1, 1993.

(g) Until July 1, 1993, a limited partnership existing under IC 23-4-2 before July 1, 1988, that does not file a certificate of limited partnership in accordance with subsection (f)(1) is governed by IC 23-4-2.

(h) If a limited partnership existing under IC 23-4-2 before July 1, 1988, does not file a certificate of limited partnership or a certificate of amendment with the secretary of state by July 1, 1993, and no event has occurred that, under this article, requires the filing of a certificate of amendment, then:

(1) the limited partnership continues to exist as a limited partnership under this article, and the failure to file a certificate with

the secretary of state does not impair the validity of any contract or act of the limited partnership nor prevent the limited partnership from defending any action in any court in Indiana;

(2) a limited partner of the limited partnership is not liable as a general partner solely by reason of the failure to file a certificate with the secretary of state; and

(3) the limited partnership may not maintain an action in any court of Indiana until it has filed a certificate with the secretary of state in compliance with this article.

(i) All references to this article in the limited partnership agreement and other rules that govern the internal affairs of a limited partnership are considered references to IC 23-0.5 and IC 23-0.6 also.

SECTION 79. IC 23-16-12-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 3. In any case not provided for in this article, the provisions of **IC 23-0.5 and** IC 23-4-1 govern.

SECTION 80. IC 23-16-12-4 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 4. (a) This subsection applies before July 1, 2016. The secretary of state shall collect the following fees when the documents described in this section are delivered by a domestic or foreign limited partnership to the secretary of state for filing:~~

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

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

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

(b) This subsection applies after June 30, 2016. The secretary of state shall collect the following fees when the documents described in this section are delivered by a domestic or foreign limited partnership to the secretary of state for filing:

Document		Electronic Filing Fee	Filing Fee (Other than electronic filing)
(1)	Application for reservation of name	$10	
(2)	Application for use of indistinguishable name	$10	$20
(3)	Application for renewal of reservation	$10	
(4)	Notice of transfer of reserved name	$10	
(5)	Certificate of change		

	of registered agent's business address	No fee	No fee
(6)	Certificate of resignation of agent	No fee	No fee
(7)	Certificate of limited partnership	$75	$100
(8)	Certificate of amendment	$20	$30
(9)	Certificate of cancellation	$75	$90
(10)	Restated certificate of limited partnership or registration	$20	$30
(11)	Restated certificate of limited partnership or registration with amendments	$20	$30
(12)	Application for registration	$75	$125
(13)	Certificate of change of application	$20	$30
(14)	Certificate of cancellation of registration	$20	$30
(15)	Certificate of change of registered agent	No fee	No fee
(16)	Application for certificate of existence or authorization	$15	$30
(17)	Any other document required or permitted to be filed under this article, including an application for any other certificates or certification certificate (except for any such other certificates that the secretary of state may determine to issue without an additional fee in connection with particular filings)	$20	$30

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

(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 limited partnership:

(1) Per page for copying $ 1

(2) For a certification stamp $15

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

SECTION 81. IC 23-16-12-5 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. 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 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 82. IC 23-16-12-5.1 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 5.1. For purposes of this article, a document is delivered for filing if the document is transferred to the secretary of state by hand, mail, or a form of electronic transmission meeting the requirements established by the secretary of state.~~

SECTION 83. IC 23-16-12-6 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 6. (a) A document accepted for filing is effective:~~

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

~~(2) at such later time as is specified in the document as provided in subsection (b).~~

~~(b) A document may specify a delayed effective time on the date filed, or a delayed effective time and date, and if it does so the document becomes effective at the time and date specified. If a delayed effective date but no time is specified, the document is effective at 12:01 a.m. on that date. A delayed effective date for a document may not be later than ninety (90) days after the date it is filed.~~

SECTION 84. IC 23-16-12-7 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 7. A person who signs a document that the person knows is false in a material respect with the intent that the document be delivered to the secretary of state for filing commits a Class A misdemeanor.~~

SECTION 85. IC 23-17-1-5 IS ADDED TO THE INDIANA CODE AS A **NEW** SECTION TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: **Sec. 5. All references to this article in the articles of incorporation, bylaws, and other rules that govern the internal affairs of a nonprofit corporation are considered references to IC 23-0.5 and IC 23-0.6 also.**

SECTION 86. IC 23-17-2-21, AS AMENDED BY P.L.119-2015, SECTION 49, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 21. "Principal office" means the office, inside or outside of Indiana, designated in a biennial report filed under ~~IC 23-17-27-8~~ **IC 23-0.5-2-13** where the principal offices of a domestic or foreign corporation are located.

