
HOUSE BILL No. 1351

DIGEST OF INTRODUCED BILL

Citations Affected: IC 7.1-1-3; IC 23-15-1-5; IC 23-16; IC 23-16.1; IC 23-18; IC 23-18.1; IC 28-11-5-10; IC 34-30-2.

Synopsis: Limited partnerships and liability companies. Enacts the Uniform Limited Partnership Act (2001) governing limited partnerships and limited liability limited partnerships. Enacts the Revised Uniform Limited Liability Company Act (2006) governing limited liability companies. Provides for biennial reports for both limited partnerships and limited liability companies instead of annual reports as required in both the Uniform Limited Partnership Act and the Revised Uniform Limited Liability Company Act. Specifies transitional provisions. Repeals the limited partnership statute in current law on July 1, 2011. Repeals the limited liability company statute in current law on July 1, 2011.

Effective: July 1, 2010; July 1, 2011.

Foley

January 13, 2010, read first time and referred to Committee on Judiciary.

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Second Regular Session 116th General Assembly (2010)

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 2009 Regular and Special Sessions of the General Assembly.

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HOUSE BILL No. 1351



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 7.1-1-3-20.5 IS AMENDED TO READ AS
2 FOLLOWS [EFFECTIVE JULY 1, 2010]: Sec. 20.5. The term "limited
3 liability company" has the meaning set forth in:

- 4 (1) IC 23-18-1-11 (**before its repeal**);
- 5 (2) **IC 23-18.1-1-9; or**
- 6 (3) **IC 23-18.1-1-10;**

7 **as applicable.**

8 SECTION 2. IC 7.1-1-3-20.7 IS AMENDED TO READ AS
9 FOLLOWS [EFFECTIVE JULY 1, 2010]: Sec. 20.7. The term "limited
10 partnership" has the meaning set forth in:

- 11 (1) IC 23-16-1-9 (**before its repeal**);
- 12 (2) **IC 23-16.1-1-9; or**
- 13 (3) **IC 23-16.1-1-13;**

14 **as applicable.**

15 SECTION 3. IC 23-15-1-5 IS AMENDED TO READ AS
16 FOLLOWS [EFFECTIVE JULY 1 2010]: Sec. 5. As used in this
17 chapter, "person" means an individual, association, or other legal



- 1 entity. The term does not include a:
- 2 (1) corporation (as defined in IC 23-1-20-5);
- 3 (2) foreign corporation (as defined in IC 23-1-20-11);
- 4 (3) foreign limited partnership (as defined in IC 23-16-1-6
- 5 **(before its repeal) or IC 23-16.1-1-9, as applicable);**
- 6 (4) limited partnership (as defined in IC 23-16-1-9 **(before its**
- 7 **repeal) or IC 23-16.1-1-13, as applicable);**
- 8 (5) limited liability company (as defined in IC 23-18-1-11 **(before**
- 9 **its repeal) or IC 23-18.1-1-10, as applicable);** or
- 10 (6) foreign limited liability company (as defined in IC 23-18-1-9
- 11 **(before its repeal) or IC 23-18.1-1-9, as applicable).**

12 SECTION 4. IC 23-16.1 IS ADDED TO THE INDIANA CODE AS
 13 A NEW ARTICLE TO READ AS FOLLOWS [EFFECTIVE JULY 1,
 14 2010]:

15 **ARTICLE 16.1. LIMITED PARTNERSHIPS**

16 **Chapter 1. Definitions**

17 **Sec. 1. The definitions in this chapter apply throughout this**
 18 **article.**

19 **Sec. 2. "Appropriate court" means the following:**

20 (1) **In the case of a limited partnership, the circuit or superior**
 21 **court, as applicable, of:**

22 (A) **the county in which the designated office of the limited**
 23 **partnership is located, if the limited partnership has a**
 24 **designated office;**

25 (B) **the county in which the designated office of the limited**
 26 **partnership will be located, if the designated office of the**
 27 **limited partnership has not yet been established initially;**
 28 **or**

29 (C) **the county in which the limited partnership last**
 30 **maintained a designated office, if the limited partnership**
 31 **does not have a designated office.**

32 (2) **In the case of a foreign limited partnership, the circuit or**
 33 **superior court, as applicable, of:**

34 (A) **the county in which the street address of the foreign**
 35 **limited partnership's agent for service of process is**
 36 **located, if the foreign limited partnership has appointed an**
 37 **agent for service of process; or**

38 (B) **Marion County, if the foreign limited partnership does**
 39 **not have an appointed agent for service of process.**

40 **Sec. 3. "Certificate of limited partnership" means a certificate**
 41 **required by IC 23-16.1-3-1. The term includes the certificate as**
 42 **amended or restated.**

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1 **Sec. 4. "Contribution", except in the term "right of**
2 **contribution", means any benefit provided by a person to a limited**
3 **partnership in order to become a partner or in the person's**
4 **capacity as a partner.**

5 **Sec. 5. "Debtor in bankruptcy" means a person that is the**
6 **subject of:**

7 (1) **an order for relief under Title 11 of the United States Code**
8 **or a comparable order under a successor statute of general**
9 **application; or**

10 (2) **a comparable order under federal, state, or foreign law**
11 **governing insolvency.**

12 **Sec. 6. "Designated office" means:**

13 (1) **with respect to a limited partnership, the office that the**
14 **limited partnership is required to designate and maintain**
15 **under IC 23-16.1-2-13; or**

16 (2) **with respect to a foreign limited partnership, its principal**
17 **office.**

18 **Sec. 7. "Distribution" means a transfer of money or other**
19 **property from a limited partnership to a partner in the partner's**
20 **capacity as a partner or to a transferee on account of a**
21 **transferable interest owned by the transferee.**

22 **Sec. 8. "Foreign limited liability limited partnership" means a**
23 **foreign limited partnership whose general partners have limited**
24 **liability for the obligations of the foreign limited partnership under**
25 **a provision similar to IC 23-16.1-5-4(c).**

26 **Sec. 9. "Foreign limited partnership" means a partnership**
27 **formed under the laws of a jurisdiction other than this state and**
28 **required by those laws to have one (1) or more general partners**
29 **and one (1) or more limited partners. The term includes a foreign**
30 **limited liability limited partnership.**

31 **Sec. 10. "General partner" means:**

32 (1) **with respect to a limited partnership, a person that:**

33 (A) **becomes a general partner under IC 23-16.1-5-1; or**

34 (B) **was a general partner in a limited partnership when**
35 **the limited partnership became subject to this article**
36 **under IC 23-16.1-13-4(a) or IC 23-16.1-13-4(b); and**

37 (2) **with respect to a foreign limited partnership, a person that**
38 **has rights, powers, and obligations similar to those of a**
39 **general partner in a limited partnership.**

40 **Sec. 11. "Limited liability limited partnership", except in the**
41 **term "foreign limited liability limited partnership", means a**
42 **limited partnership whose certificate of limited partnership states**

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1 that the limited partnership is a limited liability limited
2 partnership.

3 Sec. 12. "Limited partner" means:
4 (1) with respect to a limited partnership, a person that:
5 (A) becomes a limited partner under IC 23-16.1-4-1; or
6 (B) was a limited partner in a limited partnership when the
7 limited partnership became subject to this article under
8 IC 23-16.1-13-4(a) or IC 23-16.1-13-4(b); and
9 (2) with respect to a foreign limited partnership, a person that
10 has rights, powers, and obligations similar to those of a
11 limited partner in a limited partnership.

12 Sec. 13. "Limited partnership", except in the terms "foreign
13 limited partnership" and "foreign limited liability limited
14 partnership", means an entity, having one (1) or more general
15 partners and one (1) or more limited partners, which is formed
16 under this article by two (2) or more persons or becomes subject to
17 this article under IC 23-16.1-12, IC 23-16.1-13-4(a), or
18 IC 23-16.1-13-4(b). The term includes a limited liability limited
19 partnership.

20 Sec. 14. "Partner" means a limited partner, a general partner,
21 or a person who is both a limited partner and a general partner.

22 Sec. 15. "Partnership agreement" means the partners'
23 agreement, whether oral, implied, in a record, or in any
24 combination, concerning the limited partnership. The term
25 includes the agreement as amended.

26 Sec. 16. "Person" means an individual, corporation, business
27 trust, estate, trust, partnership, limited liability company,
28 association, joint venture, government, governmental subdivision,
29 agency, or instrumentality, public corporation, or any other legal
30 or commercial entity.

31 Sec. 17. "Person dissociated as a general partner" means a
32 person dissociated as a general partner of a limited partnership.

33 Sec. 18. "Principal office" means the office where the principal
34 executive office of a limited partnership or foreign limited
35 partnership is located, whether or not the office is located in this
36 state.

37 Sec. 19. "Record" means information that is inscribed on a
38 tangible medium or that is stored in an electronic or other medium
39 and may be retrieved in perceivable form.

40 Sec. 20. "Required information" means the information that a
41 limited partnership is required to maintain under IC 23-16.1-2-10.

42 Sec. 21. "Sign" means:

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- 1 (1) to execute or adopt a tangible symbol with the present
- 2 intent to authenticate a record; or
- 3 (2) to attach or logically associate an electronic symbol, sound,
- 4 or process to or with a record with the present intent to
- 5 authenticate the record.

6 Sec. 22. "State" means a state of the United States, the District
 7 of Columbia, Puerto Rico, the United States Virgin Islands, or any
 8 territory or insular possession subject to the jurisdiction of the
 9 United States.

10 Sec. 23. "Transfer" includes an assignment, conveyance, deed,
 11 bill of sale, lease, mortgage, security interest, encumbrance, gift,
 12 and transfer by operation of law.

13 Sec. 24. "Transferable interest" means a partner's right to
 14 receive distributions.

15 Sec. 25. "Transferee" means a person to which all or part of a
 16 transferable interest has been transferred, whether or not the
 17 transferor is a partner.

18 Chapter 2. General Provisions

19 Sec. 1. This article may be cited as the Uniform Limited
 20 Partnership Act.

21 Sec. 2. (a) A person knows a fact if the person has actual
 22 knowledge of it.

- 23 (b) A person has notice of a fact if the person:
- 24 (1) knows of it;
- 25 (2) has received a notification of it;
- 26 (3) has reason to know it exists from all of the facts known to
- 27 the person at the time in question; or
- 28 (4) has notice of it under subsection (c) or (d).

29 (c) A certificate of limited partnership on file in the office of the
 30 secretary of state is notice that the partnership is a limited
 31 partnership and the persons designated in the certificate as general
 32 partners are general partners. Except as otherwise provided in
 33 subsection (d), the certificate is not notice of any other fact.

- 34 (d) A person has notice of:
- 35 (1) another person's dissociation as a general partner, on the
- 36 earlier date occurring:
- 37 (A) ninety (90) days after the effective date of an
- 38 amendment to the certificate of limited partnership stating
- 39 that the other person has dissociated; or
- 40 (B) ninety (90) days after the effective date of a statement
- 41 of dissociation pertaining to the other person;
- 42 (2) a limited partnership's dissolution, ninety (90) days after

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1 the effective date of an amendment to the certificate of limited
2 partnership stating that the limited partnership is dissolved;
3 (3) a limited partnership's termination, ninety (90) days after
4 the effective date of a statement of termination;
5 (4) a limited partnership's conversion under IC 23-16.1-12,
6 ninety (90) days after the effective date of the articles of
7 conversion; or
8 (5) a merger under IC 23-16.1-12, ninety (90) days after the
9 effective date of the articles of merger.

10 (e) A person notifies or gives a notification to another person by
11 taking steps reasonably required to inform the other person in
12 ordinary course, whether or not the other person learns of it.

13 (f) A person receives a notification when the notification:
14 (1) comes to the person's attention; or
15 (2) is delivered at the person's place of business or at any
16 other place held out by the person as a place for receiving
17 communications.

18 (g) Except as otherwise provided in subsection (h), a person
19 other than an individual knows, has notice, or receives a
20 notification of a fact for purposes of a particular transaction when
21 the individual conducting the transaction for the person knows, has
22 notice, or receives a notification of the fact, or in any event when
23 the fact would have been brought to the individual's attention if the
24 person had exercised reasonable diligence. A person other than an
25 individual exercises reasonable diligence if it maintains reasonable
26 routines for communicating significant information to the
27 individual conducting the transaction for the person and there is
28 reasonable compliance with the routines. Reasonable diligence does
29 not require an individual acting for the person to communicate
30 information unless the communication is part of the individual's
31 regular duties or the individual has reason to know of the
32 transaction and that the transaction would be materially affected
33 by the information.

34 (h) A general partner's knowledge, notice, or receipt of a
35 notification of a fact relating to the limited partnership is effective
36 immediately as knowledge of, notice to, or receipt of a notification
37 by the limited partnership, except in the case of a fraud on the
38 limited partnership committed by or with the consent of the
39 general partner. A limited partner's knowledge, notice, or receipt
40 of a notification of a fact relating to the limited partnership is not
41 effective as knowledge of, notice to, or receipt of a notification by
42 the limited partnership.

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1 **Sec. 3. (a) A limited partnership is an entity distinct from its**
 2 **partners. A limited partnership is the same entity regardless of**
 3 **whether its certificate states that the limited partnership is a**
 4 **limited liability limited partnership.**

5 **(b) A limited partnership may be organized under this article**
 6 **for any lawful purpose.**

7 **(c) A limited partnership has a perpetual duration.**

8 **Sec. 4. A limited partnership has the powers to do all things**
 9 **necessary or convenient to carry on its activities, including the**
 10 **power to sue, be sued, and defend in its own name and to maintain**
 11 **an action against a partner for harm caused to the limited**
 12 **partnership by a breach of the partnership agreement or violation**
 13 **of a duty to the partnership.**

14 **Sec. 5. The law of this state governs relations among the**
 15 **partners of a limited partnership and between the partners and the**
 16 **limited partnership and the liability of partners as partners for an**
 17 **obligation of the limited partnership.**

18 **Sec. 6. (a) Unless displaced by particular provisions of this**
 19 **article, the principles of law and equity supplement this article.**

20 **(b) If an obligation to pay interest arises under this article and**
 21 **the rate is not specified, the rate is that specified in IC 24-4.6-1-101.**

22 **Sec. 7. (a) The name of a limited partnership may contain the**
 23 **name of any partner.**

24 **(b) The name of a limited partnership that is not a limited**
 25 **liability limited partnership must contain the phrase "limited**
 26 **partnership" or the abbreviation "L.P." or "LP" and may not**
 27 **contain the phrase "limited liability limited partnership" or the**
 28 **abbreviation "LLLP" or "L.L.L.P."**

29 **(c) The name of a limited liability limited partnership must**
 30 **contain the phrase "limited liability limited partnership" or the**
 31 **abbreviation "LLLP" or "L.L.L.P." and must not contain the**
 32 **abbreviation "L.P." or "LP".**

33 **(d) Unless authorized by subsection (e), the name of a limited**
 34 **partnership must be distinguishable in the records of the secretary**
 35 **of state from:**

36 **(1) the name of each person, other than an individual,**
 37 **incorporated, organized, or authorized to transact business in**
 38 **this state;**

39 **(2) each name reserved under section 8 of this chapter; and**

40 **(3) each name reserved or registered under other state laws**
 41 **allowing the reservation or registration of business names,**
 42 **including assumed business names under IC 23-15-1.**

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1 (e) A limited partnership may apply to the secretary of state for
2 authorization to use a name that does not comply with subsection
3 (d). The secretary of state shall authorize use of the name applied
4 for if, as to each conflicting name:

5 (1) the present user, registrant, or owner of the conflicting
6 name:

7 (A) consents in a signed record to the use; and

8 (B) submits an undertaking in a form satisfactory to the
9 secretary of state to change the conflicting name to a name
10 that:

11 (i) complies with subsection (d); and

12 (ii) is distinguishable in the records of the secretary of
13 state from the name applied for;

14 (2) the applicant delivers to the secretary of state a certified
15 copy of the final judgment of a court of competent jurisdiction
16 establishing the applicant's right to use in this state the name
17 applied for; or

18 (3) the applicant delivers to the secretary of state proof
19 satisfactory to the secretary of state that the present user,
20 registrant, or owner of the conflicting name:

21 (A) has merged into the applicant;

22 (B) has been converted into the applicant; or

23 (C) has transferred substantially all of its assets, including
24 the conflicting name, to the applicant.

25 (f) Subject to IC 23-16.1-10-5, this section applies to any foreign
26 limited partnership transacting business in this state, having a
27 certificate of authority to transact business in this state, or
28 applying for a certificate of authority.

29 Sec. 8. (a) The exclusive right to the use of a name that complies
30 with section 7 of this chapter may be reserved by:

31 (1) a person intending to organize a limited partnership under
32 this article and to adopt the name;

33 (2) a limited partnership or a foreign limited partnership
34 authorized to transact business in this state intending to adopt
35 the name;

36 (3) a foreign limited partnership intending to obtain a
37 certificate of authority to transact business in this state and
38 adopt the name;

39 (4) a person intending to organize a foreign limited
40 partnership and intending to have it obtain a certificate of
41 authority to transact business in this state and adopt the
42 name;

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1 (5) a foreign limited partnership formed under the name; or
 2 (6) a foreign limited partnership formed under a name that
 3 does not comply with section 7(b) or 7(c) of this chapter, but
 4 the name reserved under this subdivision may differ from the
 5 foreign limited partnership's name only to the extent
 6 necessary to comply with section 7(b) and 7(c) of this chapter.

7 (b) A person may apply to reserve a name under subsection (a)
 8 by delivering to the secretary of state for filing an application that
 9 states the name to be reserved and the subdivision of subsection (a)
 10 that applies. If the secretary of state finds that the name is
 11 available for use by the applicant, the secretary of state shall file a
 12 statement of name reservation and thereby reserve the name for
 13 the exclusive use of the applicant for one hundred twenty (120)
 14 days.

15 (c) An applicant that has reserved a name as provided under
 16 subsection (b) may reserve the same name for additional one
 17 hundred twenty (120) day periods. A person having a current
 18 reservation for a name may not apply for another one hundred
 19 twenty (120) day period for the same name until ninety (90) days
 20 have elapsed in the current reservation.

21 (d) A person that has reserved a name under this section may
 22 deliver to the secretary of state for filing a notice of transfer that
 23 states the reserved name, the name and street and mailing address
 24 of some other person to which the reservation is to be transferred,
 25 and the subdivision of subsection (a) that applies to the other
 26 person. Subject to IC 23-16.1-3-6(c), the transfer is effective when
 27 the secretary of state files the notice of transfer.

28 Sec. 9. (a) Except as otherwise provided in subsection (b), the
 29 partnership agreement governs relations among the partners and
 30 between the partners and the partnership. To the extent the
 31 partnership agreement does not otherwise provide, this article
 32 governs relations among the partners and between the partners
 33 and the partnership.

34 (b) A partnership agreement may not:
 35 (1) vary a limited partnership's power under section 4 of this
 36 chapter to sue, be sued, and defend in its own name;
 37 (2) vary the law applicable to a limited partnership under
 38 section 5 of this chapter;
 39 (3) vary the requirements of IC 23-16.1-3-4;
 40 (4) vary the information required under section 10 of this
 41 chapter or unreasonably restrict the right to information
 42 under IC 23-16.1-4-4 or IC 23-16.1-5-7, but the partnership

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agreement may impose reasonable restrictions on the availability and use of information obtained under those sections and may define appropriate remedies, including liquidated damages, for a breach of any reasonable restriction on use;

(5) eliminate the duty of loyalty under IC 23-16.1-5-8, but the partnership agreement may:

(A) identify specific types or categories of activities that do not violate the duty of loyalty, if not manifestly unreasonable; and

(B) specify the number or percentage of partners that may authorize or ratify, after full disclosure to all partners of all material facts, a specific act or transaction that otherwise would violate the duty of loyalty;

(6) unreasonably reduce the duty of care under IC 23-16.1-5-8(c);

(7) eliminate the obligation of good faith and fair dealing under IC 23-16.1-4-5(b) and IC 23-16.1-5-8(d), but the partnership agreement may prescribe the standards by which the performance of the obligation is to be measured, if the standards are not manifestly unreasonable;

(8) vary the power of a person to dissociate as a general partner under IC 23-16.1-7-4(a) except to require that the notice under IC 23-16.1-7-3(1) be in a record;

(9) vary the power of a court to decree dissolution in the circumstances specified in IC 23-16.1-9-2;

(10) vary the requirement to wind up the partnership's business as specified in IC 23-16.1-9-3;

(11) unreasonably restrict the right to maintain an action under IC 23-16.1-11;

(12) restrict the right of a partner under IC 23-16.1-12-10(a) to approve a conversion or merger or the right of a general partner under IC 23-16.1-12-10(b) to consent to an amendment to the certificate of limited partnership that deletes a statement that the limited partnership is a limited liability limited partnership; or

(13) restrict rights under this article of a person other than a partner or a transferee.

Sec. 10. A limited partnership shall maintain at its designated office:

(1) a current list showing the full name and last known street and mailing address of each partner, separately identifying

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- the general partners, in alphabetical order, and the limited partners, in alphabetical order;
- (2) a copy of the initial certificate of limited partnership and all amendments to and restatements of the certificate, together with signed copies of any powers of attorney under which any certificate, amendment, or restatement has been signed;
- (3) a copy of any filed articles of conversion or merger;
- (4) a copy of the limited partnership's federal, state, and local income tax returns and reports, if any, for the three (3) most recent years;
- (5) a copy of any partnership agreement made in a record and any amendment made in a record to any partnership agreement;
- (6) a copy of any financial statement of the limited partnership for the three (3) most recent years;
- (7) a copy of the three (3) most recent biennial reports delivered by the limited partnership to the secretary of state under IC 23-16.1-3-10;
- (8) a copy of any record made by the limited partnership during the past three (3) years of any consent given by or vote taken of any partner with respect to any action authorized by this article or the partnership agreement; and
- (9) unless contained in a partnership agreement made in a record, a record stating:
 - (A) the amount of cash, and a description and statement of the agreed value of the other benefits, contributed and agreed to be contributed by each partner;
 - (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) for any person that is both a general partner and a limited partner, a specification of what transferable interest the person owns in each capacity; and
 - (D) any events upon the happening of which the limited partnership is to be dissolved and its activities wound up.

Sec. 11. A partner may lend money to and transact other business with the limited partnership and has the same rights and obligations with respect to the loan or other transaction as a person that is not a partner.

Sec. 12. A person may be both a general partner and a limited partner. A person that is both a general and limited partner has

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1 the rights, powers, duties, and obligations provided by this article
2 and the partnership agreement in each of those capacities. When
3 the person acts as a general partner, the person is subject to the
4 obligations, duties, and restrictions under this article and the
5 partnership agreement for general partners. When the person acts
6 as a limited partner, the person is subject to the obligations, duties,
7 and restrictions under this article and the partnership agreement
8 for limited partners.

9 Sec. 13. (a) A limited partnership shall designate and
10 continuously maintain in this state:

11 (1) an office, which need not be a place of its activity in this
12 state; and

13 (2) an agent for service of process.

14 (b) A foreign limited partnership shall designate and
15 continuously maintain in this state an agent for service of process.

16 (c) An agent for service of process of a limited partnership or
17 foreign limited partnership must be an individual who is a resident
18 of this state or other person authorized to do business in this state.

19 Sec. 14. (a) In order to change its designated office, agent for
20 service of process, or the address of its agent for service of process,
21 a limited partnership or a foreign limited partnership may deliver
22 to the secretary of state for filing a statement of change containing:

23 (1) the name of the limited partnership or foreign limited
24 partnership;

25 (2) the street and mailing address of its current designated
26 office;

27 (3) if the current designated office is to be changed, the street
28 and mailing address of the new designated office;

29 (4) the name and street and mailing address of its current
30 agent for service of process; and

31 (5) if the current agent for service of process or an address of
32 the agent is to be changed, the new information.

33 (b) Subject to IC 23-16.1-3-6(c), a statement of change is
34 effective when filed by the secretary of state.

35 Sec. 15. (a) In order to resign as an agent for service of process
36 of a limited partnership or foreign limited partnership, the agent
37 must deliver to the secretary of state for filing a statement of
38 resignation containing the name of the limited partnership or
39 foreign limited partnership.

40 (b) After receiving a statement of resignation, the secretary of
41 state shall file it and mail a copy to the designated office of the
42 limited partnership or foreign limited partnership and another

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1 copy to the principal office if the address of the office appears in
2 the records of the secretary of state and is different from the
3 address of the designated office.

4 (c) An agency for service of process is terminated on the
5 thirty-first day after the secretary of state files the statement of
6 resignation.

7 Sec. 16. (a) An agent for service of process appointed by a
8 limited partnership or foreign limited partnership is an agent of
9 the limited partnership or foreign limited partnership for service
10 of any process, notice, or demand required or permitted by law to
11 be served upon the limited partnership or foreign limited
12 partnership.

13 (b) If a limited partnership or foreign limited partnership does
14 not appoint or maintain an agent for service of process in this state
15 or the agent for service of process cannot with reasonable diligence
16 be found at the agent's address, the secretary of state is an agent of
17 the limited partnership or foreign limited partnership upon whom
18 process, notice, or demand may be served.

19 (c) Service of any process, notice, or demand on the secretary of
20 state may be made by delivering to and leaving with the secretary
21 of state duplicate copies of the process, notice, or demand. If a
22 process, notice, or demand is served on the secretary of state, the
23 secretary of state shall forward one (1) of the copies by registered
24 or certified mail, return receipt requested, to the limited
25 partnership or foreign limited partnership at its designated office.

26 (d) Service is effected under subsection (c) at the earliest of:
27 (1) the date the limited partnership or foreign limited
28 partnership receives the process, notice, or demand;
29 (2) the date shown on the return receipt, if signed on behalf of
30 the limited partnership or foreign limited partnership; or
31 (3) five (5) days after the process, notice, or demand is
32 deposited in the mail, if mailed postpaid and correctly
33 addressed.

34 (e) The secretary of state shall keep a record of each process,
35 notice, and demand served under this section and record the time
36 of, and the action taken regarding, the service.

37 (f) This section does not affect the right to serve process, notice,
38 or demand in any other manner provided by law.

39 Sec. 17. Action requiring the consent of partners under this
40 article may be taken without a meeting, and a partner may appoint
41 a proxy to consent or otherwise act for the partner by signing an
42 appointment record, either personally or by the partner's attorney

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in fact.

Chapter 3. Formation; Certificate of Limited Partnership and Other Filings

Sec. 1. (a) In order for a limited partnership to be formed, a certificate of limited partnership must be delivered to the secretary of state for filing. The certificate must state:

- (1) the name of the limited partnership, which must comply with IC 23-16.1-2-7;**
- (2) the street and mailing address of the initial designated office and the name and street and mailing address of the initial agent for service of process;**
- (3) the name and the street and mailing address of each general partner;**
- (4) whether the limited partnership is a limited liability limited partnership; and**
- (5) any additional information required by IC 23-16.1-12.**

(b) A certificate of limited partnership may also contain any other matters but may not vary or otherwise affect the provisions specified in IC 23-16.1-2-9(b) in a manner inconsistent with that section.

(c) If there has been substantial compliance with subsection (a), subject to section 6(c) of this chapter, a limited partnership is formed when the secretary of state files the certificate of limited partnership.

(d) Subject to subsection (b), if any provision of a partnership agreement is inconsistent with the filed certificate of limited partnership or with a filed statement of dissociation, termination, or change or filed articles of conversion or merger:

- (1) the partnership agreement prevails as to partners and transferees; and**
- (2) the filed certificate of limited partnership, statement of dissociation, termination, or change, or articles of conversion or merger prevail as to persons, other than partners and transferees, that reasonably rely on the filed record to their detriment.**

Sec. 2. (a) In order to amend its certificate of limited partnership, a limited partnership must deliver to the secretary of state for filing an amendment or, as provided under IC 23-16.1-12, articles of merger stating:

- (1) the name of the limited partnership;**
- (2) the date of filing of its initial certificate; and**
- (3) the changes the amendment makes to the certificate as**

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most recently amended or restated.

