

January 27, 1998

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## SENATE BILL No. 346

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DIGEST OF SB0346 (Updated January 22, 1998 11:51 am - DI 44)

**Citations Affected:** IC 23-1-18-3; IC 23-2-1-19.5; IC 23-4-1; IC 23-5-1-10.1; IC 23-16-12-4; IC 23-17-29-3; IC 23-18-12-3; IC 26-1-9-401.

**Synopsis:** Secretary of state fees and penalties. Reduces various fees charged by the secretary of state. Increases from \$5,000 to \$10,000 the maximum civil penalty that may be imposed by the securities commissioner for violations of the securities regulation provisions. Reduces certain fees charged for filing Uniform Commercial Code documents filed with the secretary of state.

**Effective:** July 1, 1998; January 1, 1999.

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**Mills, Skillman, Nugent, Landske**

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January 8, 1998, read first time and referred to Committee on Commerce and Consumer Affairs.  
January 13, 1998, amended, reported favorably — Do Pass; reassigned to Committee on Finance.  
January 26, 1998, reported favorably — Do Pass.

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SB 346—LS 7157/DI 73



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January 27, 1998

Second Regular Session 110th General Assembly (1998)

PRINTING CODE. Amendments: Whenever an existing statute (or a section of the Indiana Constitution) is being amended, the text of the existing provision will appear in this style type, additions will appear in **this style type**, and deletions will appear in ~~this style type~~.

Additions: Whenever a new statutory provision is being enacted (or a new constitutional provision adopted), the text of the new provision will appear in **this style type**. Also, the word **NEW** will appear in that style type in the introductory clause of each SECTION that adds a new provision to the Indiana Code or the Indiana Constitution.

Conflict reconciliation: Text in a statute in *this style type* or ~~this style type~~ reconciles conflicts between statutes enacted by the 1997 General Assembly.

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## SENATE BILL No. 346



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

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

1 SECTION 1. IC 23-1-18-3, AS AMENDED BY P.L.11-1996,  
2 SECTION 10, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE  
3 JANUARY 1, 1999]: Sec. 3. (a) The secretary of state shall collect the  
4 following fees when the documents described in this subsection are  
5 delivered to the secretary of state for filing:

	Document	Fee
6		
7	(1) Articles of incorporation .....	<del>\$90</del> <b>\$25</b>
8	(2) Application for use of	
9	indistinguishable name .....	<del>\$20</del> <b>\$15</b>
10	(3) Application for reserved name .....	<del>\$20</del> <b>\$15</b>
11	(4) Notice of transfer of reserved name .....	<del>\$20</del> <b>\$15</b>
12	(5) Application for registered	
13	name .....	<del>\$30</del> <b>\$15</b>
14	(6) Application for renewal of	
15	registered name .....	<del>\$30</del> <b>\$15</b>
16	(7) Corporation's statement of change	
17	of registered agent or registered	

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1	office or both . . . . .	No Fee
2	(8) Agent's statement of change of	
3	registered office for each	
4	affected corporation . . . . .	No Fee
5	(9) Agent's statement of	
6	resignation . . . . .	No Fee
7	(10) Amendment of articles of	
8	incorporation . . . . .	<del>\$30</del> \$15
9	(11) Restatement of articles of	
10	incorporation . . . . .	<del>\$30</del> \$15
11	With amendment of articles . . . . .	<del>\$30</del> \$15
12	(12) Articles of merger or share	
13	exchange . . . . .	<del>\$90</del> \$15
14	(13) Articles of dissolution . . . . .	<del>\$30</del> \$15
15	(14) Articles of revocation of	
16	dissolution . . . . .	<del>\$30</del> \$15
17	(15) Certificate of administrative	
18	dissolution . . . . .	No Fee
19	(16) Application for reinstatement	
20	following administrative	
21	dissolution . . . . .	<del>\$30</del> \$15
22	(17) Certificate of reinstatement . . . . .	No Fee
23	(18) Certificate of judicial dissolution . . . . .	No Fee
24	(19) Application for certificate of	
25	authority . . . . .	<del>\$90</del> \$25
26	(20) Application for amended certificate	
27	of authority . . . . .	<del>\$30</del> \$15
28	(21) Application for certificate of	
29	withdrawal . . . . .	<del>\$30</del> \$15
30	(22) Certificate of revocation of	
31	authority to transact business . . . . .	No Fee
32	(23) Biennial report . . . . .	<del>\$30</del> \$15
33	(24) Articles of correction . . . . .	<del>\$30</del> \$15
34	(25) Application for certificate of	
35	existence or authorization . . . . .	\$15
36	(26) Any other document required or	
37	permitted to be filed by this	
38	article, including an application	
39	for any other certificates or	
40	certification certificate (except	
41	for any such other certificates	
42	that the secretary of state may	