SECTION 87. IC 23-17-3-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 2. Articles of incorporation must contain the following:

(1) A corporate name for the corporation that satisfies the requirements of ~~IC 23-17-5-1.~~ **IC 23-0.5-3.**

(2) One (1) of the following statements:

(A) "This corporation is a public benefit corporation".

(B) "This corporation is a mutual benefit corporation".

(C) "This corporation is a religious corporation".

(3) **The following information:**

(A) Before January 1, 2018, the street address of the corporation's initial registered office in Indiana and the name of the corporation's initial registered agent at that office.

(B) After December 31, 2017, the name and street address of the corporation's initial registered agent.

(4) The name and address of each incorporator.

(5) Whether or not the corporation will have members.

(6) Provisions that are not inconsistent with any law regarding the distribution of assets on dissolution.

SECTION 88. IC 23-17-5 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Corporate Names).

SECTION 89. IC 23-17-6 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Offices and Agents).

SECTION 90. IC 23-17-19-4.5 IS ADDED TO THE INDIANA CODE AS A **NEW** SECTION TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: **Sec. 4.5. (a) After a merger is authorized, and at any time before the articles of merger are filed, the planned merger may be amended in accordance with the procedure set forth in the plan of merger or, if none is set forth, in the manner determined by the board of directors.**

(b) After a merger is authorized, and at any time before the articles of merger are filed, the planned merger may be abandoned (subject to any contractual rights), without further member action, in accordance with the procedure set forth in the plan of merger or, if none is set forth, in the manner determined by the board of directors.

SECTION 91. IC 23-17-21-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 2. (a) A mutual benefit corporation may purchase the corporation's memberships if, after the purchase is completed:

(1) the corporation would be able to pay the corporation's debts as the debts become due in the usual course of the corporation's activities; and

(2) the corporation's total assets would at least equal the sum of the corporation's total liabilities.

(b) Corporations may make distributions upon dissolution in conformity with **IC 23-0.5-6,** IC 23-17-22, ~~IC 23-17-23,~~ or IC 23-17-24.

(c) A corporation may, in conformity with the purposes of the corporation, make distributions to and confer benefits on a member or an affiliate that is a governmental entity (as defined under IC 34-6-2-49) or a member or an affiliate that is another nonprofit domestic or foreign entity if, after any distribution is completed:

(1) the corporation would be able to pay the corporation's debts as the debts become due in the usual course of the corporation's activities; and

(2) the corporation's total assets would at least equal the corporation's total liabilities.

An affiliate is an entity that directly or indirectly controls, is controlled by, or is under common control with the corporation. Control includes the power to select the corporation's board of directors.

(d) Corporations may repay loans or advances in accordance with and to the extent authorized under IC 23-17-7-9.

SECTION 92. IC 23-17-23 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Administrative Dissolution).

SECTION 93. IC 23-17-26 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Foreign Corporations).

SECTION 94. IC 23-17-27-1, AS AMENDED BY P.L.119-2015, SECTION 61, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 1. (a) A corporation shall keep as permanent records a record of the following:

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

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

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

(b) A corporation shall maintain appropriate accounting records.

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

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

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

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

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

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

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

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

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

(7) The corporation's most recent biennial report delivered to the secretary of state under ~~section 8 of this chapter.~~ **IC 23-0.5-2-13.**

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

(1) The date of the next annual meeting.

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

SECTION 95. IC 23-17-27-8 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 8. (a) A biennial report accompanied by the filing fee must be filed with the secretary of state by all nonprofit domestic and foreign corporations incorporated under this article or a previous statute. However, this section does not apply to a corporation that is already required to file a biennial report with the secretary of state.~~

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

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

~~(2) The street address of its registered office and the name of its registered agent at the office in Indiana.~~

~~(3) The address of its principal office.~~

~~(4) The names and business or residence addresses of its directors, secretary, and highest executive officer.~~

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

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

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

SECTION 96. IC 23-17-29 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Filing Documents; Fees).

SECTION 97. IC 23-17-31 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Domestication of Nonprofit Corporation).