(b) A limited partnership shall promptly deliver to the secretary of state for filing an amendment to a certificate of limited partnership to reflect:

- (1) the admission of a new general partner;
- (2) the dissociation of a person as a general partner; or
- (3) the appointment of a person to wind up the limited partnership's activities under IC 23-16.1-9-3(c) or IC 23-16.1-9-3(d).

(c) A general partner that knows that any information in a filed certificate of limited partnership was false when the certificate was filed or has become false due to changed circumstances shall promptly:

- (1) cause the certificate to be amended; or
- (2) if appropriate, deliver to the secretary of state for filing a statement of change as provided under IC 23-16.1-2-14 or a statement of correction as provided under section 7 of this chapter.

(d) A certificate of limited partnership may be amended at any time for any other proper purpose as determined by the limited partnership.

(e) A restated certificate of limited partnership may be delivered to the secretary of state for filing in the same manner as an amendment.

(f) Subject to section 6(c) of this chapter, an amendment or restated certificate is effective when filed by the secretary of state.

Sec. 3. A dissolved limited partnership that has completed winding up may deliver to the secretary of state for filing a statement of termination that states:

- (1) the name of the limited partnership;
- (2) the date of filing of its initial certificate of limited partnership; and
- (3) any other information as determined by the general partners filing the statement or by a person appointed under IC 23-16.1-9-3(c) or IC 23-16.1-9-3(d).

Sec. 4. (a) Each record delivered to the secretary of state for filing under this article must be signed in the following manner:

- (1) An initial certificate of limited partnership must be signed by all general partners listed in the certificate.
- (2) An amendment adding or deleting a statement that the limited partnership is a limited liability limited partnership must be signed by all general partners listed in the certificate.

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- 1 **(3) An amendment designating as general partner a person**
- 2 **admitted under IC 23-16.1-9-1(3)(B) following the dissociation**
- 3 **of a limited partnership's last general partner must be signed**
- 4 **by that person.**
- 5 **(4) An amendment required by IC 23-16.1-9-3(c) following the**
- 6 **appointment of a person to wind up the dissolved limited**
- 7 **partnership's activities must be signed by that person.**
- 8 **(5) Any other amendment must be signed by:**
- 9 **(A) at least one (1) general partner listed in the certificate;**
- 10 **(B) each other person designated in the amendment as a**
- 11 **new general partner; and**
- 12 **(C) each person that the amendment indicates has**
- 13 **dissociated as a general partner, unless:**
- 14 **(i) the person is deceased or a guardian or general**
- 15 **conservator has been appointed for the person and the**
- 16 **amendment so states; or**
- 17 **(ii) the person has previously delivered to the secretary**
- 18 **of state for filing a statement of dissociation.**
- 19 **(6) A restated certificate of limited partnership must be signed**
- 20 **by at least one (1) general partner listed in the certificate, and,**
- 21 **to the extent the restated certificate effects a change under**
- 22 **any other subdivision of this subsection, the certificate must**
- 23 **be signed in a manner that satisfies that subdivision.**
- 24 **(7) A statement of termination must be signed by all general**
- 25 **partners listed in the certificate or, if the certificate of a**
- 26 **dissolved limited partnership lists no general partners, by the**
- 27 **person appointed under IC 23-16.1-9-3(c) or IC 23-16.1-9-3(d)**
- 28 **to wind up the dissolved limited partnership's activities.**
- 29 **(8) Articles of conversion must be signed by each general**
- 30 **partner listed in the certificate of limited partnership.**
- 31 **(9) Articles of merger must be signed as provided in**
- 32 **IC 23-16.1-12-8(a).**
- 33 **(10) Any other record delivered on behalf of a limited**
- 34 **partnership to the secretary of state for filing must be signed**
- 35 **by at least one (1) general partner listed in the certificate.**
- 36 **(11) A statement by a person under IC 23-16.1-7-5(a)(4)**
- 37 **stating that the person has dissociated as a general partner**
- 38 **must be signed by that person.**
- 39 **(12) A statement of withdrawal by a person as provided under**
- 40 **IC 23-16.1-4-6 must be signed by that person.**
- 41 **(13) A record delivered on behalf of a foreign limited**
- 42 **partnership to the secretary of state for filing must be signed**

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by at least one (1) general partner of the foreign limited partnership.

(14) Any other record delivered on behalf of any person to the secretary of state for filing must be signed by that person.

(b) Any person may sign by an attorney in fact any record to be filed under this article.

Sec. 5. (a) If a person required by this article to sign a record or deliver a record to the secretary of state for filing does not do so, any other person that is aggrieved may petition the appropriate court 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 person aggrieved under subsection (a) is not the limited partnership or foreign limited partnership to which the record pertains, the aggrieved person shall make the limited partnership or foreign limited partnership a party to the action. A person aggrieved under subsection (a) may seek the remedies provided in subsection (a) in the same action in combination or in the alternative.

(c) A record filed unsigned under this section is effective without being signed.

Sec. 6. (a) A record authorized or required to be delivered to the secretary of state for filing under this article must be captioned to describe the record's purpose, be in a medium permitted by the secretary of state, and be delivered to the secretary of state. Unless the secretary of state determines that a record does not comply with the filing requirements of this article, and if all filing fees have been paid, the secretary of state shall file the record and:

- (1) for a statement of dissociation, send:
 - (A) a copy of the filed statement and a receipt for the fees to the person that the statement indicates has dissociated as a general partner; and
 - (B) a copy of the filed statement and receipt to the limited partnership;
- (2) for a statement of withdrawal, send:
 - (A) a copy of the filed statement and a receipt for the fees to the person on whose behalf the record was filed; and
 - (B) if the statement refers to an existing limited partnership, a copy of the filed statement and receipt to the limited partnership; and

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(3) for all other records, send a copy of the filed record and a receipt for the fees to the person on whose behalf the record was filed.

(b) Upon request and payment of a fee, the secretary of state shall send to the requester a certified copy of the requested record.

(c) Except as otherwise provided in IC 23-16.1-2-15 or section 7 of this chapter, a record delivered to the secretary of state for filing under this article may specify an effective time and a delayed effective date. Except as otherwise provided in this article, a record filed by the secretary of state is effective:

- (1) if the record does not specify an effective time and does not specify a delayed effective date, on the date and at the time the record is filed as evidenced by the secretary of state's endorsement of the date and time on the record;
- (2) if the record specifies an effective time but not a delayed effective date, on the date the record is filed at the time specified in the record;
- (3) if the record specifies a delayed effective date but not an effective time, at 12:01 a.m. on the earlier of:
 - (A) the specified date; or
 - (B) the ninetieth day after the record is filed; or
- (4) if the record specifies an effective time and a delayed effective date, at the specified time on the earlier of:
 - (A) the specified date; or
 - (B) the ninetieth day after the record is filed.

Sec. 7. (a) A limited partnership or foreign limited partnership may deliver to the secretary of state for filing a statement of correction to correct a record previously delivered by the limited partnership or foreign limited partnership to the secretary of state and filed by the secretary of state, if at the time of filing the record contained false or erroneous information or was defectively signed.

(b) A statement of correction may not state a delayed effective date and must:

- (1) describe the record to be corrected, including its filing date, or attach a copy of the record as filed;
- (2) specify the incorrect information and the reason it is incorrect or the manner in which the signing was defective; and
- (3) correct the incorrect information or defective signature.

(c) When filed by the secretary of state, a statement of correction is effective retroactively as of the effective date of the record the statement corrects, but the statement is effective when

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filed:

- (1) for the purposes of IC 23-16.1-2-2(c) and IC 23-16.1-2-2(d); and**
- (2) as to persons relying on the uncorrected record and adversely affected by the correction.**

Sec. 8. (a) If a record delivered to the secretary of state for filing under this article and filed by the secretary of state contains false information, a person that suffers loss by reliance on the information may recover damages for the loss from:

- (1) a person that signed the record, or caused another to sign it on the person's behalf, and knew the information to be false at the time the record was signed; and**
- (2) a general partner that has notice that the information was false when the record was filed or has become false because of changed circumstances, if the general partner has notice for a reasonably sufficient time before the information is relied upon to enable the general partner to:**
 - (A) effect an amendment under section 2 of this chapter;**
 - (B) file a petition under section 5 of this chapter; or**
 - (C) deliver to the secretary of state for filing:**
 - (i) a statement of change as provided under IC 23-16.1-2-14; or**
 - (ii) a statement of correction as provided under section 7 of this chapter.**

(b) Signing a record authorized or required to be filed under this article constitutes an affirmation under the penalties of perjury that the facts stated in the record are true.

Sec. 9. (a) The secretary of state, upon request and payment of the requisite fee, shall furnish a certificate of existence for a limited partnership if the records filed in the office of the secretary of state show that the secretary of state has filed a certificate of limited partnership and has not filed a statement of termination. A certificate of existence must state:

- (1) the limited partnership's name;**
- (2) that it was duly formed under the laws of this state and the date of formation;**
- (3) whether all fees, taxes, and penalties due to the secretary of state under this article or other law have been paid;**
- (4) whether the limited partnership's most recent biennial report required by section 10 of this chapter has been filed by the secretary of state;**
- (5) whether the secretary of state has administratively**

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- 1 dissolved the limited partnership;
- 2 (6) whether the limited partnership's certificate of limited
- 3 partnership has been amended to state that the limited
- 4 partnership is dissolved;
- 5 (7) that a statement of termination has not been filed by the
- 6 secretary of state; and
- 7 (8) other facts of record in the office of the secretary of state
- 8 that may be requested by the applicant.

9 (b) The secretary of state, upon request and payment of the
 10 requisite fee, shall furnish a certificate of authorization for a
 11 foreign limited partnership if the records filed in the office of the
 12 secretary of state show that the secretary of state has filed a
 13 certificate of authority, has not revoked the certificate of authority,
 14 and has not filed a notice of cancellation. A certificate of
 15 authorization must state:

- 16 (1) the foreign limited partnership's name and any alternate
- 17 name adopted under IC 23-16.1-10-5(a) for use in this state;
- 18 (2) that it is authorized to transact business in this state;
- 19 (3) whether all fees, taxes, and penalties due to the secretary
- 20 of state under this article or other law have been paid;
- 21 (4) whether the foreign limited partnership's most recent
- 22 biennial report required by section 10 of this chapter has been
- 23 filed by the secretary of state;
- 24 (5) that the secretary of state has not revoked its certificate of
- 25 authority and has not filed a notice of cancellation; and
- 26 (6) other facts of record in the office of the secretary of state
- 27 that may be requested by the applicant.

28 (c) Subject to any qualification stated in the certificate, a
 29 certificate of existence or authorization issued by the secretary of
 30 state may be relied upon as conclusive evidence that the limited
 31 partnership or foreign limited partnership is in existence or is
 32 authorized to transact business in this state.

33 Sec. 10. (a) Every two (2) years, a limited partnership or a
 34 foreign limited partnership authorized to transact business in this
 35 state shall deliver to the secretary of state for filing a biennial
 36 report that states:

- 37 (1) the name of the limited partnership or foreign limited
- 38 partnership;
- 39 (2) the street and mailing address of its designated office and
- 40 the name and street and mailing address of its agent for
- 41 service of process in this state;
- 42 (3) in the case of a limited partnership, the street and mailing

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1 address of its principal office; and
2 (4) in the case of a foreign limited partnership, the state or
3 other jurisdiction under whose law the foreign limited
4 partnership is formed and any alternate name adopted under
5 IC 23-16.1-10-5(a).

6 (b) Information in a biennial report must be current as of the
7 date the biennial report is delivered to the secretary of state for
8 filing.

9 (c) The first biennial report must be delivered to the secretary
10 of state in the second year following the calendar year in which a
11 limited partnership was formed or a foreign limited partnership
12 was authorized to transact business. The report is due during the
13 same month as the month in which the limited partnership was
14 organized or the foreign limited partnership was authorized to
15 transact business. Subsequent biennial reports must be delivered
16 to the secretary of state during the same month every two (2)
17 calendar years thereafter. The secretary of state may accept
18 biennial reports during the two (2) months before the month the
19 limited liability company's report is due.

20 (d) If a biennial report does not contain the information
21 required in subsection (a), the secretary of state shall promptly
22 notify the reporting limited partnership or foreign limited
23 partnership and return the report to it for correction. If the report
24 is corrected to contain the information required in subsection (a)
25 and delivered to the secretary of state within thirty (30) days after
26 the effective date of the notice, it is timely delivered.

27 (e) If a filed biennial report contains an address of a designated
28 office or the name or address of an agent for service of process that
29 differs from the information shown in the records of the secretary
30 of state immediately before the filing, the differing information in
31 the biennial report is considered a statement of change under
32 IC 23-16.1-2-14.

33 **Chapter 4. Limited Partners**

34 **Sec. 1. A person becomes a limited partner:**

- 35 (1) as provided in the partnership agreement;
- 36 (2) as the result of a conversion or merger under
- 37 IC 23-16.1-12; or
- 38 (3) with the consent of all the partners.

39 **Sec. 2. A limited partner does not have the right or the power as**
40 **a limited partner to act for or bind the limited partnership.**

41 **Sec. 3. An obligation of a limited partnership, whether arising**
42 **in contract, tort, or otherwise, is not the obligation of a limited**

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1 partner. A limited partner is not personally liable, directly or
2 indirectly, by way of contribution or otherwise, for an obligation
3 of the limited partnership solely by reason of being a limited
4 partner, even if the limited partner participates in the management
5 and control of the limited partnership.

6 Sec. 4. (a) On ten (10) days demand, made in a record received
7 by the limited partnership, a limited partner may inspect and copy
8 required information during regular business hours in the limited
9 partnership's designated office. The limited partner need not have
10 any particular purpose for seeking the information.

11 (b) During regular business hours and at a reasonable location
12 specified by the limited partnership, a limited partner may obtain
13 from the limited partnership and inspect and copy true and full
14 information regarding the state of the activities and financial
15 condition of the limited partnership and other information
16 regarding the activities of the limited partnership as is just and
17 reasonable if:

- 18 (1) the limited partner seeks the information for a purpose
- 19 reasonably related to the partner's interest as a limited
- 20 partner;
- 21 (2) the limited partner makes a demand in a record received
- 22 by the limited partnership, describing with reasonable
- 23 particularity the information sought and the purpose for
- 24 seeking the information; and
- 25 (3) the information sought is directly connected to the limited
- 26 partner's purpose.

27 (c) Within ten (10) days after receiving a demand under
28 subsection (b), the limited partnership in a record shall inform the
29 limited partner that made the demand:

- 30 (1) what information the limited partnership will provide in
- 31 response to the demand;
- 32 (2) when and where the limited partnership will provide the
- 33 information; and
- 34 (3) if the limited partnership declines to provide any
- 35 demanded information, the limited partnership's reasons for
- 36 declining.

37 (d) Subject to subsection (f), a person dissociated as a limited
38 partner may inspect and copy required information during regular
39 business hours in the limited partnership's designated office if:

- 40 (1) the information pertains to the period during which the
- 41 person was a limited partner;
- 42 (2) the person seeks the information in good faith; and

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1 **(3) the person meets the requirements of subsection (b).**
2 **(e) The limited partnership shall respond to a demand made**
3 **under subsection (d) in the same manner as provided in subsection**
4 **(c).**
5 **(f) If a limited partner dies, IC 23-16.1-8-4 applies.**
6 **(g) The limited partnership may impose reasonable restrictions**
7 **on the use of information obtained under this section. In a dispute**
8 **concerning the reasonableness of a restriction under this**
9 **subsection, the limited partnership has the burden of proving**
10 **reasonableness.**
11 **(h) A limited partnership may charge a person that makes a**
12 **demand under this section reasonable costs of copying, limited to**
13 **the costs of labor and material.**
14 **(i) Whenever this article or a partnership agreement provides**
15 **for a limited partner to give or withhold consent to a matter,**
16 **before the consent is given or withheld, the limited partnership**
17 **shall, without demand, provide the limited partner with all**
18 **information material to the limited partner's decision that the**
19 **limited partnership knows.**
20 **(j) A limited partner or person dissociated as a limited partner**
21 **may exercise the rights under this section through an attorney or**
22 **other agent. Any restriction imposed under subsection (g) or by the**
23 **partnership agreement applies both to the attorney or other agent**
24 **and to the limited partner or person dissociated as a limited**
25 **partner.**
26 **(k) The rights stated in this section do not extend to a person as**
27 **transferee, but may be exercised by the legal representative of an**
28 **individual under legal disability who is a limited partner or person**
29 **dissociated as a limited partner.**
30 **Sec. 5. (a) A limited partner does not have any fiduciary duty to**
31 **the limited partnership or to any other partner solely by reason of**
32 **being a limited partner.**
33 **(b) A limited partner shall discharge the duties to the**
34 **partnership and the other partners under this article or under the**
35 **partnership agreement and exercise any rights consistently with**
36 **the obligation of good faith and fair dealing.**
37 **(c) A limited partner does not violate a duty or obligation under**
38 **this article or under the partnership agreement merely because the**
39 **limited partner's conduct furthers the limited partner's own**
40 **interest.**
41 **Sec. 6. (a) Except as otherwise provided in subsection (b), a**
42 **person that makes an investment in a business enterprise and**

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1 erroneously but in good faith believes that the person has become
2 a limited partner in the enterprise is not liable for the enterprise's
3 obligations by reason of making the investment, receiving
4 distributions from the enterprise, or exercising any rights of or
5 appropriate to a limited partner, if, on ascertaining the mistake,
6 the person:

7 (1) causes an appropriate certificate of limited partnership,
8 amendment, or statement of correction to be signed and
9 delivered to the secretary of state for filing; or

10 (2) withdraws from future participation as an owner in the
11 enterprise by signing and delivering to the secretary of state
12 for filing a statement of withdrawal under this section.

13 (b) A person that makes an investment described in subsection
14 (a) is liable to the same extent as a general partner to any third
15 party that enters into a transaction with the enterprise, believing
16 in good faith that the person is a general partner, before the
17 secretary of state files a statement of withdrawal, certificate of
18 limited partnership, amendment, or statement of correction to
19 show that the person is not a general partner.

20 (c) If a person makes a diligent effort in good faith to comply
21 with subsection (a)(1) and is unable to cause the appropriate
22 certificate of limited partnership, amendment, or statement of
23 correction to be signed and delivered to the secretary of state for
24 filing, the person has the right to withdraw from the enterprise as
25 provided under subsection (a)(2) even if the withdrawal would
26 otherwise breach an agreement with others that are or have agreed
27 to become co-owners of the enterprise.

28 **Chapter 5. General Partners**

29 **Sec. 1. A person becomes a general partner:**

- 30 (1) as provided in the partnership agreement;
- 31 (2) under IC 23-16.1-9-1(3)(B) following the dissociation of a
- 32 limited partnership's last general partner;
- 33 (3) as the result of a conversion or merger under
- 34 IC 23-16.1-12; or
- 35 (4) with the consent of all the partners.

36 **Sec. 2. (a)** Each general partner is an agent of the limited
37 partnership for purposes of its activities. An act of a general
38 partner, including the signing of a record in the partnership's
39 name, for apparently carrying on in the ordinary course the
40 limited partnership's activities or activities of the kind carried on
41 by the limited partnership binds the limited partnership, unless the
42 general partner did not have authority to act for the limited

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1 partnership in the particular matter and the person with which the
2 general partner was dealing knew, had received a notification, or
3 had notice under IC 23-16.1-2-2(d) that the general partner lacked
4 authority.

5 (b) An act of a general partner that is not apparently for
6 carrying on in the ordinary course the limited partnership's
7 activities or activities of the kind carried on by the limited
8 partnership binds the limited partnership only if the act were
9 actually authorized by all the other partners.

10 Sec. 3. (a) A limited partnership is liable for loss or injury
11 caused to a person, or for a penalty incurred, as a result of a
12 wrongful act or omission, or other actionable conduct, of a general
13 partner acting in the ordinary course of activities of the limited
14 partnership or with authority of the limited partnership.

15 (b) If, in the course of the limited partnership's activities or
16 while acting with authority of the limited partnership, a general
17 partner receives or causes the limited partnership to receive money
18 or property of a person not a partner, and the money or property
19 is misapplied by a general partner, the limited partnership is liable
20 for the loss.

21 Sec. 4. (a) Except as otherwise provided in subsections (b) and
22 (c), all general partners are liable jointly and severally for all
23 obligations of the limited partnership unless otherwise agreed by
24 the claimant or provided by law.

25 (b) A person that becomes a general partner of an existing
26 limited partnership is not personally liable for an obligation of a
27 limited partnership incurred before the person became a general
28 partner.

29 (c) An obligation of a limited partnership incurred while the
30 limited partnership is a limited liability limited partnership,
31 whether arising in contract, tort, or otherwise, is solely the
32 obligation of the limited partnership. A general partner is not
33 personally liable, directly or indirectly, by way of contribution or
34 otherwise, for such an obligation solely by reason of being or acting
35 as a general partner. This subsection applies despite anything
36 inconsistent in the partnership agreement that existed immediately
37 before the consent required to become a limited liability limited
38 partnership under section 6(b)(2) of this chapter.

39 Sec. 5. (a) Subject to section 4 of this chapter, a general partner
40 may be joined in an action against the limited partnership or
41 named in a separate action.

42 (b) A judgment against a limited partnership is not by itself a

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1 judgment against a general partner. A judgment against a limited
2 partnership may not be satisfied from a general partner's assets
3 unless there is also a judgment against the general partner.

4 (c) A judgment creditor of a general partner may not levy
5 execution against the assets of the general partner to satisfy a
6 judgment based on a claim against the limited partnership, unless
7 the partner is personally liable for the claim under section 4 of this
8 chapter and:

9 (1) a judgment based on the same claim has been obtained
10 against the limited partnership and a writ of execution on the
11 judgment has been returned unsatisfied in whole or in part;

12 (2) the limited partnership is a debtor in bankruptcy;

13 (3) the general partner has agreed that the creditor need not
14 exhaust limited partnership assets;

15 (4) a court grants permission to the judgment creditor to levy
16 execution against the assets of a general partner based on a
17 finding that limited partnership assets subject to execution
18 are clearly insufficient to satisfy the judgment, that
19 exhaustion of limited partnership assets is excessively
20 burdensome, or that the grant of permission is an appropriate
21 exercise of the court's equitable powers; or

22 (5) liability is imposed on the general partner by law or
23 contract independent of the existence of the limited
24 partnership.

25 Sec. 6. (a) Each general partner has equal rights in the
26 management and conduct of the limited partnership's activities.
27 Except as expressly provided in this article, any matter relating to
28 the activities of the limited partnership may be exclusively decided
29 by the general partner or, if there is more than one (1) general
30 partner, by a majority of the general partners.

31 (b) The consent of each partner is necessary to:

32 (1) amend the partnership agreement;

33 (2) amend the certificate of limited partnership to add or,
34 subject to IC 23-16.1-12-10, delete a statement that the limited
35 partnership is a limited liability limited partnership; and

36 (3) sell, lease, exchange, or otherwise dispose of all, or
37 substantially all, of the limited partnership's property, with or
38 without the good will, other than in the usual and regular
39 course of the limited partnership's activities.

40 (c) A limited partnership shall reimburse a general partner for
41 payments made and indemnify a general partner for liabilities
42 incurred by the general partner in the ordinary course of the

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1 activities of the partnership or for the preservation of its activities
2 or property.

3 (d) A limited partnership shall reimburse a general partner for
4 an advance to the limited partnership beyond the amount of capital
5 the general partner agreed to contribute.

6 (e) A payment or advance made by a general partner that gives
7 rise to an obligation of the limited partnership under subsection (c)
8 or (d) constitutes a loan to the limited partnership that accrues
9 interest from the date of the payment or advance.

10 (f) A general partner is not entitled to remuneration for services
11 performed for the partnership.

12 **Sec. 7. (a)** A general partner, without having any particular
13 purpose for seeking the information, may inspect and copy during
14 regular business hours:

15 (1) in the limited partnership's designated office, required
16 information; and

17 (2) at a reasonable location specified by the limited
18 partnership, any other records maintained by the limited
19 partnership regarding the limited partnership's activities and
20 financial condition.

21 (b) Each general partner and the limited partnership shall
22 furnish to a general partner:

23 (1) without demand, any information concerning the limited
24 partnership's activities and activities reasonably required for
25 the proper exercise of the general partner's rights and duties
26 under the partnership agreement or this article; and

27 (2) on demand, any other information concerning the limited
28 partnership's activities, except to the extent the demand or the
29 information demanded is unreasonable or otherwise improper
30 under the circumstances.

31 (c) Subject to subsection (e), on ten (10) days demand made in
32 a record received by the limited partnership, a person dissociated
33 as a general partner may have access to the information and
34 records described in subsection (a) at the location specified in
35 subsection (a) if:

36 (1) the information or record pertains to the period during
37 which the person was a general partner;

38 (2) the person seeks the information or record in good faith;
39 and

40 (3) the person satisfies the requirements imposed on a limited
41 partner by IC 23-16.1-4-4(b).

42 (d) The limited partnership shall respond to a demand made

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1 under subsection (c) in the same manner as provided in
2 IC 23-16.1-4-4(c).

3 (e) If a general partner dies, IC 23-16.1-8-4 applies.

4 (f) The limited partnership may impose reasonable restrictions
5 on the use of information under this section. In any dispute
6 concerning the reasonableness of a restriction under this
7 subsection, the limited partnership has the burden of proving
8 reasonableness.

9 (g) A limited partnership may charge a person dissociated as a
10 general partner that makes a demand under this section reasonable
11 costs of copying, limited to the costs of labor and material.

12 (h) A general partner or person dissociated as a general partner
13 may exercise the rights under this section through an attorney or
14 other agent. Any restriction imposed under subsection (f) or by the
15 partnership agreement applies both to the attorney or other agent
16 and to the general partner or person dissociated as a general
17 partner.

18 (i) The rights under this section do not extend to a person as
19 transferee, but the rights under subsection (c) of a person
20 dissociated as a general partner may be exercised by the legal
21 representative of an individual who dissociated as a general
22 partner under IC 23-16.1-7-3(7)(B) or IC 23-16.1-7-3(7)(C).

23 Sec. 8. (a) The only fiduciary duties that a general partner has
24 to the limited partnership and the other partners are the duties of
25 loyalty and care under subsections (b) and (c).

26 (b) A general partner's duty of loyalty to the limited partnership
27 and the other partners is limited to the following:

28 (1) To account to the limited partnership and hold as trustee
29 for it any property, profit, or benefit derived by the general
30 partner in the conduct and winding up of the limited
31 partnership's activities or derived from a use by the general
32 partner of limited partnership property, including the
33 appropriation of a limited partnership opportunity.

34 (2) To refrain from dealing with the limited partnership in the
35 conduct or winding up of the limited partnership's activities
36 as or on behalf of a party having an interest adverse to the
37 limited partnership.

38 (3) To refrain from competing with the limited partnership in
39 the conduct or winding up of the limited partnership's
40 activities.

41 (c) A general partner's duty of care to the limited partnership
42 and the other partners in the conduct and winding up of the limited

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1 partnership's activities is limited to refraining from engaging in
 2 grossly negligent or reckless conduct, intentional misconduct, or a
 3 knowing violation of law.

4 (d) A general partner shall discharge the duties to the
 5 partnership and the other partners under this article or under the
 6 partnership agreement and exercise any rights consistently with
 7 the obligation of good faith and fair dealing.

8 (e) A general partner does not violate a duty or obligation under
 9 this article or under the partnership agreement merely because the
 10 general partner's conduct furthers the general partner's own
 11 interest.

12 **Chapter 6. Contributions and Distributions**

13 **Sec. 1.** A contribution of a partner may consist of tangible or
 14 intangible property or other benefit to the limited partnership,
 15 including money, services performed, promissory notes, other
 16 agreements to contribute cash or property, and contracts for
 17 services to be performed.

18 **Sec. 2. (a)** A partner's obligation to contribute money or other
 19 property or other benefit to, or to perform services for, a limited
 20 partnership is not excused by the partner's death, disability, or
 21 other inability to perform personally.