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1 determine to issue without  
 2 additional fee in connection with  
 3 particular filings) and a request  
 4 for other facts of record under  
 5 section ~~9(b)(6)~~ **9(b)(7)** of this chapter . . . . . ~~\$30~~ **\$15**  
 6 (b) The fee set forth in subsection (a)(23) for filing a biennial  
 7 report is fifteen dollars (\$15), ~~per year~~, to be paid biennially.  
 8 (c) The secretary of state shall collect a fee of ten dollars (\$10)  
 9 each time process is served on the secretary of state under this article.  
 10 If the party to a proceeding causing service of process prevails in the  
 11 proceeding, then that party is entitled to recover this fee as costs from  
 12 the nonprevailing party.  
 13 (d) The secretary of state shall collect the following fees for  
 14 copying and certifying the copy of any filed document relating to a  
 15 domestic or foreign corporation:  
 16 (1) Per page for copying . . . . . ~~\$1~~ **\$0.50**  
 17 (2) For a certification stamp . . . . . \$15  
 18 SECTION 2. IC 23-2-1-19.5 IS AMENDED TO READ AS  
 19 FOLLOWS [EFFECTIVE JULY 1, 1998]: Sec. 19.5. (a) If the  
 20 commissioner determines, after a hearing, that any person has violated  
 21 this chapter, the commissioner may, in addition to or in lieu of all other  
 22 remedies, impose a civil penalty upon any person who has violated this  
 23 chapter. This penalty may not exceed ~~five ten~~ thousand dollars  
 24 (~~\$5,000~~) **(\$10,000)** for each violation of this chapter found to have  
 25 been committed. An appeal from the decision of the commissioner  
 26 imposing a civil penalty under this subsection may be taken by any  
 27 aggrieved party pursuant to section 20 of this chapter.  
 28 (b) The commissioner may bring any action in the circuit or  
 29 superior court of Marion County to enforce payment of any penalty  
 30 imposed under subsection (a).  
 31 (c) Penalties collected under this section shall be deposited in the  
 32 securities division enforcement account established under section 15(c)  
 33 of this chapter.  
 34 SECTION 3. IC 23-4-1-45, AS AMENDED BY P.L.34-1997,  
 35 SECTION 8, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE  
 36 JANUARY 1, 1999]: Sec. 45. (a) To qualify as a limited liability  
 37 partnership, a partnership under this chapter must do the following:  
 38 (1) File a registration with the secretary of state in a form  
 39 determined by the secretary of state that satisfies the following:  
 40 (A) Is signed by one (1) or more partners authorized to sign  
 41 the registration.  
 42 (B) States the name of the limited liability partnership,

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1 which must:

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

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

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

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

13 (E) Contains a brief statement of the business in which the  
14 partnership engages.

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

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

20 (2) File a ~~ninety twenty-five~~ dollar (~~\$90~~) (**\$25**) registration fee  
21 with the registration.

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

25 (c) Registration is effective and a partnership becomes a limited  
26 liability partnership on the date a registration is filed with the secretary  
27 of state or at any later date or time specified in the registration. The  
28 registration remains effective until it is voluntarily withdrawn by filing  
29 with the secretary of state a written withdrawal notice under section  
30 45.2 of this chapter.

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

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

38 SECTION 4. IC 23-4-1-45.1, AS ADDED BY P.L.34-1997,  
39 SECTION 9, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE  
40 JANUARY 1, 1999]: Sec. 45.1. (a) As used in this section, "limited  
41 liability partnership" refers to a:

42 (1) limited liability partnership; or

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1 (2) foreign limited liability partnership;  
2 as defined in section 2 of this chapter.

3 (b) The registration of a limited liability partnership may be  
4 amended by filing in the office of the secretary of state a certificate of  
5 amendment executed by at least one (1) partner authorized to execute  
6 an amendment to the registration.

7 (c) A certificate of amendment must contain the following:

- 8 (1) The name of the limited liability partnership.  
9 (2) The date the registration was filed.  
10 (3) The amendment to the registration.

11 (d) A certificate of amendment must be accompanied by a ~~thirty~~  
12 **fifteen** dollar ~~(\$30)~~ **(\$15)** filing fee.

13 (e) Subject to subsection (f), the registration of a limited liability  
14 partnership may be amended at any time.

15 (f) An amended registration must contain only provisions that may  
16 be lawfully contained in the registration when the amendment is made.

17 SECTION 5. IC 23-4-1-45.2, AS ADDED BY P.L.34-1997,  
18 SECTION 10, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE  
19 JANUARY 1, 1999]: Sec. 45.2. (a) As used in this section, "limited  
20 liability partnership" refers to a:

- 21 (1) limited liability partnership; or  
22 (2) foreign limited liability partnership;  
23 as defined in section 2 of this chapter.