SECTION 98. IC 23-18-2-8 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 8. (a) The name of each limited liability company as set forth in its articles of organization:~~

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

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

~~(B) "LLC";~~

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

~~(3) except as provided in subsection (b), must be such as to distinguish the name upon the records of the office of the secretary of state from the name of any limited liability company or other business entity reserved or organized under the laws of Indiana or authorized to transact business in Indiana.~~

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

~~(1) the other domestic or foreign limited liability company or other business entity files its written consent to the use of its name; or~~

~~(2) the applicant delivers to the secretary of state a certified copy of a final court judgment from a circuit or superior court in the state of~~

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

SECTION 99. IC 23-18-2-9 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 9. (a) A person may reserve the exclusive right to the use of a name by delivering an electronic application to the secretary of state. The application must set forth the name and address of the applicant and the name to be reserved. If the secretary of state finds that the name is available, the secretary of state shall reserve the name for the exclusive use of the applicant for renewable one hundred twenty (120) day periods.~~

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

SECTION 100. IC 23-18-2-10 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 10. (a) A limited liability company must continuously maintain in Indiana the following:~~

~~(1) A registered office.~~

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

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

~~(B) A domestic limited liability company, domestic corporation, or nonprofit domestic corporation whose business office is identical with the registered office.~~

~~(C) A foreign limited liability company, foreign corporation, or nonprofit foreign corporation authorized to transact business in Indiana whose business office is identical with the registered office.~~

~~(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.~~

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

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

~~(2) authorized to receive communications from the registered agent. The natural person is considered to be the communications contact for the limited liability company.~~

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

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

SECTION 101. IC 23-18-2-11 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 11. (a) A limited liability company may change its registered office or registered agent by delivering to the secretary of state for filing a statement of change that sets forth the following:~~

~~(1) The name of the limited liability company.~~

~~(2) The street address of its current registered office.~~

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

~~(4) The name of its current registered agent.~~

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

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

~~(b) If a registered agent changes the street address of the registered agent's business office, the registered agent may change the street address of the registered office of any limited liability company that the registered agent serves by notifying the limited liability company in writing of the change and signing either manually or in facsimile and delivering to the secretary of state for filing a statement that complies with the requirements of subsection (a) and states that the limited liability company has been notified of the change.~~

SECTION 102. IC 23-18-2-12 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 12. (a) A registered agent may resign the agency appointment by signing and delivering to the secretary of state for filing as described in IC 23-18-12 a statement of resignation. The statement may include a statement that the registered office is also discontinued.~~

~~(b) After filing the statement, the secretary of state shall mail one (1) copy to the limited liability company at the limited liability company's principal office and one (1) copy to the registered office, if not discontinued.~~

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

SECTION 103. IC 23-18-2-13 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 13. (a) A limited liability company's registered agent is the limited liability company's agent for service of process, notice, or demand required or permitted by law to be served on the limited liability company.~~

~~(b) If a limited liability company does not have a registered agent or the agent cannot with reasonable diligence be served, the limited liability company may be served by registered or certified mail, return receipt requested, addressed to the limited liability company at the limited liability company's principal office. Service is perfected under this subsection at the earliest of the following:~~

~~(1) The date the limited liability company receives the mail.~~

~~(2) The date shown on the return receipt, if signed on behalf of the limited liability company.~~

~~(3) Five (5) days after the deposit of the service in the United States mail, if mailed postpaid and correctly addressed.~~

~~(c) This section does not prescribe the only means, or necessarily the required means, of serving a limited liability company.~~

SECTION 104. IC 23-18-6-0.5 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 0.5. A limited liability company formed under this article or a foreign limited liability company admitted to transact business in Indiana under ~~IC 23-18-11~~ **IC 23-0.5-5** may have at least one (1) member.

SECTION 105. IC 23-18-7 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Merger).

SECTION 106. IC 23-18-10 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Administrative Dissolution).

SECTION 107. IC 23-18-11 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Foreign Limited Liability Companies).

SECTION 108. IC 23-18-12 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. (Filing Requirements, Fees, and Other Administrative Provisions).

SECTION 109. IC 23-18-13-2 IS ADDED TO THE INDIANA CODE AS A **NEW** SECTION TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: **Sec. 2. All references to this article in the articles of organization, operating agreement, and other rules that govern the internal affairs of a limited liability company are considered references to IC 23-0.5 and IC 23-0.6 also.**

SECTION 110. IC 23-18.1-3-1, AS ADDED BY P.L.170-2016, SECTION 19, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 1. (a) A master limited liability company must be organized in accordance with IC 23-18-2 and its articles of organization must authorize the designation of one (1) or more series.