22 (b) If a partner does not make a promised nonmonetary
 23 contribution, the partner is obligated at the option of the limited
 24 partnership to contribute money equal to that part of the value, as
 25 stated in the required information, of the stated contribution that
 26 has not been made.

27 (c) The obligation of a partner to make a contribution or return
 28 money or other property paid or distributed in violation of this
 29 article may be compromised only by consent of all partners. A
 30 creditor of a limited partnership that extends credit or otherwise
 31 acts in reliance on an obligation described in subsection (a),
 32 without notice of any compromise under this subsection, may
 33 enforce the original obligation.

34 **Sec. 3.** A distribution by a limited partnership must be shared
 35 among the partners on the basis of the value, as stated in the
 36 required records when the limited partnership decides to make the
 37 distribution, of the contributions the limited partnership has
 38 received from each partner.

39 **Sec. 4.** A partner does not have a right to any distribution before
 40 the dissolution and winding up of the limited partnership unless the
 41 limited partnership decides to make an interim distribution.

42 **Sec. 5.** A person does not have a right to receive a distribution

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on account of dissociation.

Sec. 6. A partner does not have a right to demand or receive any distribution from a limited partnership in any form other than cash. Subject to IC 23-16.1-9-12(b), a limited partnership may distribute an asset in kind to the extent each partner receives a percentage of the asset equal to the partner's share of distributions.

Sec. 7. When a partner or transferee becomes entitled to receive a distribution, the partner or transferee has the status of, and is entitled to all remedies available to, a creditor of the limited partnership with respect to the distribution. However, the limited partnership's obligation to make a distribution is subject to offset for any amount owed to the limited partnership by the partner or dissociated partner on whose account the distribution is made.

Sec. 8. (a) A limited partnership may not make a distribution in violation of the partnership agreement.

(b) A limited partnership may not make a distribution if after the distribution:

- (1) the limited partnership would not be able to pay its debts as they become due in the ordinary course of the limited partnership's activities; or**
- (2) the limited partnership's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the limited partnership were to be dissolved, wound up, and terminated at the time of the distribution, to satisfy the preferential rights upon dissolution, winding up, and termination of partners whose preferential rights are superior to those of persons receiving the distribution.**

(c) A limited partnership may base a determination that a distribution is not prohibited under subsection (b) on financial statements prepared on the basis of accounting practices and principles that are reasonable in the circumstances or on a fair valuation or other method that is reasonable in the circumstances.

(d) Except as otherwise provided in subsection (g), the effect of a distribution under subsection (b) is measured:

- (1) in the case of distribution by purchase, redemption, or other acquisition of a transferable interest in the limited partnership, as of the date money or other property is transferred or debt incurred by the limited partnership; and**
- (2) in all other cases, as of the date:**
 - (A) the distribution is authorized, if the payment occurs within one hundred twenty (120) days after that date; or**
 - (B) the payment is made, if payment occurs more than one**

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1 hundred twenty (120) days after the distribution is
2 authorized.

3 (e) A limited partnership's indebtedness to a partner incurred
4 by reason of a distribution made in accordance with this section is
5 at parity with the limited partnership's indebtedness to its general,
6 unsecured creditors.

7 (f) A limited partnership's indebtedness, including indebtedness
8 issued in connection with or as part of a distribution, is not
9 considered a liability for purposes of subsection (b) if the terms of
10 the indebtedness provide that the payment of principal and interest
11 is made only to the extent that a distribution could then be made to
12 partners under this section.

13 (g) If indebtedness is issued as a distribution, each payment of
14 principal or interest on the indebtedness is treated as a
15 distribution, the effect of which is measured on the date the
16 payment is made.

17 Sec. 9. (a) A general partner that consents to a distribution
18 made in violation of section 8 of this chapter is personally liable to
19 the limited partnership for the amount of the distribution that
20 exceeds the amount that could have been distributed without the
21 violation if it is established that in consenting to the distribution the
22 general partner failed to comply with IC 23-16.1-5-8.

23 (b) A partner or transferee that received a distribution knowing
24 that the distribution to that partner or transferee was made in
25 violation of section 8 of this chapter is personally liable to the
26 limited partnership but only to the extent that the distribution
27 received by the partner or transferee exceeded the amount that
28 could have been properly paid under section 8 of this chapter.

29 (c) A general partner against which an action is commenced
30 under subsection (a) may:

- 31 (1) implead in the action any other person that is liable under
32 subsection (a) and compel contribution from the person; and
33 (2) implead in the action any person that received a
34 distribution in violation of subsection (b) and compel
35 contribution from the person in the amount the person
36 received in violation of subsection (b).

37 (d) An action under this section is barred if it is not commenced
38 within two (2) years after the distribution.

39 Chapter 7. Dissociation

40 Sec. 1. (a) A person does not have a right to dissociate as a
41 limited partner before the termination of the limited partnership.

42 (b) A person is dissociated from a limited partnership as a

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limited partner upon the occurrence of:

- (1) the limited partnership's having notice of the person's express will to withdraw as a limited partner or on a later date specified by the person;**
- (2) an event agreed to in the partnership agreement as causing the person's dissociation as a limited partner;**
- (3) the person's expulsion as a limited partner in accordance with the terms of the partnership agreement;**
- (4) the person's expulsion as a limited partner by the unanimous consent of the other partners if:

 - (A) it is unlawful to carry on the limited partnership's activities with the person as a limited partner;**
 - (B) there has been a transfer of all of the person's transferable interest in the limited partnership, other than a transfer for security purposes, or a court order charging the person's interest, which has not been foreclosed;**
 - (C) the person is a corporation and, within ninety (90) days after the limited partnership notifies the person that it will be expelled as a limited partner because it has filed a certificate of dissolution or the equivalent, its charter has been revoked, or its right to conduct business has been suspended by the jurisdiction of its incorporation, there is no revocation of the certificate of dissolution or no reinstatement of its charter or its right to conduct business; or**
 - (D) the person is a limited liability company or partnership that has been dissolved and whose business is being wound up;****
- (5) on application by the limited partnership, the person's expulsion as a limited partner by judicial order because:

 - (A) the person engaged in wrongful conduct that adversely and materially affected the limited partnership's activities;**
 - (B) the person willfully or persistently committed a material breach of the partnership agreement or of the obligation of good faith and fair dealing under IC 23-16.1-4-5(b); or**
 - (C) the person engaged in conduct relating to the limited partnership's activities that makes it not reasonably practicable to carry on the activities with the person as limited partner;****
- (6) in the case of a person who is an individual, the person's death;**

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1 (7) in the case of a person that is a trust or is acting as a
 2 limited partner by virtue of being a trustee of a trust,
 3 distribution of the trust's entire transferable interest in the
 4 limited partnership, but not merely by reason of the
 5 substitution of a successor trustee;
 6 (8) in the case of a person that is an estate or is acting as a
 7 limited partner by virtue of being a personal representative of
 8 an estate, distribution of the estate's entire transferable
 9 interest in the limited partnership, but not merely by reason
 10 of the substitution of a successor personal representative;
 11 (9) termination of a limited partner that is not an individual,
 12 partnership, limited liability company, corporation, trust, or
 13 estate; or
 14 (10) the limited partnership's participation in a conversion or
 15 merger under IC 23-16.1-12, if the limited partnership:
 16 (A) is not the converted or surviving entity; or
 17 (B) is the converted or surviving entity but, as a result of
 18 the conversion or merger, the person ceases to be a limited
 19 partner.

20 **Sec. 2. (a) Upon a person's dissociation as a limited partner:**
 21 (1) subject to IC 23-16.1-8-4, the person does not have further
 22 rights as a limited partner;
 23 (2) the person's obligation of good faith and fair dealing as a
 24 limited partner under IC 23-16.1-4-5(b) continues only as to
 25 matters arising and events occurring before the dissociation;
 26 and
 27 (3) subject to IC 23-16.1-8-4 and IC 23-16.1-12, any
 28 transferable interest owned by the person in the person's
 29 capacity as a limited partner immediately before dissociation
 30 is owned by the person as a mere transferee.

31 (b) A person's dissociation as a limited partner does not of itself
 32 discharge the person from any obligation to the limited partnership
 33 or the other partners that the person incurred while a limited
 34 partner.

35 **Sec. 3. A person is dissociated from a limited partnership as a**
 36 **general partner upon the occurrence of:**
 37 (1) the limited partnership's having notice of the person's
 38 express will to withdraw as a general partner or on a later
 39 date specified by the person;
 40 (2) an event agreed to in the partnership agreement as causing
 41 the person's dissociation as a general partner;
 42 (3) the person's expulsion as a general partner in accordance

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with the terms of the partnership agreement;

(4) the person's expulsion as a general partner by the unanimous consent of the other partners if:

- (A) it is unlawful to carry on the limited partnership's activities with the person as a general partner;
- (B) there has been a transfer of all or substantially all of the person's transferable interest in the limited partnership, other than a transfer for security purposes, or a court order charging the person's interest, which has not been foreclosed;
- (C) the person is a corporation and, within ninety (90) days after the limited partnership notifies the person that it will be expelled as a general partner because it has filed a certificate of dissolution or the equivalent, its charter has been revoked, or its right to conduct business has been suspended by the jurisdiction of its incorporation, there is no revocation of the certificate of dissolution or no reinstatement of its charter or its right to conduct business; or
- (D) the person is a limited liability company or partnership that has been dissolved and whose business is being wound up;

(5) on application by the limited partnership, the person's expulsion as a general partner by judicial determination because:

- (A) the person engaged in wrongful conduct that adversely and materially affected the limited partnership activities;
- (B) the person willfully or persistently committed a material breach of the partnership agreement or of a duty owed to the partnership or the other partners under IC 23-16.1-5-8; or
- (C) the person engaged in conduct relating to the limited partnership's activities which makes it not reasonably practicable to carry on the activities of the limited partnership with the person as a general partner;

(6) the person's:

- (A) becoming a debtor in bankruptcy;
- (B) execution of an assignment for the benefit of creditors;
- (C) seeking, consenting to, or acquiescing in the appointment of a trustee, receiver, or liquidator of the person or of all or substantially all of the person's property; or

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- 1 (D) failure, within ninety (90) days after the appointment,
 2 to have vacated or stayed the appointment of a trustee,
 3 receiver, or liquidator of the general partner or of all or
 4 substantially all of the person's property obtained without
 5 the person's consent or acquiescence, or failing within
 6 ninety (90) days after the expiration of a stay to have the
 7 appointment vacated;
- 8 (7) in the case of a person who is an individual:
- 9 (A) the person's death;
- 10 (B) the appointment of a guardian or general conservator
 11 for the person; or
- 12 (C) a judicial determination that the person has otherwise
 13 become incapable of performing the person's duties as a
 14 general partner under the partnership agreement;
- 15 (8) in the case of a person that is a trust or is acting as a
 16 general partner by virtue of being a trustee of a trust,
 17 distribution of the trust's entire transferable interest in the
 18 limited partnership, but not merely by reason of the
 19 substitution of a successor trustee;
- 20 (9) in the case of a person that is an estate or is acting as a
 21 general partner by virtue of being a personal representative
 22 of an estate, distribution of the estate's entire transferable
 23 interest in the limited partnership, but not merely by reason
 24 of the substitution of a successor personal representative;
- 25 (10) termination of a general partner that is not an individual,
 26 partnership, limited liability company, corporation, trust, or
 27 estate; or
- 28 (11) the limited partnership's participation in a conversion or
 29 merger under IC 23-16.1-12, if the limited partnership:
- 30 (A) is not the converted or surviving entity; or
- 31 (B) is the converted or surviving entity but, as a result of
 32 the conversion or merger, the person ceases to be a general
 33 partner.
- 34 **Sec. 4. (a) A person has the power to dissociate as a general**
 35 **partner at any time, rightfully or wrongfully, by express will as**
 36 **provided in section 3(1) of this chapter.**
- 37 **(b) A person's dissociation as a general partner is wrongful only**
 38 **if:**
- 39 **(1) it is in breach of an express provision of the partnership**
 40 **agreement; or**
- 41 **(2) it occurs before the termination of the limited partnership,**
 42 **and:**

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- 1 (A) the person withdraws as a general partner by express
- 2 will;
- 3 (B) the person is expelled as a general partner by judicial
- 4 determination under section 3(5) of this chapter;
- 5 (C) the person is dissociated as a general partner by
- 6 becoming a debtor in bankruptcy; or
- 7 (D) in the case of a person that is not an individual, a trust
- 8 other than a business trust, or an estate, the person is
- 9 expelled or otherwise dissociated as a general partner
- 10 because it willfully dissolved or terminated.

11 (c) A person that wrongfully dissociates as a general partner is
 12 liable to the limited partnership and, subject to IC 23-16.1-11-1, to
 13 the other partners for damages caused by the dissociation. The
 14 liability is in addition to any other obligation of the general partner
 15 to the limited partnership or to the other partners.

- 16 Sec. 5. (a) Upon a person's dissociation as a general partner:
- 17 (1) the person's right to participate as a general partner in the
 - 18 management and conduct of the partnership's activities
 - 19 terminates;
 - 20 (2) the person's duty of loyalty as a general partner under
 - 21 IC 23-16.1-5-8(b)(3) terminates;
 - 22 (3) the person's duty of loyalty as a general partner under
 - 23 IC 23-16.1-5-8(b)(1) and IC 23-16.1-5-8(b)(2) and duty of care
 - 24 under IC 23-16.1-5-8(c) continue only with regard to matters
 - 25 arising and events occurring before the person's dissociation
 - 26 as a general partner;
 - 27 (4) the person may sign and deliver to the secretary of state
 - 28 for filing a statement of dissociation pertaining to the person
 - 29 and, at the request of the limited partnership, shall sign an
 - 30 amendment to the certificate of limited partnership that states
 - 31 that the person has dissociated; and
 - 32 (5) subject to IC 23-16.1-8-4 and IC 23-16.1-12, any
 - 33 transferable interest owned by the person immediately before
 - 34 dissociation in the person's capacity as a general partner is
 - 35 owned by the person as a mere transferee.

36 (b) A person's dissociation as a general partner does not of itself
 37 discharge the person from any obligation to the limited partnership
 38 or the other partners that the person incurred while a general
 39 partner.

40 Sec. 6. (a) After a person is dissociated as a general partner and
 41 before the limited partnership is dissolved, converted under
 42 IC 23-16.1-12, or merged out of existence under IC 23-16.1-12, the

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- 1 limited partnership is bound by an act of the person only if:
- 2 (1) the act would have bound the limited partnership under
- 3 IC 23-16.1-5-2 before the dissociation; and
- 4 (2) at the time the other party enters into the transaction:
- 5 (A) less than two (2) years have passed since the
- 6 dissociation; and
- 7 (B) the other party does not have notice of the dissociation
- 8 and reasonably believes that the person is a general
- 9 partner.
- 10 (b) If a limited partnership is bound under subsection (a), the
- 11 person dissociated as a general partner that caused the limited
- 12 partnership to be bound is liable:
- 13 (1) to the limited partnership for any damage caused to the
- 14 limited partnership arising from the obligation incurred
- 15 under subsection (a); and
- 16 (2) if a general partner or another person dissociated as a
- 17 general partner is liable for the obligation, to the general
- 18 partner or other person for any damage caused to the general
- 19 partner or other person arising from the liability.
- 20 Sec. 7. (a) A person's dissociation as a general partner does not
- 21 of itself discharge the person's liability as a general partner for an
- 22 obligation of the limited partnership incurred before dissociation.
- 23 Except as otherwise provided in subsections (b) and (c), the person
- 24 is not liable for a limited partnership's obligation incurred after
- 25 dissociation.
- 26 (b) A person whose dissociation as a general partner resulted in
- 27 a dissolution and winding up of the limited partnership's activities
- 28 is liable to the same extent as a general partner under
- 29 IC 23-16.1-5-4 on an obligation incurred by the limited partnership
- 30 under IC 23-16.1-9-4.
- 31 (c) A person that has dissociated as a general partner but whose
- 32 dissociation did not result in a dissolution and winding up of the
- 33 limited partnership's activities is liable on a transaction entered
- 34 into by the limited partnership after the dissociation only if:
- 35 (1) a general partner would be liable on the transaction; and
- 36 (2) at the time the other party enters into the transaction:
- 37 (A) less than two (2) years have passed since the
- 38 dissociation; and
- 39 (B) the other party does not have notice of the dissociation
- 40 and reasonably believes that the person is a general
- 41 partner.
- 42 (d) By agreement with a creditor of a limited partnership and

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1 the limited partnership, a person dissociated as a general partner
2 may be released from liability for an obligation of the limited
3 partnership.

4 (e) A person dissociated as a general partner is released from
5 liability for an obligation of the limited partnership if the limited
6 partnership's creditor, with notice of the person's dissociation as
7 a general partner but without the person's consent, agrees to a
8 material alteration in the nature or time of payment of the
9 obligation.

10 Chapter 8. Transferable Interests and Rights of Transferees and
11 Creditors

12 Sec. 1. The only interest of a partner that is transferable is the
13 partner's transferable interest. A transferable interest is personal
14 property.

15 Sec. 2. (a) A transfer, in whole or in part, of a partner's
16 transferable interest:

- 17 (1) is permissible;
- 18 (2) does not by itself cause the partner's dissociation or a
19 dissolution and winding up of the limited partnership's
20 activities; and
- 21 (3) does not, as against the other partners or the limited
22 partnership, entitle the transferee to participate in the
23 management or conduct of the limited partnership's activities,
24 to require access to information concerning the limited
25 partnership's transactions except as otherwise provided in
26 subsection (c), or to inspect or copy the required information
27 or the limited partnership's other records.

28 (b) A transferee has a right to receive, in accordance with the
29 transfer:

- 30 (1) distributions to which the transferor would otherwise be
31 entitled; and
- 32 (2) upon the dissolution and winding up of the limited
33 partnership's activities, the net amount otherwise
34 distributable to the transferor.

35 (c) In a dissolution and winding up, a transferee is entitled to an
36 account of the limited partnership's transactions only from the
37 date of dissolution.

38 (d) Upon transfer, the transferor retains the rights of a partner
39 other than the interest in distributions transferred and retains all
40 duties and obligations of a partner.

41 (e) A limited partnership need not give effect to a transferee's
42 rights under this section until the limited partnership has notice of

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1 the transfer.

2 (f) A transfer of a partner's transferable interest in the limited
3 partnership in violation of a restriction on transfer contained in the
4 partnership agreement is ineffective as to a person having notice
5 of the restriction at the time of transfer.

6 (g) A transferee that becomes a partner with respect to a
7 transferable interest is liable for the transferor's obligations under
8 IC 23-16.1-6-2 and IC 23-16.1-6-9. However, the transferee is not
9 obligated for liabilities unknown to the transferee at the time the
10 transferee became a partner.

11 **Sec. 3. (a) On application to a court with jurisdiction by any**
12 **judgment creditor of a partner or transferee, the court may charge**
13 **the transferable interest of the judgment debtor with payment of**
14 **the unsatisfied amount of the judgment with interest. To the extent**
15 **so charged, the judgment creditor has only the rights of a**
16 **transferee. The court may appoint a receiver of the share of the**
17 **distributions due or to become due to the judgment debtor in**
18 **respect of the partnership and make all other orders, directions,**
19 **accounts, and inquiries the judgment debtor might have made or**
20 **which the circumstances of the case may require to give effect to**
21 **the charging order.**

22 (b) A charging order constitutes a lien on the judgment debtor's
23 transferable interest. The court may order a foreclosure upon the
24 interest subject to the charging order at any time. The purchaser
25 at the foreclosure sale has the rights of a transferee.

26 (c) At any time before foreclosure, an interest charged may be
27 redeemed:

- 28 (1) by the judgment debtor;
29 (2) with property other than limited partnership property, by
30 one (1) or more of the other partners; or
31 (3) with limited partnership property, by the limited
32 partnership with the consent of all partners whose interests
33 are not so charged.

34 (d) This article does not deprive any partner or transferee of the
35 benefit of any exemption laws applicable to the partner's or
36 transferee's transferable interest.

37 (e) This section provides the exclusive remedy by which a
38 judgment creditor of a partner or transferee may satisfy a
39 judgment out of the judgment debtor's transferable interest.

40 **Sec. 4. If a partner dies, the deceased partner's personal**
41 **representative or other legal representative may exercise the rights**
42 **of a transferee as provided in section 2 of this chapter and, for the**

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1 purposes of settling the estate, may exercise the rights of a current
2 limited partner under IC 23-16.1-4-4.

3 Chapter 9. Dissolution

4 Sec. 1. Except as otherwise provided in section 2 of this chapter,
5 a limited partnership is dissolved, and its activities must be wound
6 up, only upon the occurrence of:

7 (1) the happening of an event specified in the partnership
8 agreement;

9 (2) the consent of all general partners and of limited partners
10 owning a majority of the rights to receive distributions as
11 limited partners at the time the consent is to be effective;

12 (3) after the dissociation of a person as a general partner:

13 (A) if the limited partnership has at least one (1) remaining
14 general partner, the consent to dissolve the limited
15 partnership given within ninety (90) days after the
16 dissociation by partners owning a majority of the rights to
17 receive distributions as partners at the time the consent is
18 to be effective; or

19 (B) if the limited partnership does not have a remaining
20 general partner, the passage of ninety (90) days after the
21 dissociation, unless before the end of the period:

22 (i) consent to continue the activities of the limited
23 partnership and admit at least one (1) general partner is
24 given by limited partners owning a majority of the rights
25 to receive distributions as limited partners at the time
26 the consent is to be effective; and

27 (ii) at least one (1) person is admitted as a general
28 partner in accordance with the consent;

29 (4) the passage of ninety (90) days after the dissociation of the
30 limited partnership's last limited partner, unless before the
31 end of the period the limited partnership admits at least one
32 (1) limited partner; or

33 (5) the signing and filing of a declaration of dissolution by the
34 secretary of state under section 9(c) of this chapter.

35 Sec. 2. On application by a partner, the appropriate court may
36 order dissolution of a limited partnership if it is not reasonably
37 practicable to carry on the activities of the limited partnership in
38 conformity with the partnership agreement.

39 Sec. 3. (a) A limited partnership continues after dissolution only
40 for the purpose of winding up its activities.

41 (b) In winding up its activities, the limited partnership:

42 (1) may amend its certificate of limited partnership to state

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1 that the limited partnership is dissolved, preserve the limited
 2 partnership business or property as a going concern for a
 3 reasonable time, prosecute and defend actions and
 4 proceedings, whether civil, criminal, or administrative,
 5 transfer the limited partnership's property, settle disputes by
 6 mediation or arbitration, file a statement of termination as
 7 provided in IC 23-16.1-3-3, and perform other necessary acts;
 8 and
 9 (2) shall discharge the limited partnership's liabilities, settle
 10 and close the limited partnership's activities, and marshal and
 11 distribute the assets of the partnership.
 12 (c) If a dissolved limited partnership does not have a general
 13 partner, a person to wind up the dissolved limited partnership's
 14 activities may be appointed by the consent of limited partners
 15 owning a majority of the rights to receive distributions as limited
 16 partners at the time the consent is to be effective. A person
 17 appointed under this subsection:
 18 (1) has the powers of a general partner under section 4 of this
 19 chapter; and
 20 (2) shall promptly amend the certificate of limited partnership
 21 to state:
 22 (A) that the limited partnership does not have a general
 23 partner;
 24 (B) the name of the person that has been appointed to wind
 25 up the limited partnership; and
 26 (C) the street and mailing address of the person.
 27 (d) On the application of any partner, the appropriate court
 28 may order judicial supervision of the winding up, including the
 29 appointment of a person to wind up the dissolved limited
 30 partnership's activities, if:
 31 (1) a limited partnership does not have a general partner and
 32 within a reasonable time following the dissolution no person
 33 has been appointed as provided in subsection (c); or
 34 (2) the applicant establishes other good cause.
 35 Sec. 4. (a) A limited partnership is bound by a general partner's
 36 act after dissolution that:
 37 (1) is appropriate for winding up the limited partnership's
 38 activities; or
 39 (2) would have bound the limited partnership under
 40 IC 23-16.1-5-2 before dissolution, if, at the time the other
 41 party enters into the transaction, the other party does not
 42 have notice of the dissolution.

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1 **(b) A person dissociated as a general partner binds a limited**
 2 **partnership through an act occurring after dissolution if:**

3 **(1) at the time the other party enters into the transaction:**

4 **(A) less than two (2) years have passed since the**
 5 **dissociation; and**

6 **(B) the other party does not have notice of the dissociation**
 7 **and reasonably believes that the person is a general**
 8 **partner; and**

9 **(2) the act:**

10 **(A) is appropriate for winding up the limited partnership's**
 11 **activities; or**

12 **(B) would have bound the limited partnership under**
 13 **IC 23-16.1-5-2 before dissolution and at the time the other**
 14 **party enters into the transaction the other party does not**
 15 **have notice of the dissolution.**

16 **Sec. 5. (a) If a general partner having knowledge of the**
 17 **dissolution causes a limited partnership to incur an obligation**
 18 **under section 4(a) of this chapter by an act that is not appropriate**
 19 **for winding up the partnership's activities, the general partner is**
 20 **liable:**

21 **(1) to the limited partnership for any damage caused to the**
 22 **limited partnership arising from the obligation; and**

23 **(2) if another general partner or a person dissociated as a**
 24 **general partner is liable for the obligation, to that other**
 25 **general partner or person for any damage caused to that**
 26 **other general partner or person arising from the liability.**

27 **(b) If a person dissociated as a general partner causes a limited**
 28 **partnership to incur an obligation under section 4(b) of this**
 29 **chapter, the person is liable:**

30 **(1) to the limited partnership for any damage caused to the**
 31 **limited partnership arising from the obligation; and**

32 **(2) if a general partner or another person dissociated as a**
 33 **general partner is liable for the obligation, to the general**
 34 **partner or other person for any damage caused to the general**
 35 **partner or other person arising from the liability.**

36 **Sec. 6. (a) A dissolved limited partnership may dispose of the**
 37 **known claims against it by following the procedure described in**
 38 **subsection (b).**

39 **(b) A dissolved limited partnership may notify its known**
 40 **claimants of the dissolution in a record. The notice must:**

41 **(1) specify the information required to be included in a claim;**

42 **(2) provide a mailing address to which the claim is to be sent;**

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1 (3) state the deadline for receipt of the claim, which may not
 2 be less than one hundred twenty (120) days after the date the
 3 notice is received by the claimant;
 4 (4) state that the claim will be barred if not received by the
 5 deadline; and
 6 (5) unless the limited partnership has been throughout its
 7 existence a limited liability limited partnership, state that the
 8 barring of a claim against the limited partnership will also
 9 bar any corresponding claim against any general partner or
 10 person dissociated as a general partner that is based on
 11 IC 23-16.1-5-4.

12 (c) A claim against a dissolved limited partnership is barred if
 13 the requirements of subsection (b) are met and:
 14 (1) the claim is not received by the specified deadline; or
 15 (2) in the case of a claim that is timely received but rejected
 16 by the dissolved limited partnership, the claimant does not
 17 commence an action to enforce the claim against the limited
 18 partnership within ninety (90) days after the receipt of the
 19 notice of the rejection.

20 (d) This section does not apply to a claim based on an event
 21 occurring after the effective date of dissolution or a liability that is
 22 contingent on that date.

23 Sec. 7. (a) A dissolved limited partnership may publish notice of
 24 its dissolution and request persons having claims against the
 25 limited partnership to present them in accordance with the notice.

26 (b) The notice must:
 27 (1) be published at least once in a newspaper of general
 28 circulation in the county in which the dissolved limited
 29 partnership's principal office is located or, if it has none in
 30 this state, in the county in which the limited partnership's
 31 designated office is or was last located;
 32 (2) describe the information required to be contained in a
 33 claim and provide a mailing address to which the claim is to
 34 be sent;
 35 (3) state that a claim against the limited partnership is barred
 36 unless an action to enforce the claim is commenced within five
 37 (5) years after publication of the notice; and
 38 (4) unless the limited partnership has been throughout its
 39 existence a limited liability limited partnership, state that the
 40 barring of a claim against the limited partnership will also
 41 bar any corresponding claim against any general partner or
 42 person dissociated as a general partner that is based on

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IC 23-16.1-5-4.