24 (b) The registration of a limited liability partnership may be  
25 withdrawn by filing in the office of the secretary of state a withdrawal  
26 notice executed by at least one (1) partner authorized to execute a  
27 withdrawal notice.

28 (c) A withdrawal notice must contain the following:

- 29 (1) The name of the limited liability partnership.  
30 (2) The date the registration was filed.  
31 (3) A brief statement regarding the reason for filing the  
32 withdrawal notice.  
33 (4) Any other information considered appropriate by the limited  
34 liability partnership.

35 (d) A withdrawal notice must be accompanied by a ~~thirty~~ **fifteen**  
36 dollar ~~(\$30)~~ **(\$15)** filing fee.

37 (e) The withdrawal notice is effective and the partnership ceases  
38 to be a limited liability partnership on the date a withdrawal notice is  
39 filed with the secretary of state or at any later date or time specified in  
40 the notice.

41 SECTION 6. IC 23-4-1-45.3, AS ADDED BY P.L.34-1997,  
42 SECTION 11, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE

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1 JANUARY 1, 1999]: Sec. 45.3. (a) The exclusive right to use a name  
 2 of a limited liability partnership or foreign limited liability partnership  
 3 may be reserved by the following:

4 (1) A person intending to organize a limited liability partnership  
 5 under this article and to adopt that name.

6 (2) A limited liability partnership or any foreign limited liability  
 7 partnership registered in Indiana that, in either case, intends to  
 8 change its name to that name.

9 (3) A foreign limited liability partnership intending to register in  
 10 Indiana and use that name in Indiana.

11 (4) A person intending to organize a foreign limited liability  
 12 partnership and intending to have it registered in Indiana and use  
 13 that name in Indiana.

14 (b) An applicant may reserve a specified name by filing with the  
 15 secretary of state an application executed by the applicant specifying  
 16 the name to be reserved and the name and the address of the applicant,  
 17 along with a ~~twenty~~ **fifteen** dollar ~~(\$20)~~ **(\$15)** fee. If the secretary of  
 18 state finds that the name is available for use by the applicant, the  
 19 secretary of state shall reserve the name for the exclusive use of the  
 20 applicant for a period of one hundred twenty (120) days. After  
 21 reserving a name, the same applicant may reserve the same name for  
 22 successive periods of one hundred twenty (120) days.

23 (c) The exclusive right to use a reserved name may be transferred  
 24 to another person by filing in the office of the secretary of state a notice  
 25 of the transfer, executed by the applicant who reserved the name to be  
 26 transferred and the name and address of the transferee.

27 SECTION 7. IC 23-4-1-49, AS AMENDED BY P.L.34-1997,  
 28 SECTION 12, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE  
 29 JANUARY 1, 1999]: Sec. 49. (1) Before transacting business in this  
 30 state, a foreign limited liability partnership shall do the following:

31 (a) Comply with any statutory or administrative registration or  
 32 filing requirements governing the specific type of business in  
 33 which the partnership is engaged.

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

36 (I) Is signed at least by one (1) partner authorized to sign the  
 37 registration.

38 (II) States the name of the limited liability partnership  
 39 which must contain the words "Limited Liability  
 40 Partnership" or the abbreviation "L.L.P." or "LLP" or other  
 41 similar words or abbreviations as may be required or  
 42 authorized by the laws of the jurisdiction where the

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- 1 partnership is registered as the last words or letters of the  
 2 name.  
 3 (III) States the jurisdiction in which the partnership is  
 4 registered as a limited liability partnership.  
 5 (IV) States the address of the partnership's principal office.  
 6 (V) States the name of the partnership's registered agent and  
 7 the address of the partnership's registered office for service  
 8 of process as required to be maintained by section 50 of this  
 9 chapter.  
 10 (VI) Contains a brief statement of the business in which the  
 11 partnership engages.  
 12 (VII) States any other matters that the partnership  
 13 determines to include.  
 14 (VIII) States that the filing of the registration is evidence of  
 15 the partnership's intention to act as a limited liability  
 16 partnership.  
 17 (c) File a ~~ninety twenty-five~~ **twenty-five** dollar (~~\$90~~) (**\$25**) registration fee  
 18 with the registration.  
 19 (2) The secretary of state shall permit a foreign limited liability  
 20 partnership that:  
 21 (a) submits a completed registration;  
 22 (b) submits the required ~~ninety twenty-five~~ **twenty-five** dollars (~~\$90~~); (**\$25**);  
 23 and  
 24 (c) otherwise complies with this chapter;  
 25 to transact business in the state. A registration remains effective until  
 26 the registration is voluntarily withdrawn under section 45.2 of this  
 27 chapter.  
 28 (3) The internal affairs of foreign limited liability partnerships,  
 29 including the liability of partners for debts, obligations, and liabilities  
 30 of or chargeable to the partnership or a partner or partners, are subject  
 31 to and governed by the laws of the jurisdiction in which the foreign  
 32 limited liability partnership is registered.  
 33 SECTION 8. IC 23-5-1-10.1, AS ADDED BY P.L.34-1997,  
 34 SECTION 15, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE  
 35 JANUARY 1, 1999]: Sec. 10.1. (a) As used in this section, "trust"  
 36 means a:  
 37 (1) domestic business trust; or  
 38 (2) foreign business trust;  
 39 as defined in section 2 of this chapter.  
 40 (b) Each trust authorized to transact business in Indiana shall  
 41 deliver a biennial report to the secretary of state for filing that sets forth  
 42 the following:

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- 1 (1) The name of the trust and the state or country under whose  
 2 law the trust is created.
- 3 (2) The address of the trust's registered office and the name of  
 4 its registered agent at that office in Indiana.
- 5 (3) The address of the trust's principal office.
- 6 (c) When a biennial report is filed, it must be accompanied by the  
 7 following:
- 8 (1) A verified list of the names and addresses of the trustees of  
 9 the business trust.
- 10 (2) Executed copies of all amendments to:
- 11 (A) the original trust instrument; and
- 12 (B) amendments to the trust instrument that:
- 13 (i) were adopted not later than December 31 of the  
 14 preceding year; and
- 15 (ii) have not been filed under section 7 of this chapter.
- 16 (3) A fee of fifteen dollars (\$15) ~~per year~~ to be paid biennially.
- 17 (d) Information in the biennial report must be current as of the date  
 18 the biennial report is executed on behalf of the trust.
- 19 (e) The first biennial report must be delivered to the secretary of  
 20 state in the second year following the calendar year in which a  
 21 domestic business trust was created or a foreign business trust was  
 22 authorized to transact business. The biennial report is due during the  
 23 same month as the month in which the trust was created or authorized  
 24 to transact business.
- 25 (f) Subsequent biennial reports must be delivered to the secretary  
 26 of state every second year following the year in which the last biennial  
 27 report was filed. The secretary of state may accept reports during the  
 28 two (2) months before the month that they are due.
- 29 (g) If a biennial report does not contain the information required  
 30 by this section, the secretary of state shall promptly notify the reporting  
 31 trust in writing and return the report to it for correction. If the report is  
 32 corrected to contain the information required by this section and  
 33 delivered to the secretary of state within thirty (30) days after the  
 34 effective date of notice, it is considered to be timely filed.
- 35 SECTION 9. IC 23-15-1-1, AS AMENDED BY P.L.230-1995,  
 36 SECTION 18, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE  
 37 JULY 1, 1998]: Sec. 1. (a) Except as otherwise provided in section 2  
 38 of this chapter:
- 39 (1) a person conducting or transacting business in Indiana under  
 40 a name, designation, or title other than the real name of the  
 41 person conducting or transacting such business;
- 42 (2) a corporation conducting business in Indiana under a name,

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- 1 designation, or title other than the name of the corporation as  
 2 shown by its articles of incorporation;
- 3 (3) a foreign corporation conducting business in Indiana under  
 4 a name, designation, or title other than the name of the foreign  
 5 corporation as shown by its application for certificate of  
 6 authority to transact business in Indiana;
- 7 (4) a limited partnership conducting business in Indiana under a  
 8 name, designation, or title other than the name of the limited  
 9 partnership as shown by its certificate of limited partnership;
- 10 (5) a foreign limited partnership conducting business in Indiana  
 11 under a name, designation, or title other than the name of the  
 12 limited partnership as shown by its application for registration;
- 13 (6) a limited liability company conducting business in Indiana  
 14 under a name, designation, or title other than as shown by its  
 15 articles of organization;
- 16 (7) a foreign limited liability company conducting business in  
 17 Indiana under a name, designation, or title other than the name  
 18 of the limited liability company as shown by its application for  
 19 registration;
- 20 (8) a limited liability partnership conducting business in Indiana  
 21 under a name, designation, or title other than the name of the  
 22 limited liability partnership as shown by its application for  
 23 registration; and
- 24 (9) a foreign limited liability partnership conducting business in  
 25 Indiana under a name, designation, or title other than the name  
 26 of the limited liability partnership as shown by its application for  
 27 registration;
- 28 shall file for record, in the office of the recorder of each county in  
 29 which a place of business or an office of the person, limited  
 30 partnership, foreign limited partnership, limited liability company,  
 31 foreign limited liability company, corporation, or foreign corporation  
 32 is situated, a certificate stating the assumed name to be used, and, in  
 33 the case of a person, the full name and address of the person engaged  
 34 in or transacting business, or, in the case of a corporation, foreign  
 35 corporation, limited liability company, foreign limited liability  
 36 company, limited partnership, or foreign limited partnership, the full  
 37 name and the address of the corporation's, limited liability company's,  
 38 or limited partnership's principal office in Indiana.
- 39 (b) The recorder shall keep a record of the certificates filed under  
 40 this section and shall keep an index of the certificates showing, in  
 41 alphabetical order, the names of the persons, the names of the  
 42 partnerships, the names of the limited liability companies, the corporate

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1 names of the corporations having such certificates on file in the  
 2 recorder's office, and the assumed names which they intend to use in  
 3 carrying on their businesses as shown by the certificates.