(b) A foreign master limited liability company must be:

(1) authorized to transact business in Indiana in accordance with ~~IC 23-18-11;~~ **IC 23-0.5-5;** and

(2) organized under a law that allows for the designation of one (1) or more series.

Its articles of organization must authorize the designation of one (1) or more series.

SECTION 111. IC 23-18.1-3-3, AS ADDED BY P.L.170-2016, SECTION 19, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 3. (a) This section does not apply to a limited liability company that is a party to a merger if the members are not entitled to vote on the merger under ~~IC 23-18-7.~~ **IC 23-0.6-2-3.**

(b) If:

(1) a domestic entity that is not a series limited liability company is a party to:

(A) a merger, consolidation, or conversion; or

(B) the exchanging entity in a share exchange; and

(2) the surviving entity in the merger, consolidation, conversion, or share exchange is to be a series limited liability company;

the plan of merger, consolidation, conversion, or share exchange must be adopted by the domestic entity by unanimous consent of the members, shareholders, or partners, as applicable.

SECTION 112. IC 23-18.1-3-5, AS ADDED BY P.L.170-2016, SECTION 19, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 5. (a) This section does not apply to a limited liability company that is a party to a merger if the members of the limited liability company are not entitled to vote on the merger under ~~IC 23-18-7.~~ **IC 23-0.6-2-3.**

(b) If a plan of merger, consolidation, conversion, or share exchange would have the effect of terminating the status of a limited liability company as a series limited liability company, the plan must be adopted by unanimous consent of the members in order to be effective.

SECTION 113. IC 23-18.1-6-4, AS ADDED BY P.L.170-2016, SECTION 19, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 4. (a) A series with limited liability may be dissolved by filing with the secretary of state articles of designation. The

articles of designation must contain all the following to dissolve the series:

(1) The name of the series being dissolved.

(2) The date the articles of designation forming the series were filed.

(3) The date dissolution occurred.

(b) The master limited liability company and any series of the master limited liability company may be voluntarily or administratively dissolved in the same manner as provided for in IC 23-18-9 and ~~IC 23-18-10.~~ **IC 23-0.5-6.**

(c) On application by or for a member or manager associated with a series, the circuit or superior court of the county in which the master limited liability company's:

(1) principal office; or

(2) if there is no principal office in Indiana, registered office;

is located, may decree dissolution of the series whenever it is not reasonably practicable to carry on the business of the series in conformity with the operating agreement of the master limited liability company.

(d) Except to the extent otherwise provided in the operating agreement, a series may be dissolved and its affairs wound up without causing the dissolution of the master limited liability company or any other series of the master limited liability company. The dissolution of a series does not affect the limitation on liabilities of the series provided in IC 23-18.1-5.

(e) The dissolution of the master limited liability company shall cause the dissolution of any series of the master limited liability company.

SECTION 114. IC 23-18.1-6-6, AS ADDED BY P.L.170-2016, SECTION 19, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 6. The fees established in ~~IC 23-18-12-3~~ **IC 23-0.5-9** apply to any documents under this article delivered to the secretary of state for filing.

SECTION 115. IC 23-18.1-6-7, AS ADDED BY P.L.170-2016, SECTION 19, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 7. (a) Except as otherwise provided in this section, the name requirements found in ~~IC 23-18-2-8~~ **IC 23-0.5-3** are generally applicable to all series limited liability companies.

(b) The name of a master limited liability company must contain, in addition to the requirements of ~~IC 23-18-2-8,~~ **IC 23-0.5-3-2(d),** "-S" after the corporate ending.

(c) Except in the case of a foreign limited liability company that has adopted ~~a fictitious~~ **an alternate** name under ~~IC 23-18-11-7,~~ **IC 23-0.5-5-6,** the name of the series with limited liability must:

(1) contain the entire name of the master limited liability company;

(2) contain the word "series";

(3) be distinguishable from the names of the other series set forth in the articles of organization of the master limited liability company or the articles of designation filed for any other series of the master limited liability company; and

(4) be distinguishable from the names of any limited liability company or other business entity reserved or organized under the laws of Indiana or authorized to transact business in Indiana.