(c) If a dissolved limited partnership publishes a notice in accordance with subsection (b), the claim of each of the following claimants is barred unless the claimant commences an action to enforce the claim against the dissolved limited partnership within five (5) years after the publication date of the notice:

- (1) A claimant that did not receive notice in a record under section 6 of this chapter.**
- (2) A claimant whose claim was timely sent to the dissolved limited partnership but not acted on.**
- (3) A claimant whose claim is contingent or based on an event occurring after the effective date of dissolution.**

(d) A claim not barred under this section may be enforced:

- (1) against the dissolved limited partnership, to the extent of its undistributed assets;**
- (2) if the assets have been distributed in liquidation, against a partner or transferee to the extent of that person's proportionate share of the claim or the limited partnership's assets distributed to the partner or transferee in liquidation, whichever is less, but a person's total liability for all claims under this subdivision does not exceed the total amount of assets distributed to the person as part of the winding up of the dissolved limited partnership; or**
- (3) against any person liable on the claim under IC 23-16.1-5-4.**

Sec. 8. If a claim against a dissolved limited partnership is barred under section 6 or 7 of this chapter, any corresponding claim under IC 23-16.1-5-4 is also barred.

Sec. 9. (a) The secretary of state may dissolve a limited partnership administratively if the limited partnership does not, within sixty (60) days after the due date:

- (1) pay any fee, tax, or penalty due to the secretary of state under this article or other law; or**
- (2) deliver its biennial report to the secretary of state.**

(b) If the secretary of state determines that a ground exists for administratively dissolving a limited partnership, the secretary of state shall file a record of the determination and serve the limited partnership with a copy of the filed record.

(c) If within sixty (60) days after service of the copy the limited partnership does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not

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1 exist, the secretary of state shall administratively dissolve the
2 limited partnership by preparing, signing, and filing a declaration
3 of dissolution that states the grounds for dissolution. The secretary
4 of state shall serve the limited partnership with a copy of the filed
5 declaration.

6 (d) A limited partnership administratively dissolved continues
7 its existence but may carry on only activities necessary to wind up
8 its activities and liquidate its assets under sections 3 and 12 of this
9 chapter and to notify claimants under sections 6 and 7 of this
10 chapter.

11 (e) The administrative dissolution of a limited partnership does
12 not terminate the authority of its agent for service of process.

13 Sec. 10. (a) A limited partnership that has been administratively
14 dissolved may apply to the secretary of state for reinstatement
15 within two (2) years after the effective date of dissolution. The
16 application must be delivered to the secretary of state for filing and
17 state:

18 (1) the name of the limited partnership and the effective date
19 of its administrative dissolution;

20 (2) that the grounds for dissolution either did not exist or have
21 been eliminated; and

22 (3) that the limited partnership's name satisfies the
23 requirements of IC 23-16.1-2-7.

24 (b) If the secretary of state determines that an application
25 contains the information required by subsection (a) and that the
26 information is correct, the secretary of state shall prepare a
27 declaration of reinstatement that states this determination, sign,
28 and file the original of the declaration of reinstatement, and serve
29 the limited partnership with a copy.

30 (c) When reinstatement becomes effective, it relates back to and
31 takes effect as of the effective date of the administrative
32 dissolution, and the limited partnership may resume its activities
33 as if the administrative dissolution had never occurred.

34 Sec. 11. (a) If the secretary of state denies a limited
35 partnership's application for reinstatement following
36 administrative dissolution, the secretary of state shall prepare,
37 sign, and file a notice that explains the reason or reasons for denial
38 and serve the limited partnership with a copy of the notice.

39 (b) Within thirty (30) days after service of the notice of denial,
40 the limited partnership may appeal from the denial of
41 reinstatement by petitioning the appropriate court to set aside the
42 dissolution. The petition must be served on the secretary of state

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1 and contain a copy of the secretary of state's declaration of
 2 dissolution, the limited partnership's application for reinstatement,
 3 and the secretary of state's notice of denial.

4 (c) The court may summarily order the secretary of state to
 5 reinstate the dissolved limited partnership or may take other action
 6 the court considers appropriate.

7 **Sec. 12. (a) In winding up a limited partnership's activities, the**
 8 **assets of the limited partnership, including the contributions**
 9 **required by this section, must be applied to satisfy the limited**
 10 **partnership's obligations to creditors, including, to the extent**
 11 **permitted by law, partners that are creditors.**

12 (b) Any surplus remaining after the limited partnership
 13 complies with subsection (a) must be paid in cash as a distribution.

14 (c) If a limited partnership's assets are insufficient to satisfy all
 15 of its obligations under subsection (a), with respect to each
 16 unsatisfied obligation incurred when the limited partnership was
 17 not a limited liability limited partnership, the following rules
 18 apply:

19 (1) Each person that was a general partner when the
 20 obligation was incurred and that has not been released from
 21 the obligation under IC 23-16.1-7-7 shall contribute to the
 22 limited partnership for the purpose of enabling the limited
 23 partnership to satisfy the obligation. The contribution due
 24 from each of those persons is in proportion to the right to
 25 receive distributions in the capacity of general partner in
 26 effect for each of those persons when the obligation was
 27 incurred.

28 (2) If a person does not contribute the full amount required
 29 under subdivision (1) with respect to an unsatisfied obligation
 30 of the limited partnership, the other persons required to
 31 contribute by subdivision (1) on account of the obligation shall
 32 contribute the additional amount necessary to discharge the
 33 obligation. The additional contribution due from each of those
 34 other persons is in proportion to the right to receive
 35 distributions in the capacity of general partner in effect for
 36 each of those other persons when the obligation was incurred.

37 (3) If a person does not make the additional contribution
 38 required by subdivision (2), further additional contributions
 39 are determined and due in the same manner as provided in
 40 that subdivision.

41 (d) A person that makes an additional contribution under
 42 subsection (c)(2) or (c)(3) may recover from any person whose

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1 failure to contribute under subsection (c)(1) or (c)(2) necessitated
 2 the additional contribution. A person may not recover under this
 3 subsection more than the amount additionally contributed. A
 4 person's liability under this subsection may not exceed the amount
 5 the person failed to contribute.

6 (e) The estate of a deceased individual is liable for the person's
 7 obligations under this section.

8 (f) An assignee for the benefit of creditors of a limited
 9 partnership or a partner, or a person appointed by a court to
 10 represent creditors of a limited partnership or a partner, may
 11 enforce a person's obligation to contribute under subsection (c).

12 **Chapter 10. Foreign Limited Partnerships**

13 **Sec. 1. (a)** The laws of the state or other jurisdiction under
 14 which a foreign limited partnership is organized govern relations
 15 among the partners of the foreign limited partnership and between
 16 the partners and the foreign limited partnership and the liability
 17 of partners as partners for an obligation of the foreign limited
 18 partnership.

19 (b) A foreign limited partnership may not be denied a certificate
 20 of authority by reason of any difference between the laws of the
 21 jurisdiction under which the foreign limited partnership is
 22 organized and the laws of this state.

23 (c) A certificate of authority does not authorize a foreign limited
 24 partnership to engage in any business or exercise any power that
 25 a limited partnership may not engage in or exercise in this state.

26 **Sec. 2. (a)** A foreign limited partnership may apply for a
 27 certificate of authority to transact business in this state by
 28 delivering an application to the secretary of state for filing. The
 29 application must state:

30 (1) the name of the foreign limited partnership and, if the
 31 name does not comply with IC 23-16.1-2-7, an alternate name
 32 adopted as provided under section 5(a) of this chapter;

33 (2) the name of the state or other jurisdiction under whose law
 34 the foreign limited partnership is organized;

35 (3) the street and mailing address of the foreign limited
 36 partnership's principal office and, if the laws of the
 37 jurisdiction under which the foreign limited partnership is
 38 organized require the foreign limited partnership to maintain
 39 an office in that jurisdiction, the street and mailing address of
 40 the required office;

41 (4) the name and street and mailing address of the foreign
 42 limited partnership's initial agent for service of process in this

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- 1 state;
- 2 (5) the name and street and mailing address of each of the
- 3 foreign limited partnership's general partners; and
- 4 (6) whether the foreign limited partnership is a foreign limited
- 5 liability limited partnership.

6 (b) A foreign limited partnership shall deliver with the
 7 completed application a certificate of existence or a record of
 8 similar import signed by the secretary of state or other official
 9 having custody of the foreign limited partnership's publicly filed
 10 records in the state or other jurisdiction under whose law the
 11 foreign limited partnership is organized.

12 **Sec. 3. (a) Activities of a foreign limited partnership that do not**
 13 **constitute transacting business in this state within the meaning of**
 14 **this article include:**

- 15 (1) maintaining, defending, and settling an action or
- 16 proceeding;
- 17 (2) holding meetings of its partners or carrying on any other
- 18 activity concerning its internal affairs;
- 19 (3) maintaining accounts in financial institutions;
- 20 (4) maintaining offices or agencies for the transfer, exchange,
- 21 and registration of the foreign limited partnership's own
- 22 securities or maintaining trustees or depositories with respect
- 23 to those securities;
- 24 (5) selling through independent contractors;
- 25 (6) soliciting or obtaining orders, whether by mail or
- 26 electronic means or through employees or agents or
- 27 otherwise, if the orders require acceptance outside this state
- 28 before they become contracts;
- 29 (7) creating or acquiring indebtedness, mortgages, or security
- 30 interests in real or personal property;
- 31 (8) securing or collecting debts or enforcing mortgages or
- 32 other security interests in property securing the debts, and
- 33 holding, protecting, and maintaining property so acquired;
- 34 (9) conducting an isolated transaction that is completed within
- 35 thirty (30) days and is not a transaction in the course of
- 36 similar transactions of a like manner; and
- 37 (10) transacting business in interstate commerce.

38 (b) For purposes of this article, the ownership in this state of
 39 income producing real property or tangible personal property,
 40 other than property excluded under subsection (a), constitutes
 41 transacting business in this state.

42 (c) This section does not apply in determining the contacts or

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1 activities that may subject a foreign limited partnership to service
2 of process, taxation, or regulation under any other law of this state.

3 **Sec. 4. Unless the secretary of state determines that an**
4 **application for a certificate of authority does not comply with the**
5 **filing requirements of this article, the secretary of state, upon**
6 **payment of all filing fees, shall file the application, prepare, sign**
7 **and file a certificate of authority to transact business in this state,**
8 **and send a copy of the filed certificate, together with a receipt for**
9 **the fees, to the foreign limited partnership or its representative.**

10 **Sec. 5. (a) A foreign limited partnership whose name does not**
11 **comply with IC 23-16.1-2-7 may not obtain a certificate of**
12 **authority until it adopts, for the purpose of transacting business in**
13 **this state, an alternate name that complies with IC 23-16.1-2-7. A**
14 **foreign limited partnership that adopts an alternate name under**
15 **this subsection and then obtains a certificate of authority with the**
16 **name need not comply with IC 23-15-1. After obtaining a**
17 **certificate of authority with an alternate name, a foreign limited**
18 **partnership shall transact business in this state under the alternate**
19 **name unless the foreign limited partnership is authorized under**
20 **IC 23-15-1 to transact business in this state under another name.**

21 **(b) If a foreign limited partnership authorized to transact**
22 **business in this state changes its name to a foreign limited**
23 **partnership that does not comply with IC 23-16.1-2-7, the foreign**
24 **limited partnership may not thereafter transact business in this**
25 **state until it complies with subsection (a) and obtains an amended**
26 **certificate of authority.**

27 **Sec. 6. (a) A certificate of authority of a foreign limited**
28 **partnership to transact business in this state may be revoked by the**
29 **secretary of state in the manner provided in subsections (b) and (c)**
30 **if the foreign limited partnership does not:**

- 31 **(1) pay, within sixty (60) days after the due date, any fee, tax,**
32 **or penalty due to the secretary of state under this article or**
33 **other law;**
34 **(2) deliver, within sixty (60) days after the due date, its**
35 **biennial report required under IC 23-16.1-3-10;**
36 **(3) appoint and maintain an agent for service of process as**
37 **required by IC 23-16.1-2-13(b); or**
38 **(4) deliver for filing a statement of a change under**
39 **IC 23-16.1-2-14 within thirty (30) days after a change has**
40 **occurred in the name or address of the agent.**

41 **(b) In order to revoke a certificate of authority, the secretary of**
42 **state must prepare, sign, and file a notice of revocation and send a**

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1 copy to the foreign limited partnership's agent for service of
2 process in this state, or if the foreign limited partnership does not
3 appoint and maintain a proper agent in this state, to the foreign
4 limited partnership's designated office. The notice must state:

5 (1) the revocation's effective date, which must be at least sixty
6 (60) days after the date the secretary of state sends the copy;
7 and

8 (2) the foreign limited partnership's failures to comply with
9 subsection (a), which are the reason for the revocation.

10 (c) The authority of the foreign limited partnership to transact
11 business in this state ceases on the effective date of the notice of
12 revocation unless before that date the foreign limited partnership
13 cures each failure to comply with subsection (a) stated in the
14 notice. If the foreign limited partnership cures the failures, the
15 secretary of state shall so indicate on the filed notice.

16 Sec. 7. (a) In order to cancel its certificate of authority to
17 transact business in this state, a foreign limited partnership must
18 deliver to the secretary of state for filing a notice of cancellation.
19 The certificate is canceled when the notice becomes effective under
20 IC 23-16.1-3-6.

21 (b) A foreign limited partnership transacting business in this
22 state may not maintain an action or proceeding in this state unless
23 it has a certificate of authority to transact business in this state.

24 (c) The failure of a foreign limited partnership to have a
25 certificate of authority to transact business in this state does not
26 impair the validity of a contract or act of the foreign limited
27 partnership or prevent the foreign limited partnership from
28 defending an action or proceeding in this state.

29 (d) A partner of a foreign limited partnership is not liable for
30 the obligations of the foreign limited partnership solely by reason
31 of the foreign limited partnership's having transacted business in
32 this state without a certificate of authority.

33 (e) If a foreign limited partnership transacts business in this
34 state without a certificate of authority or cancels its certificate of
35 authority, the foreign limited partnership appoints the secretary of
36 state as its agent for service of process for rights of action arising
37 out of the transaction of business in this state.

38 Sec. 8. The attorney general may maintain an action to restrain
39 a foreign limited partnership from transacting business in this state
40 in violation of this article.

41 Chapter 11. Actions by Partners

42 Sec. 1. (a) Subject to subsection (b), a partner may maintain a

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1 direct action against the limited partnership or another partner for
2 legal or equitable relief, with or without an accounting as to the
3 partnership's activities, to enforce the rights and otherwise protect
4 the interests of the partner, including rights and interests under the
5 partnership agreement or this article or arising independently of
6 the partnership relationship.

7 (b) A partner commencing a direct action under this section is
8 required to plead and prove an actual or threatened injury that is
9 not solely the result of an injury suffered or threatened to be
10 suffered by the limited partnership.

11 (c) The accrual of, and any time limitation on, a right of action
12 for a remedy under this section is governed by other law. A right
13 to an accounting upon a dissolution and winding up does not revive
14 a claim barred by law.

15 Sec. 2. A partner may maintain a derivative action to enforce a
16 right of a limited partnership if:

- 17 (1) the partner first makes a demand on the general partners,
18 requesting that they cause the limited partnership to bring an
19 action to enforce the right, and the general partners do not
20 bring the action within a reasonable time; or
- 21 (2) a demand would be futile.

22 Sec. 3. A derivative action may be maintained only by a person
23 that is a partner at the time the action is commenced and:

- 24 (1) was a partner when the conduct giving rise to the action
25 occurred; or
- 26 (2) whose status as a partner devolved upon the person by
27 operation of law or according to the terms of the partnership
28 agreement from a person that was a partner at the time of the
29 conduct.

30 Sec. 4. In a derivative action, the complaint must state with
31 particularity:

- 32 (1) the date and content of plaintiff's demand and the general
33 partners' response to the demand; or
- 34 (2) why demand should be excused as futile.

35 Sec. 5. (a) Except as otherwise provided in subsection (b):

- 36 (1) any proceeds or other benefits of a derivative action,
37 whether by judgment, compromise, or settlement, belong to
38 the limited partnership and not to the derivative plaintiff; and
- 39 (2) if the derivative plaintiff receives any proceeds, the
40 derivative plaintiff shall immediately remit them to the
41 limited partnership.

42 (b) If a derivative action is successful in whole or in part, the

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1 court may award the plaintiff reasonable expenses, including
2 reasonable attorney's fees, from the recovery of the limited
3 partnership.

4 Chapter 12. Conversion and Merger

5 Sec. 1. The following definitions apply throughout this chapter:

6 (1) "Constituent limited partnership" means a constituent
7 organization that is a limited partnership.

8 (2) "Constituent organization" means an organization that is
9 party to a merger.

10 (3) "Converted organization" means the organization into
11 which a converting organization converts as provided under
12 sections 2 through 5 of this chapter.

13 (4) "Converting limited partnership" means a converting
14 organization that is a limited partnership.

15 (5) "Converting organization" means an organization that
16 converts into another organization as provided under section
17 2 of this chapter.

18 (6) "General partner" means a general partner of a limited
19 partnership.

20 (7) "Governing statute" of an organization means the statute
21 that governs the organization's internal affairs.

22 (8) "Organization" means a general partnership, including a
23 limited liability partnership; limited partnership, including a
24 limited liability limited partnership; limited liability
25 company; business trust; corporation; or any other person
26 having a governing statute. The term includes domestic and
27 foreign organizations whether or not organized for profit.

- 28 (9) "Organizational documents" means:
- 29 (A) for a domestic or foreign general partnership, its
30 partnership agreement;
 - 31 (B) for a limited partnership or foreign limited
32 partnership, its certificate of limited partnership and
33 partnership agreement;
 - 34 (C) for a domestic or foreign limited liability company, its
35 articles of organization and operating agreement, or
36 comparable records as provided in its governing statute;
 - 37 (D) for a business trust, its agreement of trust and
38 declaration of trust;
 - 39 (E) for a domestic or foreign corporation for profit, its
40 articles of incorporation, bylaws, and other agreements
41 among its shareholders that are authorized by its
42 governing statute, or comparable records as provided in its

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1 governing statute; and
 2 (F) for any other organization, the basic records that
 3 create the organization and determine its internal
 4 governance and the relations among the persons that own
 5 it, have an interest in it, or are members of it.
 6 (10) "Personal liability" means personal liability for a debt,
 7 liability, or other obligation of an organization which is
 8 imposed on a person that co-owns, has an interest in, or is a
 9 member of the organization:
 10 (A) by the organization's governing statute solely by
 11 reason of the person co-owning, having an interest in, or
 12 being a member of the organization; or
 13 (B) by the organization's organizational documents under
 14 a provision of the organization's governing statute
 15 authorizing those documents to make one (1) or more
 16 specified persons liable for all or specified debts, liabilities,
 17 and other obligations of the organization solely by reason
 18 of the person or persons co-owning, having an interest in,
 19 or being a member of the organization.
 20 (11) "Surviving organization" means an organization into
 21 which one (1) or more other organizations are merged. A
 22 surviving organization may preexist the merger or be created
 23 by the merger.
 24 **Sec. 2. (a) An organization other than a limited partnership may**
 25 **convert to a limited partnership, and a limited partnership may**
 26 **convert to another organization in accordance with this section,**
 27 **sections 3 through 5 of this chapter, and a plan of conversion, if:**
 28 (1) the other organization's governing statute authorizes the
 29 conversion;
 30 (2) the conversion is not prohibited by the law of the
 31 jurisdiction that enacted the governing statute; and
 32 (3) the other organization complies with its governing statute
 33 in effecting the conversion.
 34 (b) A plan of conversion must be in a record and must include:
 35 (1) the name and form of the organization before conversion;
 36 (2) the name and form of the organization after conversion;
 37 (3) the terms and conditions of the conversion, including the
 38 manner and basis for converting interests in the converting
 39 organization into any combination of money, interests in the
 40 converted organization, and other consideration; and
 41 (4) the organizational documents of the converted
 42 organization.

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Sec. 3. (a) Subject to section 10 of this chapter, a plan of conversion must be consented to by all the partners of a converting limited partnership.

(b) Subject to section 10 of this chapter and any contractual rights, after a conversion is approved, and at any time before a filing is made under section 4 of this chapter, a converting limited partnership may amend the plan or abandon the planned conversion:

- (1) as provided in the plan; and**
- (2) except as prohibited by the plan, by the same consent as was required to approve the plan.**

Sec. 4. (a) After a plan of conversion is approved:

(1) a converting limited partnership shall deliver to the secretary of state for filing articles of conversion that must include:

- (A) a statement that the limited partnership has been converted into another organization;**
- (B) the name and form of the organization and the jurisdiction of its governing statute;**
- (C) the date the conversion is effective under the governing statute of the converted organization;**
- (D) a statement that the conversion was approved as required by this article;**
- (E) a statement that the conversion was approved as required by the governing statute of the converted organization; and**
- (F) if the converted organization is a foreign organization not authorized to transact business in this state, the street and mailing address of an office that the secretary of state may use for purposes of section 5(c) of this chapter; and**

(2) if the converting organization is not a converting limited partnership, the converting organization shall deliver to the secretary of state for filing a certificate of limited partnership that must include, in addition to the information required by IC 23-16.1-3-1:

- (A) a statement that the limited partnership was converted from another organization;**
- (B) the name and form of the organization and the jurisdiction of its governing statute; and**
- (C) a statement that the conversion was approved in a manner that complied with the organization's governing statute.**

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- (b) A conversion becomes effective:**
 - (1) if the converted organization is a limited partnership, when the certificate of limited partnership takes effect; and**
 - (2) if the converted organization is not a limited partnership, as provided by the governing statute of the converted organization.**

Sec. 5. (a) An organization that has been converted under this article is for all purposes the same entity that existed before the conversion.

- (b) When a conversion takes effect:**
 - (1) all property owned by the converting organization remains vested in the converted organization;**
 - (2) all debts, liabilities, and other obligations of the converting organization continue as obligations of the converted organization;**
 - (3) an action or proceeding pending by or against the converting organization may be continued as if the conversion had not occurred;**
 - (4) except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of the converting organization remain vested in the converted organization;**
 - (5) except as otherwise provided in the plan of conversion, the terms and conditions of the plan of conversion take effect; and**
 - (6) except as otherwise agreed, the conversion does not dissolve a converting limited partnership for the purposes of IC 23-16.1-9.**

(c) A converted organization that is a foreign organization consents to the jurisdiction of the courts of this state to enforce any obligation owed by the converting limited partnership if before the conversion the converting limited partnership was subject to suit in this state on the obligation. A converted organization that is a foreign organization and not authorized to transact business in this state appoints the secretary of state as its agent for service of process for purposes of enforcing an obligation under this subsection. Service on the secretary of state under this subsection is made in the same manner and with the same consequences as in IC 23-16.1-2-16(c) and IC 23-16.1-2-16(d).

Sec. 6. (a) A limited partnership may merge with one (1) or more other constituent organizations in accordance with this section, sections 7 through 9 of this chapter, and a plan of merger, if:

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- 1 (1) the governing statute of each of the other organizations
- 2 authorizes the merger;
- 3 (2) the merger is not prohibited by the law of a jurisdiction
- 4 that enacted any of those governing statutes; and
- 5 (3) each of the other organizations complies with its governing
- 6 statute in effecting the merger.
- 7 (b) A plan of merger must be in a record and must include:
- 8 (1) the name and form of each constituent organization;
- 9 (2) the name and form of the surviving organization and, if
- 10 the surviving organization is to be created by the merger, a
- 11 statement to that effect;
- 12 (3) the terms and conditions of the merger, including the
- 13 manner and basis for converting the interests in each
- 14 constituent organization into any combination of money,
- 15 interests in the surviving organization, and other
- 16 consideration;
- 17 (4) if the surviving organization is to be created by the
- 18 merger, the surviving organization's organizational
- 19 documents; and
- 20 (5) if the surviving organization is not to be created by the
- 21 merger, any amendments to be made by the merger to the
- 22 surviving organization's organizational documents.
- 23 Sec. 7. (a) Subject to section 10 of this chapter, a plan of merger
- 24 must be consented to by all the partners of a constituent limited
- 25 partnership.
- 26 (b) Subject to section 10 of this chapter and any contractual
- 27 rights, after a merger is approved, and at any time before a filing
- 28 is made under section 8 of this chapter, a constituent limited
- 29 partnership may amend the plan or abandon the planned merger:
- 30 (1) as provided in the plan; and
- 31 (2) except as prohibited by the plan, with the same consent as
- 32 was required to approve the plan.
- 33 Sec. 8. (a) After each constituent organization has approved a
- 34 merger, articles of merger must be signed on behalf of:
- 35 (1) each preexisting constituent limited partnership, by each
- 36 general partner listed in the certificate of limited partnership;
- 37 and
- 38 (2) each other preexisting constituent organization, by an
- 39 authorized representative.
- 40 (b) The articles of merger must include:
- 41 (1) the name and form of each constituent organization and
- 42 the jurisdiction of its governing statute;

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- 1 (2) the name and form of the surviving organization, the
 2 jurisdiction of its governing statute, and, if the surviving
 3 organization is created by the merger, a statement to that
 4 effect;
- 5 (3) the date the merger is effective under the governing statute
 6 of the surviving organization;
- 7 (4) if the surviving organization is to be created by the
 8 merger:
- 9 (A) if it will be a limited partnership, the limited
 10 partnership's certificate of limited partnership; or
 11 (B) if it will be an organization other than a limited
 12 partnership, the organizational document that creates the
 13 organization;
- 14 (5) if the surviving organization preexists the merger, any
 15 amendments provided for in the plan of merger for the
 16 organizational document that created the organization;
- 17 (6) a statement as to each constituent organization that the
 18 merger was approved as required by the organization's
 19 governing statute;
- 20 (7) if the surviving organization is a foreign organization not
 21 authorized to transact business in this state, the street and
 22 mailing address of an office that the secretary of state may use
 23 for purposes of section 9(b) of this chapter; and
- 24 (8) any additional information required by the governing
 25 statute of any constituent organization.
- 26 (c) Each constituent limited partnership shall deliver the articles
 27 of merger for filing in the office of the secretary of state.
- 28 (d) A merger becomes effective under this article:
- 29 (1) if the surviving organization is a limited partnership, upon
 30 the later of:
- 31 (A) compliance with subsection (c); or
 32 (B) subject to IC 23-16.1-3-6(c), as specified in the articles
 33 of merger; or
- 34 (2) if the surviving organization is not a limited partnership,
 35 as provided by the governing statute of the surviving
 36 organization.
- 37 **Sec. 9. (a) When a merger becomes effective:**
- 38 (1) the surviving organization continues or comes into
 39 existence;
- 40 (2) each constituent organization that merges into the
 41 surviving organization ceases to exist as a separate entity;
- 42 (3) all property owned by each constituent organization that