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

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

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

17 (f) A person, partnership, limited liability company, or corporation  
 18 that has filed a certificate of assumed business name under subsection  
 19 (a) or (e) may file a notice of discontinuance of use of assumed  
 20 business name with the secretary of state and with the recorder's office  
 21 in which the certificate was filed or transferred. The secretary of state  
 22 and the recorder shall keep a record of notices filed under this  
 23 subsection.

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

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

35 (1) A fee of ~~thirty~~ **fifteen** dollars (~~\$30~~) (**\$15**) from a corporation  
 36 (other than a nonprofit corporation), limited liability company,  
 37 or a limited partnership.

38 (2) A fee of ~~twenty-six~~ **fifteen** dollars (~~\$26~~) (**\$15**) from a  
 39 nonprofit corporation.

40 SECTION 10. IC 23-16-12-4 IS AMENDED TO READ AS  
 41 FOLLOWS [EFFECTIVE JANUARY 1, 1999]: Sec. 4. (a) The  
 42 secretary of state shall collect the following fees when the documents

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1 described in this section are delivered by a domestic or foreign limited  
 2 partnership or a foreign limited liability company to the secretary of  
 3 state for filing:

4 Document	5 Fee
6 (1) Application for reservation of name . . . . .	\$20 <b>\$15</b>
7 (2) Application for use of indistinguishable 8 name . . . . .	\$20 <b>\$15</b>
9 (3) Application for renewal of reservation . . . . .	\$20 <b>\$15</b>
10 (4) Notice of transfer or cancellation of 11 reservation . . . . .	\$20 <b>\$15</b>
12 (5) Certificate of change of registered agent's 13 business address . . . . .	No fee
14 (6) Certificate of resignation of agent . . . . .	No fee
15 (7) Certificate of limited partnership . . . . .	<del>\$90</del> <b>\$25</b>
16 (8) Certificate of amendment . . . . .	<del>\$30</del> <b>\$15</b>
17 (9) Certificate of cancellation . . . . .	<del>\$90</del> <b>\$15</b>
18 (10) Restated certificate of limited partnership 19 or registration . . . . .	<del>\$30</del> <b>\$15</b>
20 (11) Restated certificate of limited partnership 21 or registration with amendments . . . . .	<del>\$30</del> <b>\$15</b>
22 (12) Application for registration . . . . .	<del>\$90</del> <b>\$25</b>
23 (13) Certificate of change of application . . . . .	<del>\$30</del> <b>\$15</b>
24 (14) Certificate of cancellation of 25 registration . . . . .	<del>\$30</del> <b>\$15</b>
26 (15) Certificate of change of registered agent . . . . .	No fee
27 (16) Application for certificate of existence or 28 authorization . . . . .	\$15
29 (17) Any other document required or permitted to be 30 filed under this article, including an application 31 for any other certificates or certification 32 certificate (except for any such other certificates 33 that the secretary of state may determine to issue 34 without additional fee in connection with particular 35 filings) . . . . .	<del>\$30</del> <b>\$15</b>

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

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

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1	(1) Per page for copying . . . . .	\$ ± \$0.50
2	(2) For a certification stamp . . . . .	\$15
3	SECTION 11. IC 23-17-29-3 IS AMENDED TO READ AS	
4	FOLLOWS [EFFECTIVE JANUARY 1, 1999]: Sec. 3. (a) The	
5	secretary of state shall collect the following fees when the following	
6	documents are delivered for filing:	
7	DOCUMENT	FEE
8	(1) Articles of Incorporation	<del>\$30</del> \$25
9	(2) Application for use of	
10	indistinguishable name	<del>\$20</del> \$15
11	(3) Application for reserved name	<del>\$20</del> \$15
12	(4) Notice of transfer of reserved name	<del>\$20</del> \$15
13	(5) Application for registered name	<del>\$30</del> \$15
14	(6) Application for renewal of	
15	registered name	<del>\$30</del> \$15
16	(7) Corporation's statement of change	
17	of registered agent or registered	
18	office or both	no fee
19	(8) Agent's statement of change of	
20	registered office for each	
21	affected corporation	no fee
22	(9) Agent's statement of resignation	no fee
23	(10) Amendment of articles of	
24	incorporation	<del>\$30</del> \$15
25	(11) Restatement of articles of	
26	incorporation with amendments	<del>\$30</del> \$15
27	(12) Articles of merger	<del>\$30</del> \$15
28	(13) Articles of dissolution	<del>\$30</del> \$15
29	(14) Articles of revocation of	
30	dissolution	<del>\$30</del> \$15
31	(15) Certificate of administrative	
32	dissolution	no fee
33	(16) Application for reinstatement	
34	following administrative	
35	dissolution	<del>\$30</del> \$15
36	(17) Certificate of reinstatement	no fee
37	(18) Certificate of judicial dissolution	no fee
38	(19) Application for certificate of	
39	authority	<del>\$30</del> \$15
40	(20) Application for amended certificate	
41	of authority	<del>\$30</del> \$15
42	(21) Application for certificate of	