(d) In the case of a foreign limited liability company that has adopted ~~a fictitious~~ **an alternate** name under ~~IC 23-18-11-7,~~ **IC 23-0.5-5-6,** the name of the series with limited liability must contain the entire name under which the foreign limited liability company has been admitted to transact business in Indiana.

SECTION 116. IC 23-18.1-6-8, AS ADDED BY P.L.170-2016, SECTION 19, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 8. (a) A master limited liability company must continuously maintain a registered agent ~~and a registered office~~ in Indiana as required under ~~IC 23-18-2-10.~~ **IC 23-0.5-4-1.**

(b) The registered agent ~~and registered office~~ of the master limited liability company ~~serve~~ **serves** as the agent and office for service of process in Indiana for each series of the master limited liability company.

SECTION 117. IC 23-18.1-6-9, AS ADDED BY P.L.170-2016, SECTION 19, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 9. (a) The master limited liability company shall file a biennial report as required under ~~IC 23-18-12-11.~~ **IC 23-0.5-2-13.**

(b) A biennial report of the master limited liability company serves as the biennial report for each series of the master limited liability company.

SECTION 118. IC 23-18.1-7-1, AS ADDED BY P.L.170-2016, SECTION 19, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 1. (a) A foreign master limited liability company, as permitted in the jurisdiction of its organization, that has:

(1) established one (1) or more series having separate rights, powers, or duties; and

(2) limited the liabilities of the series so that the debts, liabilities, and obligations incurred, contracted for, or otherwise existing with respect to:

(A) a particular series, are enforceable against the assets of the series only, and not against the assets of the master limited liability company generally or any other series of the master limited liability company; and

(B) the master limited liability company generally or any other series of the master limited liability company, are not enforceable against the assets of the series;

may, on behalf of itself or any of its series, register to do business in Indiana in accordance with ~~IC 23-18-11-4.~~ **IC 23-0.5-5-3.**

(b) Any series of a foreign master limited liability company described in subsection (a) may, on behalf of the series, register to do business in Indiana in accordance with ~~IC 23-18-11-4.~~ **IC 23-0.5-5-3.**

SECTION 119. IC 24-5-0.5-3, AS AMENDED BY P.L.65-2014, SECTION 7, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 3. (a) A supplier may not commit an unfair, abusive, or deceptive act, omission, or practice in connection with a consumer transaction. Such an act, omission, or practice by a supplier is a violation of this chapter whether it occurs before, during, or after the transaction. An act, omission, or practice prohibited by this section includes both implicit and explicit misrepresentations.

(b) Without limiting the scope of subsection (a), the following acts, and the following representations as to the subject matter of a consumer transaction, made orally, in writing, or by electronic communication, by a supplier, are deceptive acts:

(1) That such subject of a consumer transaction has sponsorship, approval, performance, characteristics, accessories, uses, or benefits it does not have which the supplier knows or should reasonably know it does not have.

(2) That such subject of a consumer transaction is of a particular standard, quality, grade, style, or model, if it is not and if the supplier knows or should reasonably know that it is not.

(3) That such subject of a consumer transaction is new or unused, if it is not and if the supplier knows or should reasonably know that it is not.

(4) That such subject of a consumer transaction will be supplied to the public in greater quantity than the supplier intends or reasonably expects.

(5) That replacement or repair constituting the subject of a consumer transaction is needed, if it is not and if the supplier knows or should reasonably know that it is not.

(6) That a specific price advantage exists as to such subject of a consumer transaction, if it does not and if the supplier knows or should reasonably know that it does not.

(7) That the supplier has a sponsorship, approval, or affiliation in such consumer transaction the supplier does not have, and which

the supplier knows or should reasonably know that the supplier does not have.

(8) That such consumer transaction involves or does not involve a warranty, a disclaimer of warranties, or other rights, remedies, or obligations, if the representation is false and if the supplier knows or should reasonably know that the representation is false.

(9) That the consumer will receive a rebate, discount, or other benefit as an inducement for entering into a sale or lease in return for giving the supplier the names of prospective consumers or otherwise helping the supplier to enter into other consumer transactions, if earning the benefit, rebate, or discount is contingent upon the occurrence of an event subsequent to the time the consumer agrees to the purchase or lease.

(10) That the supplier is able to deliver or complete the subject of the consumer transaction within a stated period of time, when the supplier knows or should reasonably know the supplier could not. If no time period has been stated by the supplier, there is a presumption that the supplier has represented that the supplier will deliver or complete the subject of the consumer transaction within a reasonable time, according to the course of dealing or the usage of the trade.