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1 ceases to exist vests in the surviving organization;
 2 (4) all debts, liabilities, and other obligations of each
 3 constituent organization that ceases to exist continue as
 4 obligations of the surviving organization;
 5 (5) an action or proceeding pending by or against any
 6 constituent organization that ceases to exist may be continued
 7 as if the merger had not occurred;
 8 (6) except as prohibited by other law, all of the rights,
 9 privileges, immunities, powers, and purposes of each
 10 constituent organization that ceases to exist vest in the
 11 surviving organization;
 12 (7) except as otherwise provided in the plan of merger, the
 13 terms and conditions of the plan of merger take effect;
 14 (8) except as otherwise agreed, if a constituent limited
 15 partnership ceases to exist, the merger does not dissolve the
 16 limited partnership for the purposes of IC 23-16.1-9;
 17 (9) if the surviving organization is created by the merger:
 18 (A) if it is a limited partnership, the certificate of limited
 19 partnership becomes effective; or
 20 (B) if it is an organization other than a limited partnership,
 21 the organizational document that creates the organization
 22 becomes effective; and
 23 (10) if the surviving organization preexists the merger, any
 24 amendments provided for in the articles of merger for the
 25 organizational document that created the organization
 26 become effective.
 27 (b) A surviving organization that is a foreign organization
 28 consents to the jurisdiction of the courts of this state to enforce any
 29 obligation owed by a constituent organization, if before the merger
 30 the constituent organization was subject to suit in this state on the
 31 obligation. A surviving organization that is a foreign organization
 32 and not authorized to transact business in this state appoints the
 33 secretary of state as its agent for service of process for purposes of
 34 enforcing an obligation under this subsection. Service on the
 35 secretary of state under this subsection is made in the same manner
 36 and with the same consequences as in IC 23-16.1-2-16(c) and
 37 IC 23-16.1-2-16(d).
 38 Sec. 10. (a) If a partner of a converting or constituent limited
 39 partnership will have personal liability with respect to a converted
 40 or surviving organization, approval and amendment of a plan of
 41 conversion or merger are ineffective without the consent of the
 42 partner, unless:

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1 (1) the limited partnership's partnership agreement provides
2 for the approval of the conversion or merger with the consent
3 of fewer than all the partners; and
4 (2) the partner has consented to the provision of the
5 partnership agreement.
6 (b) An amendment to a certificate of limited partnership that
7 deletes a statement that the limited partnership is a limited liability
8 limited partnership is ineffective without the consent of each
9 general partner unless:
10 (1) the limited partnership's partnership agreement provides
11 for the amendment with the consent of less than all the
12 general partners; and
13 (2) each general partner that does not consent to the
14 amendment has consented to the provision of the partnership
15 agreement.
16 (c) A partner does not give the consent required by subsection
17 (a) or (b) merely by consenting to a provision of the partnership
18 agreement that permits the partnership agreement to be amended
19 with the consent of fewer than all the partners.
20 Sec. 11. (a) A conversion or merger under this article does not
21 discharge any liability under IC 23-16.1-5-4 and IC 23-16.1-7-7 of
22 a person that was a general partner in or dissociated as a general
23 partner from a converting or constituent limited partnership, but:
24 (1) the provisions of this article pertaining to the collection or
25 discharge of the liability continue to apply to the liability;
26 (2) for purposes of applying those provisions, the converted or
27 surviving organization is considered to be the converting or
28 constituent limited partnership; and
29 (3) if a person is required to pay any amount under this
30 subsection:
31 (A) the person has a right of contribution from each other
32 person that was liable as a general partner under
33 IC 23-16.1-5-4 when the obligation was incurred and has
34 not been released from the obligation under
35 IC 23-16.1-7-7; and
36 (B) the contribution due from each of those persons is in
37 proportion to the right to receive distributions in the
38 capacity of general partner in effect for each of those
39 persons when the obligation was incurred.
40 (b) In addition to any other liability provided by law:
41 (1) a person that immediately before a conversion or merger
42 became effective was a general partner in a converting or

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constituent limited partnership that was not a limited liability limited partnership is personally liable for each obligation of the converted or surviving organization arising from a transaction with a third party after the conversion or merger becomes effective, if, at the time the third party enters into the transaction, the third party:

(A) does not have notice of the conversion or merger; and

(B) reasonably believes that:

(i) the converted or surviving business is the converting or constituent limited partnership;

(ii) the converting or constituent limited partnership is not a limited liability limited partnership; and

(iii) the person is a general partner in the converting or constituent limited partnership; and

(2) a person that was dissociated as a general partner from a converting or constituent limited partnership before the conversion or merger became effective is personally liable for each obligation of the converted or surviving organization arising from a transaction with a third party after the conversion or merger becomes effective, if:

(A) immediately before the conversion or merger became effective the converting or surviving limited partnership was a not a limited liability limited partnership; and

(B) at the time the third party enters into the transaction less than two (2) years have passed since the person dissociated as a general partner and the third party:

(i) does not have notice of the dissociation;

(ii) does not have notice of the conversion or merger; and

(iii) reasonably believes that the converted or surviving organization is the converting or constituent limited partnership, the converting or constituent limited partnership is not a limited liability limited partnership, and the person is a general partner in the converting or constituent limited partnership.

Sec. 12. (a) An act of a person that immediately before a conversion or merger became effective was a general partner in a converting or constituent limited partnership binds the converted or surviving organization after the conversion or merger becomes effective, if:

(1) before the conversion or merger became effective, the act would have bound the converting or constituent limited partnership under IC 23-16.1-5-2; and

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1 (2) at the time the third party enters into the transaction, the
 2 third party:
 3 (A) does not have notice of the conversion or merger; and
 4 (B) reasonably believes that the converted or surviving
 5 business is the converting or constituent limited
 6 partnership and that the person is a general partner in the
 7 converting or constituent limited partnership.
 8 (b) An act of a person that before a conversion or merger
 9 became effective was dissociated as a general partner from a
 10 converting or constituent limited partnership binds the converted
 11 or surviving organization after the conversion or merger becomes
 12 effective, if:
 13 (1) before the conversion or merger became effective, the act
 14 would have bound the converting or constituent limited
 15 partnership under IC 23-16.1-5-2 if the person had been a
 16 general partner; and
 17 (2) at the time the third party enters into the transaction, less
 18 than two (2) years have passed since the person dissociated as
 19 a general partner and the third party:
 20 (A) does not have notice of the dissociation;
 21 (B) does not have notice of the conversion or merger; and
 22 (C) reasonably believes that the converted or surviving
 23 organization is the converting or constituent limited
 24 partnership and that the person is a general partner in the
 25 converting or constituent limited partnership.
 26 (c) If a person having knowledge of the conversion or merger
 27 causes a converted or surviving organization to incur an obligation
 28 under subsection (a) or (b), the person is liable:
 29 (1) to the converted or surviving organization for any damage
 30 caused to the organization arising from the obligation; and
 31 (2) if another person is liable for the obligation, to that other
 32 person for any damage caused to that other person arising
 33 from the liability.
 34 Sec. 13. This article does not preclude an entity from being
 35 converted or merged under other law.
 36 Chapter 13. Miscellaneous Provisions
 37 Sec. 1. In applying and construing this article, consideration
 38 must be given to the need to promote uniformity of the law with
 39 respect to its subject matter among states that enact it.
 40 Sec. 2. If any provision of this article or its application to any
 41 person or circumstance is held invalid, the invalidity does not affect
 42 other provisions or applications of this article that can be given

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1 effect without the invalid provision or application, and to this end
2 the provisions of this article are severable.

3 **Sec. 3. This article modifies, limits, or supersedes the federal**
4 **Electronic Signatures in Global and National Commerce Act, 15**
5 **U.S.C. 7001 et seq. This article does not modify, limit, or supersede**
6 **Section 101(c) of that act or authorize electronic delivery of any of**
7 **the notices described in Section 103(b) of that act.**

8 **Sec. 4. (a) Before July 1, 2011, this article governs only:**

9 (1) a limited partnership formed on or after July 1, 2010; and
10 (2) except as otherwise provided in subsections (c) and (d), a
11 limited partnership formed before July 1, 2010, that elects, in
12 the manner provided in its partnership agreement or by law
13 for amending the partnership agreement, to be subject to this
14 article.

15 (b) Except as otherwise provided in subsection (c), on and after
16 July 1, 2011, this article governs all limited partnerships.

17 (c) With respect to a limited partnership formed before July 1,
18 2010, the following rules apply except as the partners otherwise
19 elect in the manner provided in the partnership agreement or by
20 law for amending the partnership agreement:

21 (1) IC 23-16.1-2-3(c) does not apply and the limited
22 partnership has whatever duration it had under IC 23-16
23 (before its repeal).

24 (2) The limited partnership is not required to amend its
25 certificate of limited partnership to comply with
26 IC 23-16.1-3-1(a)(4).

27 (3) IC 23-16.1-7-1 and IC 23-16.1-7-2 do not apply and a
28 limited partner has the same right and power to dissociate
29 from the limited partnership, with the same consequences, as
30 existed immediately before July 1, 2010.

31 (4) IC 23-16.1-7-3(4) does not apply.

32 (5) IC 23-16.1-7-3(5) does not apply and a court has the same
33 power to expel a general partner as the court had immediately
34 before July 1, 2010.

35 (6) IC 23-16.1-9-1(3) does not apply and the connection
36 between a person's dissociation as a general partner and the
37 dissolution of the limited partnership is the same as existed
38 immediately before July 1, 2010.

39 (d) With respect to a limited partnership that elects under
40 subsection (a)(2) to be subject to this article, after the election takes
41 effect, the provisions of this article relating to the liability of the
42 limited partnership's general partners to third parties apply:

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- 1 (1) before July 1, 2011, to:
- 2 (A) a third party that had not done business with the
- 3 limited partnership in the year before the election took
- 4 effect; and
- 5 (B) a third party that had done business with the limited
- 6 partnership in the year before the election took effect only
- 7 if the third party knows or has received a notification of
- 8 the election; and
- 9 (2) on and after July 1, 2011, to all third parties, but those
- 10 provisions remain inapplicable to any obligation incurred
- 11 while those provisions were inapplicable under subdivision
- 12 (1)(B).

13 **Sec. 5.** This article does not affect an action commenced,
 14 proceeding brought, or right accrued before July 1, 2010.

15 **Sec. 6. (a)** The secretary of state shall collect the following fees
 16 when the records specified in this section are delivered by a
 17 domestic or foreign limited partnership to the secretary of state for
 18 filing:

19 Record	20 Electronic 21 Filing Fee	22 Filing Fee 23 (Other than 24 electronic 25 filing)
26 (1) Application for 27 reservation of name	\$10	\$20
28 (2) Application for use 29 of indistinguishable name	\$10	\$20
30 (3) Application for 31 renewal of reservation	\$10	\$20
32 (4) Notice of transfer of reserved 33 name	\$10	\$20
34 (5) Certificate of change 35 of registered agent's 36 business address	No fee	No fee
37 (6) Certificate of resignation 38 of agent	No fee	No fee
39 (7) Certificate of limited 40 partnership	\$75	\$90
41 (8) Certificate of amendment	\$20	\$30
42 (9) Certificate of cancellation	\$75	\$90
(10) Restated certificate of limited partnership or authority	\$20	\$30

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1	(11) Restated certificate of		
2	limited partnership or		
3	authority with amendments	\$20	\$30
4	(12) Application for certificate of		
5	authority	\$75	\$90
6	(13) Certificate of change of		
7	application	\$20	\$30
8	(14) Notice of cancellation of		
9	certificate of authority	\$20	\$30
10	(15) Certificate of change		
11	of registered agent	No fee	No fee
12	(16) Application for certificate		
13	of existence or authority	\$15	\$15
14	(17) Biennial report	\$20	\$30
15	(18) Any other record required or		
16	permitted to be filed under this		
17	article, including an application		
18	for any other certificates or		
19	certification certificate (except		
20	for any such other certificates		
21	that the secretary of state may		
22	determine to issue without		
23	additional fee in connection with		
24	particular filings)	\$20	\$30

25 The secretary of state shall prescribe the electronic means of filing
26 records to which the electronic filing fees set forth in this section
27 apply.

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

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

36 (1) Per page for copying \$ 1

37 (2) For a certification stamp \$15

38 Sec. 7. (a) A record must satisfy the requirements of this article
39 to be entitled to filing by the secretary of state.

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

42 (c) A record must be typewritten or printed.

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1 (d) The record must be legible and otherwise suitable for filing.
2 (e) The record must be in the English language. A limited
3 partnership name need not be in English if written in English
4 letters or Arabic or Roman numerals.
5 (f) Every person executing the record shall sign it and state
6 beneath or opposite the signature the person's name and the
7 capacity in which the person signs. A signature on a record
8 authorized to be filed under this article may be a facsimile. A
9 signature on a record under this subsection that is transmitted and
10 filed electronically is sufficient if the person transmitting and filing
11 the record:
12 (1) has the intent to file the record as evidenced by a symbol
13 executed or adopted by a party with present intention to
14 authenticate the filing; and
15 (2) enters the filing party's name on the electronic form in a
16 signature box or other place indicated by the secretary of
17 state.
18 (g) The record must be delivered to the office of the secretary of
19 state as required by section 8 of this chapter, and the correct filing
20 fee must be paid in the manner and form required by the secretary
21 of state.
22 (h) The secretary of state may accept payment of the correct
23 filing fee by credit card, debit card, charge card, or similar
24 method. However, if the filing fee is paid by credit card, debit card,
25 charge card, or similar method, the liability is not finally
26 discharged until the secretary of state receives payment or credit
27 from the institution responsible for making the payment or credit.
28 The secretary of state may contract with a bank or credit card
29 vendor for acceptance of bank or credit cards. However, if there is
30 a vendor transaction charge or discount fee, whether billed to the
31 secretary of state or charged directly to the secretary of state's
32 account, the secretary of state or the credit card vendor may
33 collect from the person using the bank or credit card a fee that may
34 not exceed the highest transaction charge or discount fee charged
35 to the secretary of state by the bank or credit card vendor during
36 the most recent collection period. This fee may be collected
37 regardless of any agreement between the bank and a credit card
38 vendor or regardless of any internal policy of the credit card
39 vendor that may prohibit this type of fee. The fee is a permitted
40 additional charge under IC 24-4.5-3-202.
41 Sec. 8. (a) For purposes of this article, a record is delivered for
42 filing if the record is transferred to the secretary of state by hand,

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1 mail, telecopy, facsimile, or other form of electronic transmission
2 meeting the requirements established by the secretary of state.

3 (b) If a record is delivered for filing by hand or mail, the record
4 must be accompanied by:

5 (1) two (2) exact or conformed copies of a record filed under
6 IC 23-16.1-2-7(e) or IC 23-16.1-2-15; or

7 (2) one (1) exact or conformed copy of any other record filed
8 under this article.

9 (c) The office of the secretary of state shall create any copies of
10 a record delivered by telecopy, facsimile, or other form of
11 electronic transmission that are required for distribution under
12 this article.

13 SECTION 5. IC 23-18.1 IS ADDED TO THE INDIANA CODE AS
14 A NEW ARTICLE TO READ AS FOLLOWS [EFFECTIVE JULY 1,
15 2010]:

16 **ARTICLE 18.1. LIMITED LIABILITY COMPANIES**

17 **Chapter 1. Definitions**

18 **Sec. 1. The definitions in this chapter apply throughout this**
19 **article.**

20 **Sec. 2. "Appropriate court" means:**

21 (1) in the case of a limited liability company, the circuit or
22 superior court, as applicable, of:

23 (A) the county in which the designated office of the limited
24 liability company is located, if the limited liability company
25 has a designated office;

26 (B) the county in which the designated office of the limited
27 liability company will be located, if the designated office of
28 the limited liability company has not yet been established
29 initially; or

30 (C) the county in which the limited liability company last
31 maintained a designated office, if the limited liability
32 company does not have a designated office.

33 (2) in the case of a foreign limited liability company, the
34 circuit or superior court, as applicable, of:

35 (A) the county in which the street address of the foreign
36 limited liability company's agent for service of process is
37 located, if the foreign limited liability company has
38 appointed an agent for service of process; or

39 (B) Marion County, if the foreign limited liability company
40 does not have an agent for service of process.

41 **Sec. 3. "Certificate of organization" means the certificate**
42 **required by IC 23-18.1-3-1. The term includes the certificate as**

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amended or restated.

Sec. 4. "Contribution" means any benefit provided by a person to a limited liability company:

(1) in order to become a member upon formation of the company and in accordance with an agreement between or among the persons that have agreed to become the initial members of the company;

(2) in order to become a member after formation of the company and in accordance with an agreement between the person and the company; or

(3) in the person's capacity as a member and in accordance with the operating agreement or an agreement between the member and the company.

Sec. 5. "Debtor in bankruptcy" means a person that is the subject of:

(1) an order for relief under Title 11 of the United States Code or a successor statute of general application; or

(2) a comparable order under federal, state, or foreign law governing insolvency.

Sec. 6. "Designated office" means:

(1) the office that a limited liability company is required to designate and maintain under IC 23-18.1-2-12; or

(2) the principal office of a foreign limited liability company.

Sec. 7. "Distribution", except as otherwise provided in IC 23-18.1-5-5(g), means a transfer of money or other property from a limited liability company to another person on account of a transferable interest.

Sec. 8. "Effective", with respect to a record required or permitted to be delivered to the secretary of state for filing under this article, means effective under IC 23-18.1-3-5(c).

Sec. 9. "Foreign limited liability company" means an unincorporated entity formed under the law of a jurisdiction other than this state and denominated by that law as a limited liability company.

Sec. 10. "Limited liability company", except in the term "foreign limited liability company", means an entity formed under this article.

Sec. 11. "Manager" means a person that under the operating agreement of a manager managed limited liability company is responsible, alone or in concert with others, for performing the management functions stated in IC 23-18.1-5-7(c).

Sec. 12. "Manager managed limited liability company" means

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1 a limited liability company whose operating agreement conforms
2 with IC 23-18.1-5-7(a)(1) or IC 23-18.1-5-7(a)(2).

3 Sec. 13. "Member" means a person that has become a member
4 of a limited liability company under IC 23-18.1-5-1 and has not
5 dissociated under IC 23-18.1-7-2.

6 Sec. 14. "Member managed limited liability company" means
7 a limited liability company that is not a manager managed limited
8 liability company.

9 Sec. 15. "Operating agreement" means the agreement, whether
10 or not referred to as an operating agreement and whether oral, in
11 a record, implied, or some combination thereof, of all the members
12 of a limited liability company, including a sole member, concerning
13 the matters described in IC 23-18.1-2-9(a). The term includes the
14 agreement as amended or restated.

15 Sec. 16. "Organizer" means a person that acts under
16 IC 23-18.1-3-1 to form a limited liability company.

17 Sec. 17. "Person" means an individual, corporation, business
18 trust, estate, trust, partnership, limited liability company,
19 association, joint venture, public corporation, government or
20 governmental subdivision, agency, or instrumentality, or any other
21 legal or commercial entity.

22 Sec. 18. "Principal office" means the principal executive office
23 of a limited liability company or foreign limited liability company,
24 whether or not the office is located in this state.

25 Sec. 19. "Record" means information that is inscribed on a
26 tangible medium or that is stored in an electronic or other medium
27 and may be retrieved in perceivable form.

28 Sec. 20. "Sign" means, with the present intent to authenticate or
29 adopt a record:

- 30 (1) to execute or adopt a tangible symbol; or
- 31 (2) to attach to or logically associate with the record an
- 32 electronic symbol, sound, or process.

33 Sec. 21. "State" means a state of the United States, the District
34 of Columbia, Puerto Rico, the United States Virgin Islands, or any
35 territory or insular possession subject to the jurisdiction of the
36 United States.

37 Sec. 22. "Transfer" includes an assignment, conveyance, deed,
38 bill of sale, lease, mortgage, security interest, encumbrance, gift,
39 and transfer by operation of law.

40 Sec. 23. "Transferable interest" means the right, as originally
41 associated with a person's capacity as a member, to receive
42 distributions from a limited liability company in accordance with

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1 the operating agreement, whether or not the person remains a
2 member or continues to own any part of the right.

3 Sec. 24. "Transferee" means a person to which all or part of a
4 transferable interest has been transferred, whether or not the
5 transferor is a member.

6 Chapter 2. General Provisions

7 Sec. 1. This article may be cited as the Revised Uniform Limited
8 Liability Company Act.

9 Sec. 2. (a) A person knows a fact when the person:

- 10 (1) has actual knowledge of it; or
- 11 (2) is deemed to know it under subsection (d)(1) or law other
12 than this article.

13 (b) A person has notice of a fact when the person:

- 14 (1) has reason to know the fact from all of the facts known to
15 the person at the time in question; or
- 16 (2) is considered to have notice of the fact under subsection
17 (d)(2).

18 (c) A person notifies another of a fact by taking steps reasonably
19 required to inform the other person in ordinary course, whether or
20 not the other person knows the fact.

21 (d) A person that is not a member is considered:

- 22 (1) to know of a limitation on authority to transfer real
23 property as provided in IC 23-18.1-4-2(g); and
- 24 (2) to have notice of a limited liability company's:
 - 25 (A) dissolution, ninety (90) days after a statement of
26 dissolution under IC 23-18.1-8-2(b)(2)(A) becomes
27 effective;
 - 28 (B) termination, ninety (90) days after a statement of
29 termination under IC 23-18.1-8-2(b)(2)(F) becomes
30 effective; and
 - 31 (C) merger, conversion, or domestication, ninety (90) days
32 after articles of merger, conversion, or domestication
33 under IC 23-18.1-11 become effective.

34 Sec. 3. (a) A limited liability company is an entity distinct from
35 its members.

36 (b) A limited liability company may have any lawful purpose,
37 regardless of whether for profit.

38 (c) A limited liability company has perpetual duration.

39 Sec. 4. A limited liability company has the capacity to sue and
40 be sued in its own name and the power to do all things necessary or
41 convenient to carry on its activities.

42 Sec. 5. The law of this state governs:

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- 1 (1) the internal affairs of a limited liability company; and
- 2 (2) the liability of a member as member and a manager as
- 3 manager for the debts, obligations, or other liabilities of a
- 4 limited liability company.

5 Sec. 6. Unless displaced by particular provisions of this article,
6 the principles of law and equity supplement this article.

7 Sec. 7. (a) The name of a limited liability company must contain
8 the words "limited liability company" or "limited company" or the
9 abbreviation "L.L.C.", "LLC", "L.C.", or "LC". "Limited" may
10 be abbreviated as "Ltd.", and "company" may be abbreviated as
11 "Co."

12 (b) Unless authorized by subsection (c), the name of a limited
13 liability company must be distinguishable in the records of the
14 secretary of state from:

- 15 (1) the name of each person that is not an individual and that
- 16 is incorporated, organized, or authorized to transact business
- 17 in this state;
- 18 (2) the limited liability company name stated in each
- 19 certificate of organization that contains the statement as
- 20 provided in IC 23-18.1-3-1(b)(3) and that has not lapsed; and
- 21 (3) each name reserved under section 8 of this chapter or
- 22 other state laws allowing the reservation or registration of
- 23 business names, including assumed business names under
- 24 IC 23-15-1.

25 (c) A limited liability company may apply to the secretary of
26 state for authorization to use a name that does not comply with
27 subsection (b). The secretary of state shall authorize use of the
28 name applied for if, as to each noncomplying name:

- 29 (1) the present user, registrant, or owner of the noncomplying
- 30 name consents in a signed record to the use and submits an
- 31 undertaking in a form satisfactory to the secretary of state to
- 32 change the noncomplying name to a name that complies with
- 33 subsection (b) and is distinguishable in the records of the
- 34 secretary of state from the name applied for; or
- 35 (2) the applicant delivers to the secretary of state a certified
- 36 copy of the final judgment of a court establishing the
- 37 applicant's right to use in this state the name applied for.

38 (d) Subject to IC 23-18.1-9-5, this section applies to a foreign
39 limited liability company transacting business in this state that has
40 a certificate of authority to transact business in this state or that
41 has applied for a certificate of authority.

42 Sec. 8. (a) A person may reserve the exclusive use of the name

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1 of a limited liability company, including a fictitious or assumed
2 name for a foreign limited liability company whose name is not
3 available, by delivering an application to the secretary of state for
4 filing. The application must state the name and address of the
5 applicant and the name proposed to be reserved. If the secretary
6 of state finds that the name applied for is available, it must be
7 reserved for the applicant's exclusive use for a one hundred twenty
8 (120) day period.

9 (b) The owner of a name reserved for a limited liability
10 company may transfer the reservation to another person by
11 delivering to the secretary of state for filing a signed notice of the
12 transfer that states the name and address of the transferee.

13 Sec. 9. (a) Except as otherwise provided in subsections (b) and
14 (c), the operating agreement governs:

- 15 (1) relations among the members as members and between the
- 16 members and the limited liability company;
- 17 (2) the rights and duties under this article of a person in the
- 18 capacity of manager;
- 19 (3) the activities of the company and the conduct of those
- 20 activities; and
- 21 (4) the means and conditions for amending the operating
- 22 agreement.

23 (b) To the extent the operating agreement does not otherwise
24 provide for a matter described in subsection (a), this article
25 governs the matter.

26 (c) An operating agreement may not:

- 27 (1) vary a limited liability company's capacity under section
- 28 4 of this chapter to sue and be sued in its own name;
- 29 (2) vary the law applicable under section 5 of this chapter;
- 30 (3) vary the power of the court under IC 23-18.1-3-4;
- 31 (4) subject to subsections (d) through (g), eliminate the duty
- 32 of loyalty, the duty of care, or any other fiduciary duty;
- 33 (5) subject to subsections (d) through (g), eliminate the
- 34 contractual obligation of good faith and fair dealing under
- 35 IC 23-18.1-5-9(d);
- 36 (6) unreasonably restrict the duties and rights stated in
- 37 IC 23-18.1-5-10;
- 38 (7) vary the power of a court to decree dissolution in the
- 39 circumstances specified in IC 23-18.1-8-1(a)(4) and
- 40 IC 23-18.1-8-1(a)(5);
- 41 (8) vary the requirement to wind up a limited liability
- 42 company's business as specified in IC 23-18.1-8-2(a) and

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- 1 **IC 23-18.1-8-2(b)(1);**
- 2 **(9) unreasonably restrict the right of a member to maintain**
- 3 **an action under IC 23-18.1-10;**
- 4 **(10) restrict the right to approve a merger, conversion, or**
- 5 **domestication under IC 23-18.1-11-14 to a member that will**
- 6 **have personal liability with respect to a surviving, converted,**
- 7 **or domesticated organization; or**
- 8 **(11) except as otherwise provided in section 11(b) of this**
- 9 **chapter, restrict the rights under this article of a person other**
- 10 **than a member or manager.**
- 11 **(d) If not manifestly unreasonable, the operating agreement**
- 12 **may:**
- 13 **(1) restrict or eliminate the duty:**
- 14 **(A) as required in IC 23-18.1-5-9(b)(1) and**
- 15 **IC 23-18.1-5-9(g), to account to the limited liability**
- 16 **company and to hold as trustee for it any property, profit,**
- 17 **or benefit derived by the member in the conduct or**
- 18 **winding up of the company's business, from a use by the**
- 19 **member of the company's property, or from the**
- 20 **appropriation of a limited liability company opportunity;**
- 21 **(B) as required in IC 23-18.1-5-9(b)(2) and**
- 22 **IC 23-18.1-5-9(g), to refrain from dealing with the**
- 23 **company in the conduct or winding up of the company's**
- 24 **business as or on behalf of a party having an interest**
- 25 **adverse to the company; and**
- 26 **(C) as required by IC 23-18.1-5-9(b)(3) and**
- 27 **IC 23-18.1-5-9(g), to refrain from competing with the**
- 28 **company in the conduct of the company's business before**
- 29 **the dissolution of the company;**
- 30 **(2) identify specific types or categories of activities that do not**
- 31 **violate the duty of loyalty;**
- 32 **(3) alter the duty of care, except to authorize intentional**
- 33 **misconduct or knowing violation of law;**
- 34 **(4) alter any other fiduciary duty, including eliminating**
- 35 **particular aspects of that duty; and**
- 36 **(5) prescribe the standards by which to measure the**
- 37 **performance of the contractual obligation of good faith and**
- 38 **fair dealing under IC 23-18.1-5-9(d).**
- 39 **(e) The operating agreement may specify the method by which**
- 40 **a specific act or transaction that would otherwise violate the duty**
- 41 **of loyalty may be authorized or ratified by one (1) or more**
- 42 **disinterested and independent persons after full disclosure of all**

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material facts.

(f) To the extent the operating agreement of a member managed limited liability company expressly relieves a member of a responsibility that the member would otherwise have under this article and imposes the responsibility on one (1) or more other members, the operating agreement may, to the benefit of the member that the operating agreement relieves of the responsibility, also eliminate or limit any fiduciary duty that would have pertained to the responsibility.