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1	withdrawal	<del>\$30</del> <b>\$15</b>
2	(22) Certificate of revocation of	
3	authority to transact business	no fee
4	(23) Annual report	\$10
5	(24) Articles of correction	<del>\$30</del> <b>\$15</b>
6	(25) Certificate of existence	\$15
7	(26) Any other document required or	
8	permitted to be filed by this	
9	article	<del>\$30</del> <b>\$15</b>
10	(b) The secretary of state shall collect a fee of ten dollars (\$10)	
11	upon being served with process under this article. The party to a	
12	proceeding causing service of process may recover the fee paid the	
13	secretary of state as costs if the party prevails in the proceeding.	
14	(c) The secretary of state shall collect the following fees for	
15	copying and certifying the copy of any filed document relating to a	
16	domestic or foreign corporation:	
17	(1) <del>One dollar (\$1)</del> <b>Fifty cents (\$0.50)</b> a page for copying.	
18	(2) Fifteen dollars (\$15) for the certification stamp.	
19	SECTION 12. IC 23-18-12-3, AS AMENDED BY P.L.11-1996,	
20	SECTION 31, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE	
21	JANUARY 1, 1999]: Sec. 3. (a) The secretary of state shall collect the	
22	following fees when the documents described in this section are	
23	delivered for filing:	
24	Document	Fee
25	(1) Articles of organization . . . . .	<del>\$90</del> <b>\$25</b>
26	(2) Application for use of	
27	indistinguishable name . . . . .	<del>\$20</del> <b>\$15</b>
28	(3) Application for reservation of name . . . . .	<del>\$20</del> <b>\$15</b>
29	(4) Application for renewal of	
30	reservation . . . . .	<del>\$20</del> <b>\$15</b>
31	(5) Notice of transfer or cancellation	
32	of reservation . . . . .	<del>\$20</del> <b>\$15</b>
33	(6) Certificate of change of registered	
34	agent's business address . . . . .	No Fee
35	(7) Certificate of resignation of	
36	agent . . . . .	No Fee
37	(8) Articles of amendment . . . . .	<del>\$30</del> <b>\$15</b>
38	(9) Restatement of articles of	
39	organization . . . . .	<del>\$30</del> <b>\$15</b>
40	(10) Articles of dissolution . . . . .	<del>\$30</del> <b>\$15</b>
41	(11) Application for certificate of	
42	authority . . . . .	<del>\$90</del> <b>\$25</b>

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- 1 (12) Application for amended
- 2 certificate of authority . . . . . ~~\$30~~ **\$15**
- 3 (13) Application for certificate of
- 4 withdrawal . . . . . ~~\$30~~ **\$15**
- 5 (14) Application for reinstatement
- 6 following administrative dissolution . . . . . ~~\$30~~ **\$15**
- 7 (15) Articles of correction . . . . . ~~\$30~~ **\$15**
- 8 (16) Certificate of change of
- 9 registered agent . . . . . No Fee
- 10 (17) Application for certificate of
- 11 existence or authorization . . . . . \$15
- 12 (18) Biennial report . . . . . ~~\$30~~ **\$15**
- 13 (19) Any other document required or
- 14 permitted to be filed under this article . . . . . ~~\$30~~ **\$15**

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

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

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

- 25 (1) ~~One dollar (\$1)~~ **Fifty cents (\$0.50)** per page for copying.
- 26 (2) Fifteen dollars (\$15) for certification stamp.

27 SECTION 13. IC 26-1-9-401, AS AMENDED BY  
 28 P.L.253-1997(SS), SECTION 25, IS AMENDED TO READ AS  
 29 FOLLOWS [EFFECTIVE JULY 1, 1998]: Sec. 401. (1) The proper  
 30 place to file in order to perfect a security interest is as follows:

31 (a) When the collateral is consumer goods, equipment used in  
 32 farming operations, or farm products, or accounts or general  
 33 intangibles arising from or relating to the sale of farm products  
 34 by a farmer, or consumer goods, then in the office of the county  
 35 recorder in the county of the debtor's residence or if the debtor  
 36 is not a resident of this state then in the office of the county  
 37 recorder in the county where the goods are kept, and in addition  
 38 when the collateral is crops, growing or to be grown, in the office  
 39 of the county recorder in the county where the land is located.