(11) That the consumer will be able to purchase the subject of the consumer transaction as advertised by the supplier, if the supplier does not intend to sell it.

(12) That the replacement or repair constituting the subject of a consumer transaction can be made by the supplier for the estimate the supplier gives a customer for the replacement or repair, if the specified work is completed and:

(A) the cost exceeds the estimate by an amount equal to or greater than ten percent (10%) of the estimate;

(B) the supplier did not obtain written permission from the customer to authorize the supplier to complete the work even if the cost would exceed the amounts specified in clause (A);

(C) the total cost for services and parts for a single transaction is more than seven hundred fifty dollars ($750); and

(D) the supplier knew or reasonably should have known that the cost would exceed the estimate in the amounts specified in clause (A).

(13) That the replacement or repair constituting the subject of a consumer transaction is needed, and that the supplier disposes of the part repaired or replaced earlier than seventy-two (72) hours after both:

(A) the customer has been notified that the work has been completed; and

(B) the part repaired or replaced has been made available for examination upon the request of the customer.

(14) Engaging in the replacement or repair of the subject of a consumer transaction if the consumer has not authorized the replacement or repair, and if the supplier knows or should reasonably know that it is not authorized.

(15) The act of misrepresenting the geographic location of the supplier by listing ~~a fictitious~~ **an alternate** business name or an assumed business name (as described in ~~IC 23-15-1)~~ **IC 23-0.5-3-4)** in a local telephone directory if:

(A) the name misrepresents the supplier's geographic location;

(B) the listing fails to identify the locality and state of the supplier's business;

(C) calls to the local telephone number are routinely forwarded or otherwise transferred to a supplier's business location that is outside the calling area covered by the local telephone directory; and

(D) the supplier's business location is located in a county that is not contiguous to a county in the calling area covered by the local telephone directory.

(16) The act of listing ~~a fictitious~~ **an alternate** business name or assumed business name (as described in ~~IC 23-15-1)~~ **IC 23-0.5-3-4)** in a directory assistance ~~database~~ **data base** if:

(A) the name misrepresents the supplier's geographic location;

(B) calls to the local telephone number are routinely forwarded or otherwise transferred to a supplier's business location that is outside the local calling area; and

(C) the supplier's business location is located in a county that is not contiguous to a county in the local calling area.

(17) The violation by a supplier of IC 24-3-4 concerning cigarettes for import or export.

(18) The act of a supplier in knowingly selling or reselling a product to a consumer if the product has been recalled, whether by the order of a court or a regulatory body, or voluntarily by the manufacturer, distributor, or retailer, unless the product has been repaired or modified to correct the defect that was the subject of the recall.

(19) The violation by a supplier of 47 U.S.C. 227, including any rules or regulations issued under 47 U.S.C. 227.

(20) The violation by a supplier of the federal Fair Debt Collection Practices Act (15 U.S.C. 1692 et seq.), including any rules or

regulations issued under the federal Fair Debt Collection Practices Act (15 U.S.C. 1692 et seq.).

(21) A violation of IC 24-5-7 (concerning health spa services), as set forth in IC 24-5-7-17.

(22) A violation of IC 24-5-8 (concerning business opportunity transactions), as set forth in IC 24-5-8-20.

(23) A violation of IC 24-5-10 (concerning home consumer transactions), as set forth in IC 24-5-10-18.

(24) A violation of IC 24-5-11 (concerning home improvement contracts), as set forth in IC 24-5-11-14.

(25) A violation of IC 24-5-12 (concerning telephone solicitations), as set forth in IC 24-5-12-23.

(26) A violation of IC 24-5-13.5 (concerning buyback motor vehicles), as set forth in IC 24-5-13.5-14.

(27) A violation of IC 24-5-14 (concerning automatic dialing-announcing devices), as set forth in IC 24-5-14-13.

(28) A violation of IC 24-5-15 (concerning credit services organizations), as set forth in IC 24-5-15-11.

(29) A violation of IC 24-5-16 (concerning unlawful motor vehicle subleasing), as set forth in IC 24-5-16-18.

(30) A violation of IC 24-5-17 (concerning environmental marketing claims), as set forth in IC 24-5-17-14.

(31) A violation of IC 24-5-19 (concerning deceptive commercial solicitation), as set forth in IC 24-5-19-11.