(g) The operating agreement may alter or eliminate the indemnification for a member or manager provided by IC 23-18.1-5-8(a) and may eliminate or limit a member or manager's liability to the limited liability company and members for money damages, except for:

- (1) breach of the duty of loyalty;
- (2) a financial benefit received by the member or manager to which the member or manager is not entitled;
- (3) a breach of a duty under IC 23-18.1-5-6;
- (4) intentional infliction of harm on the company or a member; or
- (5) an intentional violation of criminal law.

(h) The court shall decide any claim under subsection (d) that a term of an operating agreement is manifestly unreasonable. The court:

- (1) shall make its determination as of the time the challenged term became part of the operating agreement and by considering only circumstances existing at that time; and
- (2) may invalidate the term only if, in light of the purposes and activities of the limited liability company, it is readily apparent that:
 - (A) the objective of the term is unreasonable; or
 - (B) the term is an unreasonable means to achieve the provision's objective.

Sec. 10. (a) A limited liability company is bound by and may enforce the operating agreement, whether or not the company has itself manifested assent to the operating agreement.

(b) A person that becomes a member of a limited liability company is considered to assent to the operating agreement.

(c) Two (2) or more persons intending to become the initial members of a limited liability company may make an agreement providing that upon the formation of the company the agreement will become the operating agreement. One (1) person intending to

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1 become the initial member of a limited liability company may
2 assent to terms providing that upon the formation of the company
3 the terms will become the operating agreement.

4 Sec. 11. (a) An operating agreement may specify that its
5 amendment requires the approval of a person that is not a party to
6 the operating agreement or the satisfaction of a condition. An
7 amendment is ineffective if its adoption does not include the
8 required approval or satisfy the specified condition.

9 (b) The obligations of a limited liability company and its
10 members to a person in the person's capacity as a transferee or
11 dissociated member are governed by the operating agreement.
12 Subject only to any court order issued under IC 23-18.1-6-3(b)(2)
13 to effectuate a charging order, an amendment to the operating
14 agreement made after a person becomes a transferee or dissociated
15 member is effective with regard to any debt, obligation, or other
16 liability of the limited liability company or its members to the
17 person in the person's capacity as a transferee or dissociated
18 member.

19 (c) If a record that has been delivered by a limited liability
20 company to the secretary of state for filing and has become
21 effective under this article contains a provision that would be
22 ineffective under section 9(c) of this chapter if contained in the
23 operating agreement, the provision is likewise ineffective in the
24 record.

25 (d) Subject to subsection (c), if a record that has been delivered
26 by a limited liability company to the secretary of state for filing
27 and has become effective under this article conflicts with a
28 provision of the operating agreement:

- 29 (1) the operating agreement prevails as to members,
30 dissociated members, transferees, and managers; and
- 31 (2) the record prevails as to other persons to the extent they
32 reasonably rely on the record.

33 Sec. 12. (a) A limited liability company shall designate and
34 continuously maintain in this state:

- 35 (1) an office, which need not be a place of its activity in this
36 state; and
- 37 (2) an agent for service of process.

38 (b) A foreign limited liability company that has a certificate of
39 authority under IC 23-18.1-9-2 shall designate and continuously
40 maintain in this state an agent for service of process.

41 (c) An agent for service of process of a limited liability company
42 or foreign limited liability company must be an individual who is

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1 a resident of this state or other person with authority to transact
2 business in this state.

3 **Sec. 13. (a) A limited liability company or foreign limited**
4 **liability company may change its designated office, its agent for**
5 **service of process, or the address of its agent for service of process**
6 **by delivering to the secretary of state for filing a statement of**
7 **change containing:**

8 (1) the name of the company;

9 (2) the street and mailing addresses of its current designated
10 office;

11 (3) if the current designated office is to be changed, the street
12 and mailing addresses of the new designated office;

13 (4) the name and street and mailing addresses of its current
14 agent for service of process; and

15 (5) if the current agent for service of process or an address of
16 the agent is to be changed, the new information.

17 (b) Subject to IC 23-18.1-3-5(c), a statement of change is
18 effective when filed by the secretary of state.

19 **Sec. 14. (a) To resign as an agent for service of process of a**
20 **limited liability company or foreign limited liability company, the**
21 **agent must deliver to the secretary of state for filing a statement of**
22 **resignation containing the company name and stating that the**
23 **agent is resigning.**

24 (b) The secretary of state shall file a statement of resignation
25 delivered under subsection (a) and mail or otherwise provide or
26 deliver a copy to the designated office of the limited liability
27 company or foreign limited liability company and another copy to
28 the principal office of the company if the mailing address of the
29 principal office appears in the records of the secretary of state and
30 is different from the mailing address of the designated office.

31 (c) An agent for service of process terminates on the earlier of:

32 (1) the thirty-first day after the secretary of state files the
33 statement of resignation; or

34 (2) when a record designating a new agent for service of
35 process is delivered to the secretary of state for filing on
36 behalf of the limited liability company and becomes effective.

37 **Sec. 15. (a) An agent for service of process appointed by a**
38 **limited liability company or foreign limited liability company is an**
39 **agent of the company for service of any process, notice, or demand**
40 **required or permitted by law to be served on the company.**

41 (b) If a limited liability company or foreign limited liability
42 company does not appoint or maintain an agent for service of

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1 process in this state or the agent for service of process cannot with
 2 reasonable diligence be found at the agent's street address, the
 3 secretary of state is an agent of the company upon whom process,
 4 notice, or demand may be served.

5 (c) Service of any process, notice, or demand on the secretary of
 6 state as agent for a limited liability company or foreign limited
 7 liability company may be made by delivering to the secretary of
 8 state duplicate copies of the process, notice, or demand. If a
 9 process, notice, or demand is served on the secretary of state, the
 10 secretary of state shall forward one (1) of the copies by registered
 11 or certified mail, return receipt requested, to the company at its
 12 designated office.

13 (d) Service is effected under subsection (c) at the earliest of:

- 14 (1) the date the limited liability company or foreign limited
- 15 liability company receives the process, notice, or demand;
- 16 (2) the date shown on the return receipt, if signed on behalf of
- 17 the company; or
- 18 (3) five (5) days after the process, notice, or demand is
- 19 deposited with the United States Postal Service, if correctly
- 20 addressed and with sufficient postage.

21 (e) The secretary of state shall keep a record of each process,
 22 notice, and demand served under this section and record the time
 23 of, and the action taken regarding, the service.

24 (f) This section does not affect the right to serve process, notice,
 25 or demand in any other manner provided by law.

26 **Chapter 3. Formation; Certificate of Organization and Other**
 27 **Filings**

28 **Sec. 1. (a) One (1) or more persons may act as organizers to**
 29 **form a limited liability company by signing and delivering to the**
 30 **secretary of state for filing a certificate of organization.**

31 (b) A certificate of organization must state:

- 32 (1) the name of the limited liability company, which must
- 33 comply with IC 23-18.1-2-7;
- 34 (2) the street and mailing addresses of the initial designated
- 35 office and the name and street and mailing addresses of the
- 36 initial agent for service of process of the company; and
- 37 (3) if the company will have no members when the secretary
- 38 of state files the certificate, a statement to that effect.

39 (c) Subject to IC 23-18.1-2-11(c), a certificate of organization
 40 may also contain statements as to matters other than those
 41 required by subsection (b). However, a statement in a certificate of
 42 organization is not effective as a statement of authority.

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(d) Unless the filed certificate of organization contains the statement as provided in subsection (b)(3), the following rules apply:

(1) A limited liability company is formed when the secretary of state has filed the certificate of organization and the company has at least one (1) member, unless the certificate states a delayed effective date under section 5(c) of this chapter.

(2) If the certificate states a delayed effective date, a limited liability company is not formed if, before the certificate takes effect, a statement of cancellation is signed and delivered to the secretary of state for filing and the secretary of state files the certificate.

(3) Subject to any delayed effective date and except in a proceeding by this state to dissolve a limited liability company, the filing of the certificate of organization by the secretary of state is conclusive proof that the organizer satisfied all conditions to the formation of a limited liability company.

(e) If a filed certificate of organization contains a statement as provided in subsection (b)(3), the following rules apply:

(1) The certificate lapses and is void unless, within ninety (90) days from the date the secretary of state files the certificate, an organizer signs and delivers to the secretary of state for filing a notice stating:

(A) that the limited liability company has at least one (1) member; and

(B) the date on which a person or persons became the company's initial member or members.

(2) If an organizer complies with subdivision (1), a limited liability company is deemed formed as of the date of initial membership stated in the notice delivered under subdivision (1).

(3) Except in a proceeding by this state to dissolve a limited liability company, the filing of the notice described in subdivision (1) by the secretary of state is conclusive proof that the organizer satisfied all conditions to the formation of a limited liability company.

Sec. 2. (a) A certificate of organization may be amended or restated at any time.

(b) To amend its certificate of organization, a limited liability company must deliver to the secretary of state for filing an

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amendment stating:

- (1) the name of the company;**
- (2) the date of filing of its certificate of organization; and**
- (3) the changes the amendment makes to the certificate as most recently amended or restated.**

(c) To restate its certificate of organization, a limited liability company must deliver to the secretary of state for filing a restatement, designated as such in its heading, stating:

- (1) in the heading or an introductory paragraph, the company's present name and the date of the filing of the company's initial certificate of organization;**
- (2) if the company's name has been changed at any time since the company's formation, each of the company's former names; and**
- (3) the changes the restatement makes to the certificate as most recently amended or restated.**

(d) Subject to IC 23-18.1-2-11(c) and section 5(c) of this chapter, an amendment to or restatement of a certificate of organization is effective when filed by the secretary of state.

(e) If a member of a member managed limited liability company, or a manager of a manager managed limited liability company, knows that any information in a filed certificate of organization was inaccurate when the certificate was filed or has become inaccurate owing to changed circumstances, the member or manager shall promptly:

- (1) cause the certificate to be amended; or**
- (2) if appropriate, deliver to the secretary of state for filing a statement of change under IC 23-18.1-2-13 or a statement of correction under section 6 of this chapter.**

Sec. 3. (a) A record delivered to the secretary of state for filing under this article must be signed as follows:

- (1) Except as otherwise provided in subdivisions (2) through (4), a record signed on behalf of a limited liability company must be signed by a person authorized by the company.**
- (2) A limited liability company's initial certificate of organization must be signed by at least one (1) person acting as an organizer.**
- (3) A notice under section 1(e)(1) of this chapter must be signed by an organizer.**
- (4) A record filed on behalf of a dissolved limited liability company that has no members must be signed by the person winding up the company's activities under IC 23-18.1-8-2(c)**

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1 or a person appointed under IC 23-18.1-8-2(d) to wind up
 2 those activities.
 3 (5) A statement of cancellation under section 1(d)(2) of this
 4 chapter must be signed by each organizer that signed the
 5 initial certificate of organization, but a personal
 6 representative of a deceased or incompetent organizer may
 7 sign in the place of the decedent or incompetent.
 8 (6) A statement of denial by a person under IC 23-18.1-4-3
 9 must be signed by that person.
 10 (7) Any other record must be signed by the person on whose
 11 behalf the record is delivered to the secretary of state.
 12 (b) Any record filed under this article may be signed by an
 13 agent.
 14 Sec. 4. (a) If a person required by this article to sign a record or
 15 deliver a record to the secretary of state for filing under this article
 16 does not do so, any other person that is aggrieved may petition the
 17 appropriate court to order:
 18 (1) the person to sign the record;
 19 (2) the person to deliver the record to the secretary of state
 20 for filing; or
 21 (3) the secretary of state to file the record unsigned.
 22 (b) If a petitioner under subsection (a) is not the limited liability
 23 company or foreign limited liability company to which the record
 24 pertains, the petitioner shall make the company a party to the
 25 action.
 26 Sec. 5. (a) A record authorized or required to be delivered to the
 27 secretary of state for filing under this article must be captioned to
 28 describe the record's purpose, be in a medium permitted by the
 29 secretary of state, and be delivered to the secretary of state. If the
 30 filing fees have been paid, unless the secretary of state determines
 31 that a record does not comply with the filing requirements of this
 32 article, the secretary of state shall file the record and:
 33 (1) for a statement of denial under IC 23-18.1-4-3, send a copy
 34 of the filed statement and a receipt for the fees to the person
 35 on whose behalf the statement was delivered for filing and to
 36 the limited liability company; and
 37 (2) for all other records, send a copy of the filed record and a
 38 receipt for the fees to the person on whose behalf the record
 39 was filed.
 40 (b) Upon request and payment of the requisite fee, the secretary
 41 of state shall send to the requester a certified copy of a requested
 42 record.

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1 (c) Except as otherwise provided in IC 23-18.1-2-14 and section
2 6 of this chapter and except for a certificate of organization that
3 contains a statement as provided in section 1(b)(3) of this chapter,
4 a record delivered to the secretary of state for filing under this
5 article may specify an effective time and a delayed effective date.
6 Subject to IC 23-18.1-2-14 and sections 1(d)(1) and 6 of this
7 chapter, a record filed by the secretary of state is effective:

8 (1) if the record does not specify either an effective time or a
9 delayed effective date, on the date and at the time the record
10 is filed as evidenced by the secretary of state's endorsement of
11 the date and time on the record;

12 (2) if the record specifies an effective time but not a delayed
13 effective date, on the date the record is filed at the time
14 specified in the record;

15 (3) if the record specifies a delayed effective date but not an
16 effective time, at 12:01 a.m. on the earlier of:

17 (A) the specified date; or

18 (B) the ninetieth day after the record is filed; or

19 (4) if the record specifies an effective time and a delayed
20 effective date, at the specified time on the earlier of:

21 (A) the specified date; or

22 (B) the ninetieth day after the record is filed.

23 Sec. 6. (a) A limited liability company or foreign limited liability
24 company may deliver to the secretary of state for filing a statement
25 of correction to correct a record previously delivered by the
26 company to the secretary of state and filed by the secretary of
27 state, if at the time of filing the record contained inaccurate
28 information or was defectively signed.

29 (b) A statement of correction under subsection (a) may not state
30 a delayed effective date and must:

31 (1) describe the record to be corrected, including its filing
32 date, or attach a copy of the record as filed;

33 (2) specify the inaccurate information and the reason it is
34 inaccurate or the manner in which the signing was defective;
35 and

36 (3) correct the defective signature or inaccurate information.

37 (c) When filed by the secretary of state, a statement of
38 correction under subsection (a) is effective retroactively as of the
39 effective date of the record the statement corrects, but the
40 statement is effective when filed:

41 (1) for purposes of IC 23-18.1-2-2(d); and

42 (2) as to persons that previously relied on the uncorrected

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record and would be adversely affected by the retroactive effect.

Sec. 7. (a) 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:

(1) a person that signed the record, or caused another to sign it on the person's behalf, and knew the information to be inaccurate at the time the record was signed; and

(2) subject to subsection (b), a member of a member managed limited liability company or the manager of a manager managed limited liability company, if:

(A) the record was delivered for filing on behalf of the company; and

(B) the member or manager had notice of the inaccuracy for a reasonably sufficient time before the information was relied upon so that, before the reliance, the member or manager reasonably could have:

(i) effected an amendment under section 2 of this chapter;

(ii) filed a petition under section 4 of this chapter; or

(iii) delivered to the secretary of state for filing a statement of change under IC 23-18.1-2-13 or a statement of correction under section 6 of this chapter.

(b) To the extent that the operating agreement of a member managed limited liability company expressly relieves a member of responsibility for maintaining the accuracy of information contained in records delivered on behalf of the company to the secretary of state for filing under this article and imposes that responsibility on one (1) or more other members, the liability stated in subsection (a)(2) applies to those other members and not to the member that the operating agreement relieves of the responsibility.

(c) An individual who signs a record authorized or required to be filed under this article affirms under penalty of perjury that the information stated in the record is accurate.

Sec. 8. (a) The secretary of state, upon request and payment of the requisite fee, shall furnish to any person a certificate of existence for a limited liability company if the records filed in the office of the secretary of state show that the company has been formed under section 1 of this chapter and the secretary of state has not filed a statement of termination pertaining to the company.

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A certificate of existence must state:

- (1) the company's name;**
- (2) that the company was duly formed under the laws of this state and the date of formation;**
- (3) whether all fees, taxes, and penalties due under this article or other law to the secretary of state have been paid;**
- (4) whether the company's most recent biennial report required by section 9 of this chapter has been filed by the secretary of state;**
- (5) whether the secretary of state has administratively dissolved the company;**
- (6) whether the company has delivered to the secretary of state for filing a statement of dissolution;**
- (7) that a statement of termination has not been filed by the secretary of state; and**
- (8) other facts of record in the office of the secretary of state that are specified by the person requesting the certificate.**

(b) The secretary of state, upon request and payment of the requisite fee, shall furnish to any person a certificate of authorization for a foreign limited liability company if the records filed in the office of the secretary of state show that the secretary of state has filed a certificate of authority, has not revoked the certificate of authority, and has not filed a notice of cancellation.

A certificate of authorization must state:

- (1) the company's name and any alternate name adopted under IC 23-18.1-9-5(a) for use in this state;**
- (2) that the company is authorized to transact business in this state;**
- (3) whether all fees, taxes, and penalties due under this article or other law to the secretary of state have been paid;**
- (4) whether the company's most recent biennial report required by section 9 of this chapter has been filed by the secretary of state;**
- (5) that the secretary of state has not revoked the company's certificate of authority and has not filed a notice of cancellation; and**
- (6) other facts of record in the office of the secretary of state that are specified by the person requesting the certificate.**

(c) Subject to any qualification stated in the certificate, a certificate of existence or certificate of authorization issued by the secretary of state is conclusive evidence that the limited liability company is in existence or the foreign limited liability company is

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authorized to transact business in this state.

Sec. 9. (a) Every two (2) years, a limited liability company or a foreign limited liability company authorized to transact business in this state shall deliver to the secretary of state for filing a report that states:

- (1) the name of the company;**
- (2) the street and mailing addresses of the company's designated office and the name and street and mailing addresses of its agent for service of process in this state;**
- (3) the street and mailing addresses of its principal office; and**
- (4) in the case of a foreign limited liability company, the state or other jurisdiction under whose law the company is formed and any alternate name adopted under IC 23-18.1-9-5(a).**

(b) Information in a biennial report under this section must be current as of the date the report is delivered to the secretary of state for filing.

(c) The first biennial report under this section must be delivered to the secretary of state in the second year following the calendar year in which a limited liability company was formed or a foreign limited liability company was authorized to transact business. The report is due during the same month as the month in which the limited liability company was organized or authorized to transact business. Subsequent biennial reports must be delivered to the secretary of state during the same month every two (2) calendar years thereafter. The secretary of state may accept biennial reports during the two (2) months before the month the limited liability company's report is due.

(d) If a biennial report under this section does not contain the information required in subsection (a), the secretary of state shall promptly notify the reporting limited liability company or foreign limited liability company and return the report to it for correction. If the report is corrected to contain the information required in subsection (a) and delivered to the secretary of state within thirty (30) days after the effective date of the notice, it is timely delivered.

(e) If a biennial report submitted under this section contains an address of a designated office or the name or address of an agent for service of process that differs from the information shown in the records of the secretary of state immediately before the biennial report becomes effective, the differing information in the biennial report is considered a statement of change under IC 23-18.1-2-13.

Chapter 4. Relations of Members and Managers to Persons

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Dealing With Limited Liability Company

Sec. 1. (a) A member is not an agent of a limited liability company solely by reason of being a member.

(b) A person's status as a member does not prevent or restrict law other than this article from imposing liability on a limited liability company because of the person's conduct.

Sec. 2. (a) A limited liability company may deliver to the secretary of state for filing a statement of authority. The statement:

(1) must include the name of the company and the street and mailing addresses of its designated office;

(2) with respect to any position that exists in or with respect to the company, may state the authority, or limitations on the authority, of all persons holding the position to:

(A) execute an instrument transferring real property held in the name of the company; or

(B) enter into other transactions on behalf of, or otherwise act for or bind, the company; and

(3) may state the authority, or limitations on the authority, of a specific person to:

(A) execute an instrument transferring real property held in the name of the company; or

(B) enter into other transactions on behalf of, or otherwise act for or bind, the company.

(b) To amend or cancel a statement of authority filed by the secretary of state under IC 23-18.1-3-5(a), a limited liability company must deliver to the secretary of state for filing an amendment or cancellation stating:

(1) the name of the company;

(2) the street and mailing addresses of the company's designated office;

(3) the caption of the statement being amended or canceled and the date the statement being affected became effective; and

(4) the contents of the amendment or a declaration that the statement being affected is canceled.

(c) A statement of authority affects only the power of a person to bind a limited liability company to persons that are not members.

(d) Subject to subsection (c) and IC 23-18.1-2-2(d) and except as otherwise provided in subsections (f), (g), and (h), a limitation on the authority of a person or a position contained in an effective statement of authority is not by itself evidence of knowledge or

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notice of the limitation by any person.

(e) Subject to subsection (c), a grant of authority not pertaining to transfers of real property and contained in an effective statement of authority is conclusive in favor of a person that gives value in reliance on the grant, except to the extent that when the person gives value:

- (1) the person has knowledge to the contrary;
- (2) the statement has been canceled or restrictively amended under subsection (b); or
- (3) a limitation on the grant is contained in another statement of authority that became effective after the statement containing the grant became effective.

(f) Subject to subsection (c), an effective statement of authority that grants authority to transfer real property held in the name of the limited liability company and that is recorded by certified copy in the office for recording transfers of the real property is conclusive in favor of a person that gives value in reliance on the grant without knowledge to the contrary, except to the extent that when the person gives value:

- (1) the statement has been canceled or restrictively amended under subsection (b) and a certified copy of the cancellation or restrictive amendment has been recorded in the office for recording transfers of the real property; or
- (2) a limitation on the grant is contained in another statement of authority that became effective after the statement containing the grant became effective and a certified copy of the later effective statement is recorded in the office for recording transfers of the real property.

(g) Subject to subsection (c), if a certified copy of an effective statement containing a limitation on the authority to transfer real property held in the name of a limited liability company is recorded in the office for recording transfers of that real property, all persons are considered to know of the limitation.

(h) Subject to subsection (i), an effective statement of dissolution or termination is a cancellation of any filed statement of authority for purposes of subsection (f) and is a limitation on authority for purposes of subsection (g).

(i) After a statement of dissolution becomes effective, a limited liability company may deliver to the secretary of state for filing and, if appropriate, may record a statement of authority that is designated as a postdissolution statement of authority. The statement operates as provided in subsections (f) and (g).

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1 (j) Unless earlier canceled, an effective statement of authority is
2 canceled by operation of law five (5) years after the date on which
3 the statement, or its most recent amendment, becomes effective.
4 This cancellation operates without need for any recording under
5 subsection (f) or (g).

6 (k) An effective statement of denial operates as a restrictive
7 amendment under this section and may be recorded by certified
8 copy for purposes of subsection (f)(1).

9 Sec. 3. A person named in a filed statement of authority
10 granting that person authority may deliver to the secretary of state
11 for filing a statement of denial that:

12 (1) provides the name of the limited liability company and the
13 caption of the statement of authority to which the statement
14 of denial pertains; and

15 (2) denies the grant of authority.

16 Sec. 4. (a) The debts, obligations, or other liabilities of a limited
17 liability company, whether arising in contract, tort, or otherwise:

18 (1) are solely the debts, obligations, or other liabilities of the
19 company; and

20 (2) do not become the debts, obligations, or other liabilities of
21 a member or manager solely by reason of the member acting
22 as a member or manager acting as a manager.

23 (b) The failure of a limited liability company to observe any
24 particular formalities relating to the exercise of its powers or
25 management of its activities is not a ground for imposing liability
26 on the members or managers for the debts, obligations, or other
27 liabilities of the company.

28 Chapter 5. Relations of Members to Each Other and to Limited
29 Liability Company

30 Sec. 1. (a) If a limited liability company is to have only one (1)
31 member upon formation, the person becomes a member as agreed
32 by that person and the organizer of the company. That person and
33 the organizer may be, but need not be, different persons. If
34 different, the organizer acts on behalf of the initial member.

35 (b) If a limited liability company is to have more than one (1)
36 member upon formation, those persons become members as agreed
37 by the persons before the formation of the company. The organizer
38 acts on behalf of the persons in forming the company and may be,
39 but need not be, one (1) of the persons.

40 (c) If a filed certificate of organization contains the statement
41 required by IC 23-18.1-3-1(b)(3), a person becomes an initial
42 member of the limited liability company with the consent of a

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1 majority of the organizers. The organizers may consent to more
2 than one (1) person simultaneously becoming the company's initial
3 members.

4 (d) After formation of a limited liability company, a person
5 becomes a member:

- 6 (1) as provided in the operating agreement;
- 7 (2) as the result of a transaction effective under IC 23-18.1-11;
- 8 (3) with the consent of all the members; or
- 9 (4) if, within ninety (90) consecutive days after the company
10 ceases to have any members:

11 (A) the last person to have been a member, or the legal
12 representative of that person, designates a person to
13 become a member; and

14 (B) the designated person consents to become a member.

15 (e) A person may become a member without acquiring a
16 transferable interest and without making or being obligated to
17 make a contribution to the limited liability company.

18 Sec. 2. A contribution may consist of tangible or intangible
19 property or other benefit to a limited liability company, including
20 money, services performed, promissory notes, other agreements to
21 contribute money or property, and contracts for services to be
22 performed.

23 Sec. 3. (a) A person's obligation to make a contribution to a
24 limited liability company is not excused by the person's death,
25 disability, or other inability to perform personally. If a person does
26 not make a required contribution, the person or the person's estate
27 is obligated to contribute money equal to the value of the part of
28 the contribution that has not been made, at the option of the
29 company.

30 (b) A creditor of a limited liability company that extends credit
31 or otherwise acts in reliance on an obligation described in
32 subsection (a) may enforce the obligation.

33 Sec. 4. (a) Any distributions made by a limited liability company
34 before its dissolution and winding up must be in equal shares
35 among members and dissociated members, except to the extent
36 necessary to comply with any transfer effective under
37 IC 23-18.1-6-2 and any charging order in effect under
38 IC 23-18.1-6-3.

39 (b) A person has a right to a distribution before the dissolution
40 and winding up of a limited liability company only if the company
41 decides to make an interim distribution. A person's dissociation
42 does not entitle the person to a distribution.

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1 (c) A person does not have a right to demand or receive a
2 distribution from a limited liability company in any form other
3 than money. Except as otherwise provided in IC 23-18.1-8-8(c), a
4 limited liability company may distribute an asset in kind if each
5 part of the asset is fungible with each other part and each person
6 receives a percentage of the asset equal in value to the person's
7 share of distributions.

8 (d) If a member or transferee becomes entitled to receive a
9 distribution, the member or transferee has the status of, and is
10 entitled to all remedies available to, a creditor of the limited
11 liability company with respect to the distribution.

12 Sec. 5. (a) A limited liability company may not make a
13 distribution if after the distribution:

14 (1) the company would not be able to pay its debts as they
15 become due in the ordinary course of the company's activities;
16 or

17 (2) the company's total assets would be less than the sum of its
18 total liabilities plus the amount that would be needed, if the
19 company were to be dissolved, wound up, and terminated at
20 the time of the distribution, to satisfy the preferential rights
21 upon dissolution, winding up, and termination of members
22 whose preferential rights are superior to those of persons
23 receiving the distribution.

24 (b) A limited liability company may base a determination that
25 a distribution is not prohibited under subsection (a) on financial
26 statements prepared on the basis of accounting practices and
27 principles that are reasonable in the circumstances or on a fair
28 valuation or other method that is reasonable under the
29 circumstances.