40 (b) When the collateral is timber to be cut or is minerals or the  
 41 like (including oil and gas) or accounts subject to  
 42 IC 26-1-9-103(5), or when the financing statement is filed as a

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1 fixture filing (IC 26-1-9-313) and the collateral is goods which  
 2 are or are to become fixtures, then in the office where a  
 3 mortgage on the real estate would be filed or recorded.  
 4 (c) In all other cases, in the office of the secretary of state.  
 5 (2) A filing which is made in good faith in an improper place or  
 6 not in all of the places required by this section is nevertheless effective  
 7 with regard to any collateral as to which the filing complied with the  
 8 requirements of IC 26-1-9 and is also effective with regard to collateral  
 9 covered by the financing statement against any person who has  
 10 knowledge of the contents of such financing statement.  
 11 (3) A filing which is made in the proper place in this state  
 12 continues effective even though the debtor's residence or place of  
 13 business or the location of the collateral or its use, whichever  
 14 controlled the original filing, is thereafter changed.  
 15 (4) The rules stated in IC 26-1-9-103 determine whether filing is  
 16 necessary in this state.  
 17 (5) For the purposes of this section, the residence of an  
 18 organization is its place of business if it has one or its chief executive  
 19 office if it has more than one (1) place of business.  
 20 (6) From amounts collected by the secretary of state from and in  
 21 connection with filings and requests under IC 26-1 there shall be paid  
 22 from the general fund, as the primary source of such payment, all valid  
 23 judgments recovered or to be recovered against county or state filing  
 24 officers or their employees for failure to properly file or furnish correct  
 25 information in connection with a request made as to filings and record  
 26 searches under the filing system of the Uniform Commercial Code.  
 27 Judgments payable under this section shall be paid if the attorney  
 28 general is served with a copy of the summons in the original action and  
 29 given an opportunity to defend; or, if he is not served, only upon  
 30 motion and de novo hearing without jury trial made to the court  
 31 rendering the judgment after service of notice thereof upon the attorney  
 32 general, and after the court enters findings and judgment showing the  
 33 amount properly payable under IC 26-1. Any affected party or the  
 34 attorney general may appeal from the original or the judgment entered  
 35 pursuant to the motion. Not more than one hundred thousand dollars  
 36 (\$100,000) shall be paid from amounts collected by the secretary of  
 37 state in any fiscal year.  
 38 (7) A document described in subsection (8), ~~(9)~~; **(10), (11)** or (12)  
 39 must be in the standard form prescribed by the secretary of state to be  
 40 accepted for filing.  
 41 (8) **The secretary of state shall charge a fee for filing each of the**  
 42 **following is four dollars (\$4) for filing, or indexing where**

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1 **appropriate, each of the following:**

2 (a) ~~Original~~ financing statements ~~if filed with the secretary of~~  
3 ~~state; and original financing statements indicating an~~  
4 ~~assignment.~~

5 (b) Continuation statements.

6 (c) Separate statements of assignment.

7 (d) Separate amendments of any of the foregoing.

8 (e) Lists of creditors and schedules of property ~~filed with the~~  
9 ~~secretary of state~~ for entry in the bulk sale file.

10 ~~(f) Partial releases; if filed with the county recorder.~~

11 ~~(g)~~ (f) Lis pendens and other filings under the Uniform  
12 Commercial Code filing systems.

13 **A fee may not be charged for the filing of a termination statement.**

14 **(9) The fee for any of the following services performed by the**  
15 **secretary of state is one dollar (\$1):**

16 (a) Each debtor name researched under IC 26-1-9-407.

17 (b) Furnishing a filing officer's document under  
18 IC 26-1-9-407(2).

19 **(10) The fee for filing each of the following documents with the**  
20 **county recorder is four dollars (\$4):**

21 (a) Continuation statements.

22 (b) Separate statements of assignment.

23 (c) Separate amendments of an original financing statement,  
24 continuation statement, or separate statement of assignment.

25 (d) Partial releases.

26 (e) Lis pendens and other filings under the Uniform  
27 Commercial Code filing systems.

28 ~~(9)~~ If the document is: ~~(a) filed~~ **(11) The fee for filing an original**  
29 **financing statement** with the county recorder ~~and (b) a financing~~  
30 ~~statement; the fee for filing the document is eight dollars (\$8), which~~  
31 ~~includes a prepaid release fee of four dollars (\$4).~~

32 ~~(10)~~ **(12) An additional fee of one dollar (\$1) shall be paid to the**  
33 **county recorder** for each of the following **that is filed or indexed**  
34 **with the county recorder or furnished by the county recorder:**

35 (a) ~~Filing and indexing~~ A financing statement indicating an  
36 assignment.