(32) A violation of IC 24-5-21 (concerning prescription drug discount cards), as set forth in IC 24-5-21-7.

(33) A violation of IC 24-5-23.5-7 (concerning real estate appraisals), as set forth in IC 24-5-23.5-9.

(34) A violation of IC 24-5-26 (concerning identity theft), as set forth in IC 24-5-26-3.

(35) A violation of IC 24-5.5 (concerning mortgage rescue fraud), as set forth in IC 24-5.5-6-1.

(36) A violation of IC 24-8 (concerning promotional gifts and contests), as set forth in IC 24-8-6-3.

(37) A violation of IC 21-18.5-6 (concerning representations made by a postsecondary credit bearing proprietary educational institution), as set forth in IC 21-18.5-6-22.5.

(c) Any representations on or within a product or its packaging or in advertising or promotional materials which would constitute a deceptive act shall be the deceptive act both of the supplier who places such representation thereon or therein, or who authored such materials, and such other suppliers who shall state orally or in writing that such

representation is true if such other supplier shall know or have reason to know that such representation was false.

(d) If a supplier shows by a preponderance of the evidence that an act resulted from a bona fide error notwithstanding the maintenance of procedures reasonably adopted to avoid the error, such act shall not be deceptive within the meaning of this chapter.

(e) It shall be a defense to any action brought under this chapter that the representation constituting an alleged deceptive act was one made in good faith by the supplier without knowledge of its falsity and in reliance upon the oral or written representations of the manufacturer, the person from whom the supplier acquired the product, any testing organization, or any other person provided that the source thereof is disclosed to the consumer.

(f) For purposes of subsection (b)(12), a supplier that provides estimates before performing repair or replacement work for a customer shall give the customer a written estimate itemizing as closely as possible the price for labor and parts necessary for the specific job before commencing the work.

(g) For purposes of subsection (b)(15) and (b)(16), a telephone company or other provider of a telephone directory or directory assistance service or its officer or agent is immune from liability for publishing the listing of ~~a fictitious~~ **an alternate** business name or assumed business name of a supplier in its directory or directory assistance ~~database~~ **data base** unless the telephone company or other provider of a telephone directory or directory assistance service is the same person as the supplier who has committed the deceptive act.

(h) For purposes of subsection (b)(18), it is an affirmative defense to any action brought under this chapter that the product has been altered by a person other than the defendant to render the product completely incapable of serving its original purpose.

SECTION 120. IC 25-28.5-1-13 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 13. (a) A person wishing to be licensed as a plumbing contractor or journeyman plumber must file with the commission a written application, on a form provided by the commission, that contains information the commission considers necessary to determine the qualifications of the applicant.

(b) All members of a firm, a copartnership, or an association who engage in the activities defined in this chapter as those of a plumbing contractor must be individually licensed as a plumbing contractor. In the case of a limited partnership, only the general partner must be licensed under this chapter.

(c) In the case of a corporation engaged in the business of a plumbing contractor, the corporation must be licensed as a plumbing contractor and must file with the commission an application as provided for in this chapter. A corporation may not be licensed as a plumbing contractor unless one (1) of the officers or employees of the corporation holds a valid license as a plumbing contractor issued by the commission. Where a license is issued to a corporation, at least one (1) officer or employee of the corporation must be:

(1) licensed as a plumbing contractor;

(2) designated in the application; and

(3) named in the license.

(d) An officer or employee of a corporation desiring to act as a plumbing contractor in connection with the business of the corporation must take out a separate plumbing contractor's license in the officer's or employee's own name.

(e) An application must be signed by the applicant, or the applicant's duly authorized officer or officers. The applicant must make a statement that the applicant has not been convicted of:

(1) an act that would constitute a ground for disciplinary sanction under IC 25-1-11; or

(2) a felony that has a direct bearing on the applicant's ability to practice competently.

(f) A business that provides plumbing services and is required to file a certificate of assumed business name under ~~IC 23-15-1~~ **IC 23-0.5-3-4** must register the name, address, and telephone number of the business with the commission.

SECTION 121. IC 27-13-2-3 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 3. (a) A foreign corporation, other than a foreign corporation defined under IC 27-1-2-3, may obtain a certificate of authority if the foreign corporation:

(1) is authorized to do business in Indiana under ~~IC 23-1-49 or IC 23-17-26;~~ **IC 23-0.5-5;** and

(2) complies with this article.