30 (c) Except as otherwise provided in subsection (f), the effect of
31 a distribution under subsection (a) is measured:

32 (1) in the case of a distribution by purchase, redemption, or
33 other acquisition of a transferable interest in the company, as
34 of the date money or other property is transferred or debt
35 incurred by the company; and

36 (2) in all other cases, as of the date:
37 (A) the distribution is authorized, if the payment occurs
38 within one hundred twenty (120) days after that date; or
39 (B) the payment is made, if the payment occurs more than
40 one hundred twenty (120) days after the distribution is
41 authorized.

42 (d) A limited liability company's indebtedness to a member

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1 incurred by reason of a distribution made in accordance with this
 2 section is at parity with the company's indebtedness to its general,
 3 unsecured creditors.

4 (e) A limited liability company's indebtedness, including
 5 indebtedness issued in connection with or as part of a distribution,
 6 is not a liability for purposes of subsection (a) if the terms of the
 7 indebtedness provide that payment of principal and interest are
 8 made only to the extent that a distribution could be made to
 9 members under this section.

10 (f) If indebtedness is issued as a distribution, each payment of
 11 principal or interest on the indebtedness is treated as a
 12 distribution, the effect of which is measured on the date the
 13 payment is made.

14 (g) In subsection (a), the term "distribution" does not include
 15 amounts constituting reasonable compensation for present or past
 16 services or reasonable payments made in the ordinary course of
 17 business under a bona fide retirement plan or other benefits
 18 program.

19 Sec. 6. (a) Except as otherwise provided in subsection (b), if a
 20 member of a member managed limited liability company or
 21 manager of a manager managed limited liability company consents
 22 to a distribution made in violation of section 5 of this chapter and
 23 in consenting to the distribution fails to comply with section 9 of
 24 this chapter, the member or manager is personally liable to the
 25 company for the amount of the distribution that exceeds the
 26 amount that could have been distributed without the violation of
 27 section 5 of this chapter.

28 (b) To the extent the operating agreement of a member
 29 managed limited liability company expressly relieves a member of
 30 the authority and responsibility to consent to distributions and
 31 imposes that authority and responsibility on one (1) or more other
 32 members, the liability stated in subsection (a) applies to the other
 33 members and not the member that the operating agreement
 34 relieves of authority and responsibility.

35 (c) A person that receives a distribution knowing that the
 36 distribution to that person was made in violation of section 5 of this
 37 chapter is personally liable to the limited liability company but
 38 only to the extent that the distribution received by the person
 39 exceeded the amount that could have been properly paid under
 40 section 5 of this chapter.

41 (d) A person against which an action is commenced because the
 42 person is liable under subsection (a) may:

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- 1 (1) implead any other person that is subject to liability under
- 2 subsection (a) and seek to compel contribution from the
- 3 person; and
- 4 (2) implead any person that received a distribution in
- 5 violation of subsection (c) and seek to compel contribution
- 6 from the person in the amount the person received in violation
- 7 of subsection (c).
- 8 (e) An action under this section is barred if not commenced
- 9 within two (2) years after the distribution.
- 10 Sec. 7. (a) A limited liability company is a member managed
- 11 limited liability company unless the operating agreement:
- 12 (1) expressly provides that:
- 13 (A) the company is or will be "manager managed";
- 14 (B) the company is or will be "managed by managers"; or
- 15 (C) management of the company is or will be "vested in
- 16 managers"; or
- 17 (2) includes words of similar import.
- 18 (b) In a member managed limited liability company, the
- 19 following rules apply:
- 20 (1) The management and conduct of the company are vested
- 21 in the members.
- 22 (2) Each member has equal rights in the management and
- 23 conduct of the company's activities.
- 24 (3) A difference arising among members as to a matter in the
- 25 ordinary course of the activities of the company may be
- 26 decided by a majority of the members.
- 27 (4) An act outside the ordinary course of the activities of the
- 28 company may be undertaken only with the consent of all
- 29 members.
- 30 (5) The operating agreement may be amended only with the
- 31 consent of all members.
- 32 (c) In a manager managed limited liability company, the
- 33 following rules apply:
- 34 (1) Except as otherwise expressly provided in this article, any
- 35 matter relating to the activities of the company is decided
- 36 exclusively by the managers.
- 37 (2) Each manager has equal rights in the management and
- 38 conduct of the activities of the company.
- 39 (3) A difference arising among managers as to a matter in the
- 40 ordinary course of the activities of the company may be
- 41 decided by a majority of the managers.
- 42 (4) The consent of all members is required to:

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- 1 (A) sell, lease, exchange, or otherwise dispose of all, or
- 2 substantially all, of the company's property, with or
- 3 without the good will, outside the ordinary course of the
- 4 company's activities;
- 5 (B) approve a merger, conversion, or domestication under
- 6 IC 23-18.1-11;
- 7 (C) undertake any other act outside the ordinary course of
- 8 the company's activities; and
- 9 (D) amend the operating agreement.
- 10 (5) A manager may be chosen at any time by the consent of a
- 11 majority of the members and remains a manager until a
- 12 successor has been chosen, unless the manager at an earlier
- 13 time resigns, is removed, or dies, or, in the case of a manager
- 14 that is not an individual, terminates. A manager may be
- 15 removed at any time by the consent of a majority of the
- 16 members without notice or cause.
- 17 (6) A person need not be a member to be a manager, but the
- 18 dissociation of a member that is also a manager removes the
- 19 person as a manager. If a person that is both a manager and
- 20 a member ceases to be a manager, that cessation does not by
- 21 itself dissociate the person as a member.
- 22 (7) A person's ceasing to be a manager does not discharge any
- 23 debt, obligation, or other liability to the limited liability
- 24 company or members which the person incurred while a
- 25 manager.
- 26 (d) An action requiring the consent of members under this
- 27 article may be taken without a meeting, and a member may
- 28 appoint a proxy or other agent to consent or otherwise act for the
- 29 member by signing an appointing record, personally or by the
- 30 member's agent.
- 31 (e) The dissolution of a limited liability company does not affect
- 32 the applicability of this section. However, a person that wrongfully
- 33 causes dissolution of the company loses the right to participate in
- 34 management as a member and a manager.
- 35 (f) This article does not entitle a member to remuneration for
- 36 services performed for a member managed limited liability
- 37 company, except for reasonable compensation for services
- 38 rendered in winding up the activities of the company.
- 39 Sec. 8. (a) A limited liability company shall reimburse for any
- 40 payment made and indemnify for any debt, obligation, or other
- 41 liability incurred by a member of a member managed company or
- 42 the manager of a manager managed company in the course of the

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1 member's or manager's activities on behalf of the company, if, in
 2 making the payment or incurring the debt, obligation, or other
 3 liability, the member or manager complied with the duties stated
 4 in section 5 or 9 of this chapter.

5 (b) A limited liability company may purchase and maintain
 6 insurance on behalf of a member or manager of the company
 7 against liability asserted against or incurred by the member or
 8 manager in that capacity or arising from that status even if, under
 9 IC 23-18.1-2-9(g), the operating agreement could not eliminate or
 10 limit the person's liability to the company for the conduct giving
 11 rise to the liability.

12 **Sec. 9. (a)** A member of a member managed limited liability
 13 company owes to the company and, subject to IC 23-18.1-10-1(b),
 14 the other members the fiduciary duties of loyalty and care stated
 15 in subsections (b) and (c).

16 (b) The duty of loyalty of a member in a member managed
 17 limited liability company includes the duties:

18 (1) to account to the company and to hold as trustee for it any
 19 property, profit, or benefit derived by the member:

20 (A) in the conduct or winding up of the company's
 21 activities;

22 (B) from a use by the member of the company's property;
 23 or

24 (C) from the appropriation of a limited liability company
 25 opportunity;

26 (2) to refrain from dealing with the company in the conduct
 27 or winding up of the company's activities as or on behalf of a
 28 person having an interest adverse to the company; and

29 (3) to refrain from competing with the company in the
 30 conduct of the company's activities before the dissolution of
 31 the company.

32 (c) Subject to the business judgment rule, the duty of care of a
 33 member of a member managed limited liability company in the
 34 conduct and winding up of the company's activities is to act with
 35 the care that a person in a like position would reasonably exercise
 36 under similar circumstances and in a manner the member
 37 reasonably believes to be in the best interests of the company. In
 38 discharging this duty, a member may rely in good faith upon
 39 opinions, reports, statements, or other information provided by
 40 another person that the member reasonably believes is a competent
 41 and reliable source for the information.

42 (d) A member in a member managed limited liability company

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1 or a manager managed limited liability company shall discharge
2 the duties under this article or under the operating agreement and
3 exercise any rights consistently with the contractual obligation of
4 good faith and fair dealing.

5 (e) It is a defense to a claim under subsection (b)(2) and any
6 comparable claim in equity or at common law that the transaction
7 was fair to the limited liability company.

8 (f) All of the members of a member managed limited liability
9 company or a manager managed limited liability company may
10 authorize or ratify, after full disclosure of all material facts, a
11 specific act or transaction that otherwise would violate the duty of
12 loyalty.

13 (g) In a manager managed limited liability company, the
14 following rules apply:

- 15 (1) Subsections (a), (b), (c), and (e) apply to the manager or
16 managers and not the members.
- 17 (2) The duty stated under subsection (b)(3) continues until
18 winding up is completed.
- 19 (3) Subsection (d) applies to the members and managers.
- 20 (4) Subsection (f) applies only to the members.
- 21 (5) A member does not have any fiduciary duty to the
22 company or to any other member solely by reason of being a
23 member.

24 **Sec. 10. (a)** In a member managed limited liability company, the
25 following rules apply:

- 26 (1) On reasonable notice, a member may inspect and copy
27 during regular business hours, at a reasonable location
28 specified by the company, any record maintained by the
29 company regarding the company's activities, financial
30 condition, and other circumstances, to the extent the
31 information is material to the member's rights and duties
32 under the operating agreement or this article.
- 33 (2) The company shall furnish to each member:
34 (A) without demand, any information concerning the
35 company's activities, financial condition, and other
36 circumstances that the company knows and is material to
37 the proper exercise of the member's rights and duties
38 under the operating agreement or this article, except to the
39 extent the company can establish that it reasonably
40 believes the member already knows the information; and
41 (B) on demand, any other information concerning the
42 company's activities, financial condition, and other

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1 circumstances, except to the extent the demand or
 2 information demanded is unreasonable or otherwise
 3 improper under the circumstances.
 4 **(3) The duty to furnish information under subdivision (2) also**
 5 **applies to each member to the extent the member knows any**
 6 **of the information described in subdivision (2).**
 7 **(b) In a manager managed limited liability company, the**
 8 **following rules apply:**
 9 **(1) The informational rights stated in subsection (a) and the**
 10 **duty stated in subsection (a)(3) apply to the managers and not**
 11 **the members.**
 12 **(2) During regular business hours and at a reasonable location**
 13 **specified by the company, a member may obtain from the**
 14 **company and inspect and copy full information regarding the**
 15 **activities, financial condition, and other circumstances of the**
 16 **company as is just and reasonable if:**
 17 **(A) the member seeks the information for a purpose**
 18 **material to the member's interest as a member;**
 19 **(B) the member makes a demand in a record received by**
 20 **the company, describing with reasonable particularity the**
 21 **information sought and the purpose for seeking the**
 22 **information; and**
 23 **(C) the information sought is directly connected to the**
 24 **member's purpose.**
 25 **(3) Within ten (10) days after receiving a demand under**
 26 **subdivision (2)(B), the company shall in a record inform the**
 27 **member that made the demand:**
 28 **(A) of the information that the company will provide in**
 29 **response to the demand and when and where the company**
 30 **will provide the information; and**
 31 **(B) if the company declines to provide any demanded**
 32 **information, the company's reasons for declining.**
 33 **(4) Whenever this article or an operating agreement provides**
 34 **for a member to give or withhold consent to a matter, before**
 35 **the consent is given or withheld, the company shall, without**
 36 **demand, provide the member with all information that is**
 37 **known to the company and is material to the member's**
 38 **decision.**
 39 **(c) On ten (10) days demand made in a record received by a**
 40 **limited liability company, a dissociated member may have access**
 41 **to information to which the person was entitled while a member if**
 42 **the information pertains to the period during which the person was**

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1 a member, the person seeks the information in good faith, and the
 2 person satisfies the requirements imposed on a member by
 3 subsection (b)(2). The company shall respond to a demand made
 4 under this subsection in the manner provided in subsection (b)(3).

5 (d) A limited liability company may charge a person that makes
 6 a demand under this section the reasonable costs of copying,
 7 limited to the costs of labor and material.

8 (e) A member or dissociated member may exercise rights under
 9 this section through an agent or, in the case of an individual under
 10 legal disability, a legal representative. Any restriction or condition
 11 imposed by the operating agreement or under subsection (g)
 12 applies both to the agent or legal representative and the member
 13 or dissociated member.

14 (f) The rights under this section do not extend to a person as
 15 transferee.

16 (g) In addition to any restriction or condition stated in its
 17 operating agreement, a limited liability company, as a matter
 18 within the ordinary course of its activities, may impose reasonable
 19 restrictions and conditions on access to and use of information to
 20 be furnished under this section, including designating information
 21 confidential and imposing nondisclosure and safeguarding
 22 obligations on the recipient. In a dispute concerning the
 23 reasonableness of a restriction under this subsection, the company
 24 has the burden of proving reasonableness.

25 **Chapter 6. Transferable Interests and Rights of Transferees and**
 26 **Creditors**

27 **Sec. 1. A transferable interest is personal property.**

28 **Sec. 2. (a) A transfer, in whole or in part, of a transferable**
 29 **interest:**

30 (1) is permissible;

31 (2) does not by itself cause a member's dissociation or a
 32 dissolution and winding up of the limited liability company's
 33 activities; and

34 (3) subject to section 4 of this chapter, does not entitle the
 35 transferee to:

36 (A) participate in the management or conduct of the
 37 company's activities; or

38 (B) except as otherwise provided in subsection (c), have
 39 access to records or other information concerning the
 40 company's activities.

41 (b) A transferee has the right to receive, in accordance with the
 42 transfer, distributions to which the transferor would otherwise be

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1 entitled.

2 (c) In a dissolution and winding up of a limited liability
3 company, a transferee is entitled to an account of the company's
4 transactions only from the date of dissolution.

5 (d) A transferable interest may be evidenced by a certificate of
6 the interest issued by the limited liability company in a record, and,
7 subject to this section, the interest represented by the certificate
8 may be transferred by a transfer of the certificate.

9 (e) A limited liability company need not give effect to a
10 transferee's rights under this section until the company has notice
11 of the transfer.

12 (f) A transfer of a transferable interest in violation of a
13 restriction on transfer contained in the operating agreement is
14 ineffective as to a person having notice of the restriction at the time
15 of transfer.

16 (g) Except as otherwise provided in IC 23-18.1-7-2(4)(B), when
17 a member transfers a transferable interest, the transferor retains
18 the rights of a member other than the interest in distributions
19 transferred and retains all duties and obligations of a member.

20 (h) When a member transfers a transferable interest to a person
21 that becomes a member with respect to the transferred interest, the
22 transferee is liable for the member's obligations under
23 IC 23-18.1-5-3 and IC 23-18.1-5-6(c) known to the transferee when
24 the transferee becomes a member.

25 **Sec. 3. (a) On application by a judgment creditor of a member
26 or transferee, a court may enter a charging order against the
27 transferable interest of the judgment debtor for the unsatisfied
28 amount of the judgment. A charging order constitutes a lien on a
29 judgment debtor's transferable interest and requires the limited
30 liability company to pay over to the person to which the charging
31 order was issued any distribution that would otherwise be paid to
32 the judgment debtor.**

33 **(b) To the extent necessary to effectuate the collection of
34 distributions under a charging order in effect under subsection (a),
35 the court may:**

36 **(1) appoint a receiver of the distributions subject to the
37 charging order, with the power to make all inquiries the
38 judgment debtor might have made; and**

39 **(2) make all other orders necessary to give effect to the
40 charging order.**

41 **(c) Upon a showing that distributions under a charging order
42 will not pay the judgment debt within a reasonable time, the court**

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1 may foreclose the lien and order the sale of the transferable
2 interest. The purchaser at the foreclosure sale obtains only the
3 transferable interest, does not thereby become a member, and is
4 subject to section 2 of this chapter.

5 (d) At any time before foreclosure under subsection (c), the
6 member or transferee whose transferable interest is subject to a
7 charging order under subsection (a) may extinguish the charging
8 order by satisfying the judgment and filing a certified copy of the
9 satisfaction with the court that issued the charging order.

10 (e) At any time before foreclosure under subsection (c), a limited
11 liability company or one (1) or more members whose transferable
12 interests are not subject to the charging order may pay to the
13 judgment creditor the full amount due under the judgment and
14 thereby succeed to the rights of the judgment creditor, including
15 the charging order.

16 (f) This article does not deprive any member or transferee of the
17 benefit of any exemption laws applicable to the member's or
18 transferee's transferable interest.

19 (g) This section provides the exclusive remedy by which a
20 person seeking to enforce a judgment against a member or
21 transferee may, in the capacity of judgment creditor, satisfy the
22 judgment from the judgment debtor's transferable interest.

23 **Sec. 4. If a member dies, the deceased member's personal**
24 **representative or other legal representative may exercise the rights**
25 **of a transferee provided in section 2(c) of this chapter and, for the**
26 **purposes of settling the estate, the rights of a current member**
27 **under IC 23-18.1-5-10.**

28 **Chapter 7. Member's Dissociation**

29 **Sec. 1. (a) A person has the power to dissociate as a member at**
30 **any time, rightfully or wrongfully, by withdrawing as a member by**
31 **express will under section 2(1) of this chapter.**

32 **(b) A person's dissociation from a limited liability company is**
33 **wrongful only if the dissociation:**

34 **(1) is in breach of an express provision of the operating**
35 **agreement; or**

36 **(2) occurs before the termination of the company and:**

37 **(A) the person withdraws as a member by express will;**

38 **(B) the person is expelled as a member by judicial order**
39 **under section 2(5) of this chapter;**

40 **(C) the person is dissociated under section 2(7)(A) of this**
41 **chapter by becoming a debtor in bankruptcy; or**

42 **(D) in the case of a person that is not a trust other than a**

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1 business trust, an estate, or an individual, the person is
 2 expelled or otherwise dissociated as a member because it
 3 willfully dissolved or terminated.

4 (c) A person that wrongfully dissociates as a member is liable to
 5 the limited liability company and, subject to IC 23-18.1-10-1, to the
 6 other members for damages caused by the dissociation. The
 7 liability is in addition to any other debt, obligation, or other
 8 liability of the member to the company or the other members.

9 Sec. 2. A person is dissociated as a member from a limited
 10 liability company when:

11 (1) the company has notice of the person's express will to
 12 withdraw as a member, but, if the person specified a
 13 withdrawal date later than the date the company had notice,
 14 on that later date;

15 (2) an event stated in the operating agreement as causing the
 16 person's dissociation occurs;

17 (3) the person is expelled as a member under the operating
 18 agreement;

19 (4) the person is expelled as a member by the unanimous
 20 consent of the other members if:

21 (A) it is unlawful to carry on the company's activities with
 22 the person as a member;

23 (B) there has been a transfer of all of the person's
 24 transferable interest in the company, other than:

25 (i) a transfer for security purposes; or

26 (ii) a charging order in effect under IC 23-18.1-6-3 that
 27 has not been foreclosed;

28 (C) the person is a corporation and, within ninety (90) days
 29 after the company notifies the person that it will be
 30 expelled as a member because the person has filed a
 31 certificate of dissolution or the equivalent, its charter has
 32 been revoked, or its right to conduct business has been
 33 suspended by the jurisdiction of its incorporation, the
 34 certificate of dissolution has not been revoked or its
 35 charter or right to conduct business has not been
 36 reinstated; or

37 (D) the person is a limited liability company or partnership
 38 that has been dissolved and whose business is being wound
 39 up;

40 (5) on application by the company, the person is expelled as a
 41 member by judicial order because the person:

42 (A) has engaged, or is engaging, in wrongful conduct that

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- 1 has adversely and materially affected, or will adversely
 2 and materially affect, the company's activities;
 3 (B) has willfully or persistently committed, or is willfully
 4 and persistently committing, a material breach of the
 5 operating agreement or the person's duties or obligations
 6 under IC 23-18.1-5-9; or
 7 (C) has engaged in, or is engaging in, conduct relating to
 8 the company's activities that makes it not reasonably
 9 practicable to carry on the activities with the person as a
 10 member;
 11 (6) in the case of a person who is an individual:
 12 (A) the person dies; or
 13 (B) in a member managed limited liability company:
 14 (i) a guardian or general conservator for the person is
 15 appointed; or
 16 (ii) there is a judicial order that the person has otherwise
 17 become incapable of performing the person's duties as a
 18 member under this article or the operating agreement;
 19 (7) in a member managed limited liability company, the
 20 person:
 21 (A) becomes a debtor in bankruptcy;
 22 (B) executes an assignment for the benefit of creditors; or
 23 (C) seeks, consents to, or acquiesces in the appointment of
 24 a trustee, receiver, or liquidator of the person or of all or
 25 substantially all of the person's property;
 26 (8) in the case of a person that is a trust or is acting as a
 27 member by virtue of being a trustee of a trust, the trust's
 28 entire transferable interest in the company is distributed;
 29 (9) in the case of a person that is an estate or is acting as a
 30 member by virtue of being a personal representative of an
 31 estate, the estate's entire transferable interest in the company
 32 is distributed;
 33 (10) in the case of a member that is not an individual,
 34 partnership, limited liability company, corporation, trust, or
 35 estate, the member is terminated;
 36 (11) the company participates in a merger under
 37 IC 23-18.1-11, if:
 38 (A) the company is not the surviving entity; or
 39 (B) otherwise as a result of the merger, the person ceases
 40 to be a member;
 41 (12) the company participates in a conversion under
 42 IC 23-18.1-11;

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- 1 (13) the company participates in a domestication under
- 2 IC 23-18.1-11, if, as a result of the domestication, the person
- 3 ceases to be a member; or
- 4 (14) the company terminates.

5 **Sec. 3. (a) When a person is dissociated as a member of a limited**
 6 **liability company:**

- 7 (1) the person's right to participate as a member in the
- 8 management and conduct of the company's activities
- 9 terminates;
- 10 (2) if the company is member managed, the person's fiduciary
- 11 duties as a member end with regard to matters arising and
- 12 events occurring after the person's dissociation; and
- 13 (3) subject to IC 23-18.1-6-4 and IC 23-18.1-11, any
- 14 transferable interest owned by the person immediately before
- 15 dissociation in the person's capacity as a member is owned by
- 16 the person solely as a transferee.

17 (b) A person's dissociation as a member of a limited liability
 18 company does not of itself discharge the person from any debt,
 19 obligation, or other liability to the company or the other members
 20 that the person incurred while a member.

21 **Chapter 8. Dissolution and Winding Up**

22 **Sec. 1. (a) A limited liability company is dissolved, and its**
 23 **activities must be wound up, upon the occurrence of any of the**
 24 **following:**

- 25 (1) An event or circumstance that the operating agreement
- 26 states causes dissolution.
- 27 (2) The consent of all the members.
- 28 (3) The passage of ninety (90) consecutive days during which
- 29 the company has no members.
- 30 (4) On application by a member, the entry by the appropriate
- 31 court of an order dissolving the company on the grounds that:
- 32 (A) the conduct of all or substantially all of the company's
- 33 activities is unlawful; or
- 34 (B) it is not reasonably practicable to carry on the
- 35 company's activities in conformity with the certificate of
- 36 organization and the operating agreement.
- 37 (5) On application by a member, the entry by the appropriate
- 38 court of an order dissolving the company on the grounds that
- 39 the managers or those members in control of the company:
- 40 (A) have acted, are acting, or will act in a manner that is
- 41 illegal or fraudulent; or
- 42 (B) have acted or are acting in a manner that is oppressive

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1 and was, is, or will be directly harmful to the applicant.
2 (b) In a proceeding brought under subsection (a)(5), the court
3 may order a remedy other than dissolution.
4 Sec. 2. (a) A dissolved limited liability company shall wind up its
5 activities, and the company continues after dissolution only for the
6 purpose of winding up.
7 (b) In winding up its activities, a limited liability company:
8 (1) shall discharge the company's debts, obligations, or other
9 liabilities, settle and close the company's activities, and
10 marshal and distribute the assets of the company; and
11 (2) may:
12 (A) deliver to the secretary of state for filing a statement of
13 dissolution stating the name of the company and that the
14 company is dissolved;
15 (B) preserve the company activities and property as a
16 going concern for a reasonable time;
17 (C) prosecute and defend actions and proceedings, whether
18 civil, criminal, or administrative;
19 (D) transfer the company's property;
20 (E) settle disputes by mediation or arbitration;
21 (F) deliver to the secretary of state for filing a statement of
22 termination stating the name of the company and that the
23 company is terminated; and
24 (G) perform other acts necessary or appropriate to the
25 winding up.
26 (c) If a dissolved limited liability company has no members, the
27 legal representative of the last person to have been a member may
28 wind up the activities of the company. If the person does so, the
29 person has the powers of a sole manager under IC 23-18.1-5-7(c)
30 and is considered to be a manager for purposes of
31 IC 23-18.1-4-4(a)(2).
32 (d) If the legal representative under subsection (c) declines or
33 fails to wind up the company's activities, a person may be
34 appointed to do so by the consent of transferees owning a majority
35 of the rights to receive distributions as transferees at the time the
36 consent is to be effective. A person appointed under this
37 subsection:
38 (1) has the powers of a sole manager under IC 23-18.1-5-7(c)
39 and is considered to be a manager for purposes of
40 IC 23-18.1-4-4(a)(2); and
41 (2) shall promptly deliver to the secretary of state for filing an
42 amendment to the company's certificate of organization to:

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- 1 (A) state that the company has no members;
- 2 (B) state that the person has been appointed under this
- 3 subsection to wind up the company; and
- 4 (C) provide the street and mailing addresses of the person.
- 5 (e) The appropriate court may order judicial supervision of the
- 6 winding up of a dissolved limited liability company, including the
- 7 appointment of a person to wind up the company's activities:
- 8 (1) on application of a member, if the applicant establishes
- 9 good cause;
- 10 (2) on the application of a transferee, if:
- 11 (A) the company does not have any members;
- 12 (B) the legal representative of the last person to have been
- 13 a member declines or fails to wind up the company's
- 14 activities; and
- 15 (C) within a reasonable time following the dissolution a
- 16 person has not been appointed under subsection (d); or
- 17 (3) in connection with a proceeding under section 1(a)(4) or
- 18 1(a)(5) of this chapter.
- 19 Sec. 3. (a) Except as otherwise provided in subsection (d), a
- 20 dissolved limited liability company may give notice of a known
- 21 claim under subsection (b), which has the effect as provided in
- 22 subsection (c).
- 23 (b) A dissolved limited liability company may in a record notify
- 24 its known claimants of the dissolution. The notice must:
- 25 (1) specify the information required to be included in a claim;
- 26 (2) provide a mailing address to which the claim is to be sent;
- 27 (3) state the deadline for receipt of the claim, which may not
- 28 be less than one hundred twenty (120) days after the date the
- 29 notice is received by the claimant; and
- 30 (4) state that the claim will be barred if not received by the
- 31 deadline.
- 32 (c) A claim against a dissolved limited liability company is
- 33 barred if the requirements of subsection (b) are met and:
- 34 (1) the claim is not received by the specified deadline; or
- 35 (2) if the claim is timely received but rejected by the company:
- 36 (A) the company causes the claimant to receive a notice in
- 37 a record stating that the claim is rejected and will be
- 38 barred unless the claimant commences an action against
- 39 the company to enforce the claim within ninety (90) days
- 40 after the claimant receives the notice; and
- 41 (B) the claimant does not commence the required action
- 42 within the ninety (90) days.

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1 (d) This section does not apply to a claim based on an event
2 occurring after the effective date of dissolution or a liability that on
3 that date is contingent.

4 Sec. 4. (a) A dissolved limited liability company may publish
5 notice of its dissolution and request persons having claims against
6 the company to present them in accordance with the notice.