37 (b) ~~Filing and indexing~~ A financing statement that is subject to  
38 IC 26-1-9-402(4) **or any of the documents described in**  
39 **subsection (1) or (11) that is filed in the fixture file.**

40 (c) ~~Indexing~~ Each name after the first, including trade names.

41 (d) Furnishing filing data regarding any document.

42 (e) Furnishing a filing officer's document under

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1           IC 26-1-9-407(2). ~~plus fifty cents (\$0.50)~~ for each financing  
2           statement and for each statement of assignment listed on the  
3           filing officer's document.  
4           ~~(11)~~ **(13)** An additional fee of fifty cents (\$0.50) shall be paid for  
5           the following:  
6           (a) ~~Filing any of the foregoing described in subsection (8) or (9)~~  
7           ~~in the fixture file. Each statement listed on the filing officer's~~  
8           ~~document under IC 26-1-9-407(2).~~  
9           (b) Each page of a copy of a document.  
10          ~~(12)~~ No filing fee shall be charged for the filing of termination  
11          statements.

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SENATE MOTION

Mr. President: I move that Senator Nugent be removed as second author and Senator Skillman be added as second author and Senator Nugent be added as coauthor of Senate Bill 346.

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## COMMITTEE REPORT

Mr. President: The Senate Committee on Commerce and Consumer Affairs, to which was referred Senate Bill 346, has had the same under consideration and begs leave to report the same back to the Senate with the recommendation that said bill be AMENDED as follows:

Page 3, line 19, delete "JANUARY 1, 1999" and insert "JULY 1, 1998".

Page 8, between lines 34 and 35, begin a new paragraph and insert:

"SECTION 9. IC 23-15-1-1, AS AMENDED BY P.L.230-1995, SECTION 18, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE JULY 1, 1998]: Sec. 1. (a) Except as otherwise provided in section 2 of this chapter:

- (1) a person conducting or transacting business in Indiana under a name, designation, or title other than the real name of the person conducting or transacting such business;
- (2) a corporation conducting business in Indiana under a name, designation, or title other than the name of the corporation as shown by its articles of incorporation;
- (3) a foreign corporation conducting business in Indiana under a name, designation, or title other than the name of the foreign corporation as shown by its application for certificate of authority to transact business in Indiana;
- (4) a limited partnership conducting business in Indiana under a name, designation, or title other than the name of the limited partnership as shown by its certificate of limited partnership;
- (5) a foreign limited partnership conducting business in Indiana under a name, designation, or title other than the name of the limited partnership as shown by its application for registration;
- (6) a limited liability company conducting business in Indiana under a name, designation, or title other than as shown by its articles of organization;
- (7) a foreign limited liability company conducting business in Indiana under a name, designation, or title other than the name of the limited liability company as shown by its application for registration;
- (8) a limited liability partnership conducting business in Indiana under a name, designation, or title other than the name of the limited liability partnership as shown by its application for registration; and
- (9) a foreign limited liability partnership conducting business in

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Indiana under a name, designation, or title other than the name of the limited liability partnership as shown by its application for registration;

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

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

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

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

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

(f) A person, partnership, limited liability company, or corporation that has filed a certificate of assumed business name under subsection (a) or (e) may file a notice of discontinuance of use of assumed business name with the secretary of state and with the recorder's office in which the certificate was filed or transferred. The secretary of state and the recorder shall keep a record of notices filed under this subsection.

(g) A corporation or limited partnership, domestic or foreign, that

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

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

(1) A fee of ~~thirty~~ **fifteen** dollars (~~\$30~~) (**\$15**) from a corporation (other than a nonprofit corporation), limited liability company, or a limited partnership.

(2) A fee of ~~twenty-six~~ **fifteen** dollars (~~\$26~~) (**\$15**) from a nonprofit corporation."

Page 8, line 39, strike "or a foreign limited liability company".  
Renumber all SECTIONS consecutively.

and when so amended that said bill do pass and be reassigned to the Senate Committee on Finance.

(Reference is to Senate Bill 346 as introduced.)

MILLS, Chairperson

Committee Vote: Yeas 10, Nays 0.

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SENATE MOTION

Mr. President: I move that Senator Landske be added as coauthor  
of Senate Bill 346.

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COMMITTEE REPORT

Mr. President: The Senate Committee on Finance, to which was referred Senate Bill 346, has had the same under consideration and begs leave to report the same back to the Senate with the recommendation that said bill DO PASS.

(Reference is made to Senate Bill 346 as printed January 14, 1998.)

BORST, Chairperson

Committee Vote: Yeas 12, Nays 0.

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