(b) A foreign corporation (as defined in IC 27-1-2-3) may obtain a certificate of authority if the foreign corporation complies with this article.

(c) A foreign or alien health maintenance organization granted a certificate of authority under this section has the same but no greater rights and privileges than a domestic health maintenance organization.

SECTION 122. IC 27-13-34-7 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 7. (a) After December 31, 1994, a person, corporation, partnership, limited liability

company, or other entity may not operate a limited service health maintenance organization in Indiana without obtaining and maintaining a certificate of authority from the commissioner under this chapter.

(b) A for-profit or nonprofit corporation organized under the laws of another state, other than a foreign corporation defined under IC 27-1-2-3, may obtain a certificate of authority to operate a limited service health maintenance organization in Indiana if the foreign corporation is authorized to do business in Indiana under ~~IC 23-1-49 or IC 23-17-26~~ **IC 23-0.5-5** and complies with this chapter.

(c) A foreign corporation (as defined in IC 27-1-2-3) may obtain a certificate of authority to operate a limited service health maintenance organization in Indiana if the foreign corporation complies with this chapter.

(d) A foreign or alien limited service health maintenance organization granted a certificate of authority under this chapter has the same but not greater rights and privileges than a domestic limited service health maintenance organization.

SECTION 123. IC 28-1-22-1, AS AMENDED BY P.L.217-2007, SECTION 41, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 1. (a) Any bank, savings bank, trust company, corporate fiduciary, credit union, industrial loan and investment company, or savings association that:

(1) is organized under the laws of:

(A) any other state (as defined in IC 28-2-17-19);

(B) the United States; or

(C) any other country;

(2) is not domiciled in Indiana; and

(3) is referred to in this chapter as a corporation or foreign corporation;

shall, before transacting business in this state, obtain a certificate of admission to this state from the department, which must be filed with the secretary of state. A corporation may not do business in Indiana unless a certificate of admission is issued to the corporation by the department.

(b) The activities listed in ~~IC 23-1-49-1(b)~~ **IC 23-0.5-5-5(a)** do not constitute transacting business within the meaning of subsection (a). For the purposes of this section, the list of activities set forth in ~~IC 23-1-49-1(b)~~ **IC 23-0.5-5-5(a)** is not exhaustive.

(c) Isolated business transactions that are not regular, systematic, or continuing do not constitute the transaction of business under subsection (a).

SECTION 124. IC 28-1-22-1.5, AS ADDED BY P.L.186-2015, SECTION 31, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE

JANUARY 1, 2018]: Sec. 1.5. (a) As used in this section, "eligible entity" means a bank, savings bank, trust company, corporate fiduciary, credit union, industrial loan and investment company, or savings association that:

(1) is organized under the laws of:

(A) any other state (as defined in IC 28-2-17-19);

(B) the United States; or

(C) any other country; and

(2) is domiciled in Indiana.

(b) An eligible entity may file with the secretary of state a notice concerning the eligible entity's:

(1) registered office; and

(2) registered agent;

in accordance with ~~IC 23-15-11.~~ **IC 23-0.5-4.**

SECTION 125. IC 28-1-23-2 IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 2. The fees payable to the secretary of state by financial institutions which are organized or reorganized under the laws of this state or under the laws of any other state shall be the same as the fees prescribed in ~~IC 23-1-18,~~ **IC 23-0.5-9,** except that the fee imposed on the basis of the capital stock of any savings association shall be the sum of one dollar ($1) for each original application and one dollar ($1) for each additional application for shares, irrespective of the number of shares to be authorized by such application and issued thereunder.

SECTION 126. IC 35-52-23-1, AS ADDED BY P.L.169-2014, SECTION 2, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JANUARY 1, 2018]: Sec. 1. ~~IC 23-1-18-10~~ **IC 23-0.5-2-9** defines a crime concerning business corporation law, **nonprofit corporations, and limited liability companies.**

SECTION 127. IC 35-52-23-21 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 21. IC 23-17-29-10 defines a crime concerning nonprofit corporations.~~

SECTION 128. IC 35-52-23-22 IS REPEALED [EFFECTIVE JANUARY 1, 2018]. ~~Sec. 22. IC 23-18-12-10 defines a crime concerning limited liability companies.~~

President of the Senate

President Pro Tempore

Speaker of the House of Representatives

Governor of the State of Indiana

Date: _____ Time: _____