7 (b) The notice authorized by subsection (a) must:

8 (1) be published at least once in a newspaper of general
9 circulation in the county in this state in which the dissolved
10 limited liability company's principal office is located or, if it
11 has none in this state, in the county in which the company's
12 designated office is or was last located;

13 (2) describe the information required to be contained in a
14 claim and provide a mailing address to which the claim is to
15 be sent; and

16 (3) state that a claim against the company is barred unless an
17 action to enforce the claim is commenced within five (5) years
18 after publication of the notice.

19 (c) If a dissolved limited liability company publishes a notice in
20 accordance with subsection (b), unless the claimant commences an
21 action to enforce the claim against the company within five (5)
22 years after the publication date of the notice, the claim of each of
23 the following claimants is barred:

24 (1) A claimant that did not receive notice in a record under
25 section 3 of this chapter.

26 (2) A claimant whose claim was timely sent to the company
27 but not acted on.

28 (3) A claimant whose claim is contingent at, or based on an
29 event occurring after, the effective date of dissolution.

30 (d) A claim not barred under this section may be enforced:

31 (1) against a dissolved limited liability company to the extent
32 of its undistributed assets; and

33 (2) if assets of the company have been distributed after
34 dissolution, against a member or transferee to the extent of
35 that person's proportionate share of the claim or of the assets
36 distributed to the member or transferee after dissolution,
37 whichever is less, but a person's total liability for all claims
38 under this subdivision does not exceed the total amount of
39 assets distributed to the person after dissolution.

40 Sec. 5. (a) The secretary of state may dissolve a limited liability
41 company administratively if the company does not:

42 (1) pay, within sixty (60) days after the due date, any fee, tax,

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1 or penalty due to the secretary of state under this article or
 2 law other than this article; or
 3 (2) deliver, within sixty (60) days after the due date, its
 4 biennial report to the secretary of state.
 5 (b) If the secretary of state determines that a ground exists for
 6 administratively dissolving a limited liability company, the
 7 secretary of state shall file a record of the determination and serve
 8 the company with a copy of the filed record.
 9 (c) If within sixty (60) days after service of the copy under
 10 subsection (b) a limited liability company does not correct each
 11 ground for dissolution or demonstrate to the reasonable
 12 satisfaction of the secretary of state that each ground determined
 13 by the secretary of state does not exist, the secretary of state shall
 14 dissolve the company administratively by preparing, signing, and
 15 filing a declaration of dissolution that states the grounds for
 16 dissolution. The secretary of state shall serve the company with a
 17 copy of the filed declaration.
 18 (d) A limited liability company that has been administratively
 19 dissolved continues in existence but, subject to section 6 of this
 20 chapter, may carry on only activities necessary to wind up its
 21 activities and liquidate its assets under sections 2 and 8 of this
 22 chapter and to notify claimants under sections 3 and 4 of this
 23 chapter.
 24 (e) The administrative dissolution of a limited liability company
 25 does not terminate the authority of its agent for service of process.
 26 Sec. 6. (a) A limited liability company that has been
 27 administratively dissolved may apply to the secretary of state for
 28 reinstatement within two (2) years after the effective date of
 29 dissolution. The application must be delivered to the secretary of
 30 state for filing and state:
 31 (1) the name of the company and the effective date of its
 32 dissolution;
 33 (2) that the grounds for dissolution did not exist or have been
 34 eliminated; and
 35 (3) that the company's name satisfies the requirements of
 36 IC 23-18.1-2-7.
 37 (b) If the secretary of state determines that an application under
 38 subsection (a) contains the required information and that the
 39 information is correct, the secretary of state shall prepare a
 40 declaration of reinstatement that states this determination, sign
 41 and file the original of the declaration of reinstatement, and serve
 42 the limited liability company with a copy.

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1 (c) When a reinstatement becomes effective, it relates back to
 2 and takes effect as of the effective date of the administrative
 3 dissolution and the limited liability company may resume its
 4 activities as if the dissolution had not occurred.

5 Sec. 7. (a) If the secretary of state rejects a limited liability
 6 company's application for reinstatement following administrative
 7 dissolution, the secretary of state shall prepare, sign, and file a
 8 notice that explains the reason for rejection and serve the company
 9 with a copy of the notice.

10 (b) Within thirty (30) days after service of a notice of rejection
 11 of reinstatement under subsection (a), a limited liability company
 12 may appeal from the rejection by petitioning the appropriate court
 13 to set aside the dissolution. The petition must be served on the
 14 secretary of state and contain a copy of the secretary of state's
 15 declaration of dissolution, the company's application for
 16 reinstatement, and the secretary of state's notice of rejection.

17 (c) The court may order the secretary of state to reinstate a
 18 dissolved limited liability company or take other action the court
 19 considers appropriate.

20 Sec. 8. (a) In winding up its activities, a limited liability
 21 company must apply its assets to discharge its obligations to
 22 creditors, including members that are creditors.

23 (b) After a limited liability company complies with subsection
 24 (a), any surplus must be distributed in the following order, subject
 25 to any charging order in effect under IC 23-18.1-6-3:

26 (1) to each person owning a transferable interest that reflects
 27 contributions made by a member and not previously returned,
 28 an amount equal to the value of the unreturned contributions;
 29 and

30 (2) in equal shares among members and dissociated members,
 31 except to the extent necessary to comply with any transfer
 32 effective under IC 23-18.1-6-2.

33 (c) If a limited liability company does not have sufficient surplus
 34 to comply with subsection (b)(1), any surplus must be distributed
 35 among the owners of transferable interests in proportion to the
 36 value of their respective unreturned contributions.

37 (d) All distributions made under subsections (b) and (c) must be
 38 paid in money.

39 **Chapter 9. Foreign Limited Liability Companies**

40 Sec. 1. (a) The law of the state or other jurisdiction under which
 41 a foreign limited liability company is formed governs:

42 (1) the internal affairs of the company; and

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1 (2) the liability of a member as member and a manager as
2 manager for the debts, obligations, or other liabilities of the
3 company.

4 (b) A foreign limited liability company may not be denied a
5 certificate of authority by reason of any difference between the law
6 of the jurisdiction under which the company is formed and the law
7 of this state.

8 (c) A certificate of authority does not authorize a foreign limited
9 liability company to engage in any business or exercise any power
10 that a limited liability company may not engage in or exercise in
11 this state.

12 Sec. 2. (a) A foreign limited liability company may apply for a
13 certificate of authority to transact business in this state by
14 delivering an application to the secretary of state for filing. The
15 application must state:

16 (1) the name of the company and, if the name does not comply
17 with IC 23-18.1-2-7, an alternate name adopted as provided
18 under section 5(a) of this chapter;

19 (2) the name of the state or other jurisdiction under whose law
20 the company is formed;

21 (3) the street and mailing addresses of the company's
22 principal office and, if the law of the jurisdiction under which
23 the company is formed requires the company to maintain an
24 office in that jurisdiction, the street and mailing addresses of
25 the required office; and

26 (4) the name and street and mailing addresses of the
27 company's initial agent for service of process in this state.

28 (b) A foreign limited liability company shall deliver with a
29 completed application under subsection (a) a certificate of
30 existence or a record of similar import signed by the secretary of
31 state or other official having custody of the company's publicly
32 filed records in the state or other jurisdiction under whose law the
33 company is formed.

34 Sec. 3. (a) Activities of a foreign limited liability company that
35 do not constitute transacting business in this state within the
36 meaning of this article include:

37 (1) maintaining, defending, or settling an action or
38 proceeding;

39 (2) carrying on any activity concerning its internal affairs,
40 including holding meetings of its members or managers;

41 (3) maintaining accounts in financial institutions;

42 (4) maintaining offices or agencies for the transfer, exchange,

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- 1 and registration of the company's own securities or
- 2 maintaining trustees or depositories with respect to those
- 3 securities;
- 4 **(5) selling through independent contractors;**
- 5 **(6) soliciting or obtaining orders, whether by mail or**
- 6 **electronic means or through employees or agents or**
- 7 **otherwise, if the orders require acceptance outside this state**
- 8 **before they become contracts;**
- 9 **(7) creating or acquiring indebtedness, mortgages, or security**
- 10 **interests in real or personal property;**
- 11 **(8) securing or collecting debts or enforcing mortgages or**
- 12 **other security interests in property securing the debts and**
- 13 **holding, protecting, or maintaining property so acquired;**
- 14 **(9) conducting an isolated transaction that is completed within**
- 15 **thirty (30) days and is not in the course of similar**
- 16 **transactions; and**
- 17 **(10) transacting business in interstate commerce.**

18 **(b) For purposes of this article, the ownership in this state of**
 19 **income producing real property or tangible personal property,**
 20 **other than property excluded under subsection (a), constitutes**
 21 **transacting business in this state.**

22 **(c) This section does not apply in determining the contacts or**
 23 **activities that may subject a foreign limited liability company to**
 24 **service of process, taxation, or regulation under law of this state**
 25 **other than this article.**

26 **Sec. 4. Unless the secretary of state determines that an**
 27 **application for a certificate of authority does not comply with the**
 28 **filing requirements of this article, the secretary of state, upon**
 29 **payment of all filing fees, shall file the application of a foreign**
 30 **limited liability company, prepare, sign, and file a certificate of**
 31 **authority to transact business in this state, and send a copy of the**
 32 **filed certificate, together with a receipt for the fees, to the company**
 33 **or its representative.**

34 **Sec. 5. (a) A foreign limited liability company whose name does**
 35 **not comply with IC 23-18.1-2-7 may not obtain a certificate of**
 36 **authority until it adopts, for the purpose of transacting business in**
 37 **this state, an alternate name that complies with IC 23-18.1-2-7. A**
 38 **foreign limited liability company that adopts an alternate name**
 39 **under this subsection and obtains a certificate of authority with the**
 40 **alternate name need not comply with IC 23-15-1. After obtaining**
 41 **a certificate of authority with an alternate name, a foreign limited**
 42 **liability company shall transact business in this state under the**

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1 alternat name unless the company is authorized under IC 23-15-1
2 to transact business in this state under another name.

3 (b) If a foreign limited liability company authorized to transact
4 business in this state changes its name to a name that does not
5 comply with IC 23-18.1-2-7, it may not thereafter transact business
6 in this state until it complies with subsection (a) and obtains an
7 amended certificate of authority.

8 Sec. 6. (a) A certificate of authority of a foreign limited liability
9 company to transact business in this state may be revoked by the
10 secretary of state in the manner provided in subsections (b) and (c)
11 if the company does not:

12 (1) pay, within sixty (60) days after the due date, any fee, tax,
13 or penalty due to the secretary of state under this article or
14 law other than this article;

15 (2) deliver, within sixty (60) days after the due date, its
16 biennial report required under IC 23-18.1-3-9;

17 (3) appoint and maintain an agent for service of process as
18 required by IC 23-18.1-2-12(b); or

19 (4) deliver for filing a statement of a change under
20 IC 23-18.1-2-13 within thirty (30) days after a change has
21 occurred in the name or address of the agent.

22 (b) To revoke a certificate of authority of a foreign limited
23 liability company, the secretary of state must prepare, sign, and file
24 a notice of revocation and send a copy to the company's agent for
25 service of process in this state, or if the company does not appoint
26 and maintain a proper agent in this state, to the company's
27 designated office. The notice must state:

28 (1) the revocation's effective date, which must be at least sixty
29 (60) days after the date the secretary of state sends the copy;
30 and

31 (2) the grounds for revocation under subsection (a).

32 (c) The authority of a foreign limited liability company to
33 transact business in this state ceases on the effective date of the
34 notice of revocation unless before that date the company cures each
35 ground for revocation stated in the notice filed under subsection
36 (b). If the company cures each ground, the secretary of state shall
37 file a record so stating.

38 Sec. 7. To cancel its certificate of authority to transact business
39 in this state, a foreign limited liability company must deliver to the
40 secretary of state for filing a notice of cancellation stating the name
41 of the company and that the company desires to cancel its
42 certificate of authority. The certificate is canceled when the notice

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becomes effective.

Sec. 8. (a) A foreign limited liability company transacting business in this state may not maintain an action or proceeding in this state unless it has a certificate of authority to transact business in this state.

(b) The failure of a foreign limited liability company to have a certificate of authority to transact business in this state does not impair the validity of a contract or act of the company or prevent the company from defending an action or proceeding in this state.

(c) A member or manager of a foreign limited liability company is not liable for the debts, obligations, or other liabilities of the company solely because the company transacted business in this state without a certificate of authority.

(d) If a foreign limited liability company transacts business in this state without a certificate of authority or cancels its certificate of authority, it appoints the secretary of state as its agent for service of process for rights of action arising out of the transaction of business in this state.

Sec. 9. The attorney general may maintain an action to enjoin a foreign limited liability company from transacting business in this state in violation of this article.

Chapter 10. Actions by Members

Sec. 1. (a) Subject to subsection (b), a member may maintain a direct action against another member, a manager, or the limited liability company to enforce the member's rights and otherwise protect the member's interests, including rights and interests under the operating agreement or this article or arising independently of the membership relationship.

(b) A member maintaining a direct action under this section must plead and prove an actual or threatened injury that is not solely the result of an injury suffered or threatened to be suffered by the limited liability company.

Sec. 2. A member may maintain a derivative action to enforce a right of a limited liability company if:

- (1) the member first makes a demand on the other members in a member managed limited liability company, or the managers of a manager managed limited liability company, requesting that they cause the company to bring an action to enforce the right, and the managers or other members do not bring the action within a reasonable time; or**
- (2) a demand under subdivision (1) would be futile.**

Sec. 3. (a) Except as otherwise provided in subsection (b), a

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1 derivative action under section 2 of this chapter may be maintained
 2 only by a person that is a member at the time the action is
 3 commenced and remains a member while the action continues.

4 (b) If the sole plaintiff in a derivative action dies while the action
 5 is pending, the court may permit another member of the limited
 6 liability company to be substituted as plaintiff.

7 Sec. 4. In a derivative action under section 2 of this chapter, the
 8 complaint must state with particularity:

9 (1) the date and content of the plaintiff's demand and the
 10 response to the demand by the managers or other members;
 11 or

12 (2) if a demand has not been made, the reasons a demand
 13 under section 2(1) of this chapter would be futile.

14 Sec. 5. (a) If a limited liability company is named as or made a
 15 party in a derivative proceeding, the company may appoint a
 16 special litigation committee to investigate the claims asserted in the
 17 proceeding and determine whether pursuing the action is in the
 18 best interests of the company. If the company appoints a special
 19 litigation committee, on motion by the committee made in the name
 20 of the company, except for good cause shown, the court shall stay
 21 discovery for the time reasonably necessary to permit the
 22 committee to make its investigation. This subsection does not
 23 prevent the court from enforcing a person's right to information
 24 under IC 23-18.1-5-10 or, for good cause shown, granting
 25 extraordinary relief in the form of a temporary restraining order
 26 or preliminary injunction.

27 (b) A special litigation committee may be composed of one (1) or
 28 more disinterested and independent individuals, who may be
 29 members.

30 (c) A special litigation committee may be appointed:

31 (1) in a member managed limited liability company:

32 (A) by the consent of a majority of the members not named
 33 as defendants or plaintiffs in the proceeding; and

34 (B) if all members are named as defendants or plaintiffs in
 35 the proceeding, by a majority of the members named as
 36 defendants; or

37 (2) in a manager managed limited liability company:

38 (A) by a majority of the managers not named as
 39 defendants or plaintiffs in the proceeding; and

40 (B) if all managers are named as defendants or plaintiffs in
 41 the proceeding, by a majority of the managers named as
 42 defendants.

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1 (d) After appropriate investigation, a special litigation
2 committee may determine that it is in the best interests of the
3 limited liability company that the proceeding:

- 4 (1) continue under the control of the plaintiff;
- 5 (2) continue under the control of the committee;
- 6 (3) be settled on terms approved by the committee; or
- 7 (4) be dismissed.

8 (e) After making a determination under subsection (d), a special
9 litigation committee shall file with the court a statement of its
10 determination and its report supporting its determination, giving
11 notice to the plaintiff. The court shall determine whether the
12 members of the committee were disinterested and independent and
13 whether the committee conducted its investigation and made its
14 recommendation in good faith, independently, and with reasonable
15 care, with the committee having the burden of proof. If the court
16 finds that the members of the committee were disinterested and
17 independent and that the committee acted in good faith,
18 independently, and with reasonable care, the court shall enforce
19 the determination of the committee. Otherwise, the court shall
20 dissolve the stay of discovery entered under subsection (a) and
21 allow the action to proceed under the direction of the plaintiff.

22 Sec. 6. (a) Except as otherwise provided in subsection (b):

- 23 (1) any proceeds or other benefits of a derivative action under
- 24 section 2 of this chapter, whether by judgment, compromise,
- 25 or settlement, belong to the limited liability company and not
- 26 to the plaintiff; and
- 27 (2) if the plaintiff receives any proceeds, the plaintiff shall
- 28 remit them immediately to the company.

29 (b) If a derivative action under 2 of this chapter is successful in
30 whole or in part, the court may award the plaintiff reasonable
31 expenses, including reasonable attorney's fees and costs, from the
32 recovery of the limited liability company.

33 Chapter 11. Merger, Conversion, and Domestication

34 Sec. 1. The following definitions apply throughout this chapter:

- 35 (1) "Constituent limited liability company" means a
- 36 constituent organization that is a limited liability company.
- 37 (2) "Constituent organization" means an organization that is
- 38 party to a merger.
- 39 (3) "Converted organization" means the organization into
- 40 which a converting organization converts as provided under
- 41 sections 6 through 9 of this chapter.
- 42 (4) "Converting limited liability company" means a

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1 **converting organization that is a limited liability company.**

2 **(5) "Converting organization" means an organization that**
 3 **converts into another organization as provided under section**
 4 **6 of this chapter.**

5 **(6) "Domesticated company" means the company that exists**
 6 **after a domesticating foreign limited liability company or**
 7 **limited liability company effects a domestication as provided**
 8 **under sections 10 through 13 of this chapter.**

9 **(7) "Domesticating company" means the company that effects**
 10 **a domestication as provided under sections 10 through 13 of**
 11 **this chapter.**

12 **(8) "Governing statute" means the statute that governs an**
 13 **organization's internal affairs.**

14 **(9) "Organization" means a general partnership, including a**
 15 **limited liability partnership, limited partnership, including a**
 16 **limited liability limited partnership, limited liability company,**
 17 **business trust, corporation, or any other person having a**
 18 **governing statute. The term includes a domestic or foreign**
 19 **organization regardless of whether organized for profit.**

20 **(10) "Organizational documents" means:**

21 **(A) for a domestic or foreign general partnership, its**
 22 **partnership agreement;**

23 **(B) for a limited partnership or foreign limited**
 24 **partnership, its certificate of limited partnership and**
 25 **partnership agreement;**

26 **(C) for a domestic or foreign limited liability company, its**
 27 **certificate or articles of organization and operating**
 28 **agreement, or comparable records as provided in its**
 29 **governing statute;**

30 **(D) for a business trust, its agreement of trust and**
 31 **declaration of trust;**

32 **(E) for a domestic or foreign corporation for profit, its**
 33 **articles of incorporation, bylaws, and other agreements**
 34 **among its shareholders that are authorized by its**
 35 **governing statute, or comparable records as provided in its**
 36 **governing statute; and**

37 **(F) for any other organization, the basic records that**
 38 **create the organization and determine its internal**
 39 **governance and the relations among the persons that own**
 40 **it, have an interest in it, or are members of it.**

41 **(11) "Personal liability" means liability for a debt, obligation,**
 42 **or other liability of an organization that is imposed on a**

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1 person that co-owns, has an interest in, or is a member of the
2 organization:

3 (A) by the governing statute solely by reason of the person
4 co-owning, having an interest in, or being a member of the
5 organization; or

6 (B) by the organization's organizational documents under
7 a provision of the governing statute authorizing those
8 documents to make one (1) or more specified persons liable
9 for all or specified debts, obligations, or other liabilities of
10 the organization solely by reason of the person or persons
11 co-owning, having an interest in, or being a member of the
12 organization.

13 (12) "Surviving organization" means an organization into
14 which one (1) or more other organizations are merged
15 whether the organization preexisted the merger or was
16 created by the merger.

17 **Sec. 2. (a) A limited liability company may merge with one (1)
18 or more other constituent organizations under this section, sections
19 3 through 5 of this chapter, and a plan of merger, if:**

20 (1) the governing statute of each of the other organizations
21 authorizes the merger;

22 (2) the merger is not prohibited by the law of a jurisdiction
23 that enacted any of the governing statutes; and

24 (3) each of the other organizations complies with its governing
25 statute in effecting the merger.

26 (b) A plan of merger must be in a record and must include:

27 (1) the name and form of each constituent organization;

28 (2) the name and form of the surviving organization and, if
29 the surviving organization is to be created by the merger, a
30 statement to that effect;

31 (3) the terms and conditions of the merger, including the
32 manner and basis for converting the interests in each
33 constituent organization into any combination of money,
34 interests in the surviving organization, and other
35 consideration;

36 (4) if the surviving organization is to be created by the
37 merger, the surviving organization's organizational
38 documents that are proposed to be in a record; and

39 (5) if the surviving organization is not to be created by the
40 merger, any amendments to be made by the merger to the
41 surviving organization's organizational documents that are,
42 or are proposed to be, in a record.

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1 **Sec. 3. (a) Subject to section 14 of this chapter, a plan of merger**
2 **must be consented to by all the members of a constituent limited**
3 **liability company.**

4 **(b) Subject to section 14 of this chapter and any contractual**
5 **rights, after a merger is approved, and at any time before articles**
6 **of merger are delivered to the secretary of state for filing under**
7 **section 4 of this chapter, a constituent limited liability company**
8 **may amend the plan or abandon the merger:**

- 9 **(1) as provided in the plan; or**
- 10 **(2) except as otherwise prohibited in the plan, with the same**
11 **consent as was required to approve the plan.**

12 **Sec. 4. (a) After each constituent organization has approved a**
13 **merger, articles of merger must be signed on behalf of:**

- 14 **(1) each constituent limited liability company, as provided in**
15 **IC 23-18.1-3-3(a); and**
- 16 **(2) each other constituent organization, as provided in its**
17 **governing statute.**

18 **(b) Articles of merger under this section must include:**

- 19 **(1) the name and form of each constituent organization and**
20 **the jurisdiction of its governing statute;**
- 21 **(2) the name and form of the surviving organization, the**
22 **jurisdiction of its governing statute, and, if the surviving**
23 **organization is created by the merger, a statement to that**
24 **effect;**
- 25 **(3) the date the merger is effective under the governing statute**
26 **of the surviving organization;**
- 27 **(4) if the surviving organization is to be created by the**
28 **merger:**
 - 29 **(A) if it will be a limited liability company, the company's**
30 **certificate of organization; or**
 - 31 **(B) if it will be an organization other than a limited**
32 **liability company, the organizational document that**
33 **creates the organization that is in a public record;**
- 34 **(5) if the surviving organization preexists the merger, any**
35 **amendments provided for in the plan of merger for the**
36 **organizational document that created the organization that**
37 **are in a public record;**
- 38 **(6) a statement as to each constituent organization that the**
39 **merger was approved as required by the organization's**
40 **governing statute;**
- 41 **(7) if the surviving organization is a foreign organization not**
42 **authorized to transact business in this state, the street and**

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1 mailing addresses of an office that the secretary of state may
2 use for purposes of section 5(b) of this chapter; and

3 (8) any additional information required by the governing
4 statute of any constituent organization.

5 (c) Each constituent limited liability company shall deliver the
6 articles of merger for filing in the office of the secretary of state.

7 (d) A merger becomes effective under this article:

8 (1) if the surviving organization is a limited liability company,
9 upon the later of:

10 (A) compliance with subsection (c); or

11 (B) subject to IC 23-18.1-3-5(c), as specified in the articles
12 of merger; or

13 (2) if the surviving organization is not a limited liability
14 company, as provided by the governing statute of the
15 surviving organization.

16 Sec. 5. (a) When a merger becomes effective:

17 (1) the surviving organization continues or comes into
18 existence;

19 (2) each constituent organization that merges into the
20 surviving organization ceases to exist as a separate entity;

21 (3) all property owned by each constituent organization that
22 ceases to exist vests in the surviving organization;

23 (4) all debts, obligations, or other liabilities of each constituent
24 organization that ceases to exist continue as debts, obligations,
25 or other liabilities of the surviving organization;

26 (5) an action or proceeding pending by or against any
27 constituent organization that ceases to exist may be continued
28 as if the merger had not occurred;

29 (6) except as prohibited by other law, all of the rights,
30 privileges, immunities, powers, and purposes of each
31 constituent organization that ceases to exist vest in the
32 surviving organization;

33 (7) except as otherwise provided in the plan of merger, the
34 terms and conditions of the plan of merger take effect; and

35 (8) except as otherwise agreed, if a constituent limited liability
36 company ceases to exist, the merger does not dissolve the
37 limited liability company for purposes of IC 23-18.1-8;

38 (9) if the surviving organization is created by the merger:

39 (A) if it is a limited liability company, the certificate of
40 organization becomes effective; or

41 (B) if it is an organization other than a limited liability
42 company, the organizational document that creates the

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- 1 organization becomes effective; and
- 2 (10) if the surviving organization preexisted the merger, any
- 3 amendments provided for in the articles of merger for the
- 4 organizational document that created the organization
- 5 become effective.
- 6 (b) A surviving organization that is a foreign organization
- 7 consents to the jurisdiction of the courts of this state to enforce any
- 8 debt, obligation, or other liability owed by a constituent
- 9 organization, if before the merger the constituent organization was
- 10 subject to suit in this state on the debt, obligation, or other liability.
- 11 A surviving organization that is a foreign organization and not
- 12 authorized to transact business in this state appoints the secretary
- 13 of state as its agent for service of process for purposes of enforcing
- 14 a debt, obligation, or other liability under this subsection. Service
- 15 on the secretary of state under this subsection must be made in the
- 16 same manner and has the same consequences as in
- 17 IC 23-18.1-2-15(c) and IC 23-18.1-2-15(d).
- 18 Sec. 6. (a) An organization other than a limited liability
- 19 company or a foreign limited liability company may convert to a
- 20 limited liability company, and a limited liability company may
- 21 convert to an organization other than a foreign limited liability
- 22 company under this section, sections 7 through 9 of this chapter,
- 23 and a plan of conversion, if:
- 24 (1) the other organization's governing statute authorizes the
- 25 conversion;
- 26 (2) the conversion is not prohibited by the law of the
- 27 jurisdiction that enacted the other organization's governing
- 28 statute; and
- 29 (3) the other organization complies with its governing statute
- 30 in effecting the conversion.
- 31 (b) A plan of conversion must be in a record and must include:
- 32 (1) the name and form of the organization before conversion;
- 33 (2) the name and form of the organization after conversion;
- 34 (3) the terms and conditions of the conversion, including the
- 35 manner and basis for converting interests in the converting
- 36 organization into any combination of money, interests in the
- 37 converted organization, and other consideration; and
- 38 (4) the organizational documents of the converted
- 39 organization that are, or are proposed to be, in a record.
- 40 Sec. 7. (a) Subject to section 14 of this chapter, a plan of
- 41 conversion must be consented to by all the members of a
- 42 converting limited liability company.

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1 (b) Subject to section 14 of this chapter and any contractual
2 rights, after a conversion is approved, and at any time before
3 articles of conversion are delivered to the secretary of state for
4 filing under section 8 of this chapter, a converting limited liability
5 company may amend the plan or abandon the conversion:

- 6 (1) as provided in the plan; or
- 7 (2) except as otherwise prohibited in the plan, by the same
- 8 consent as was required to approve the plan.

9 Sec. 8. (a) After a plan of conversion is approved:

10 (1) a converting limited liability company shall deliver to the
11 secretary of state for filing articles of conversion, which must
12 be signed as provided in IC 23-18.1-3-3(a) and must include:

- 13 (A) a statement that the limited liability company has been
- 14 converted into another organization;
- 15 (B) the name and form of the organization and the
- 16 jurisdiction of its governing statute;
- 17 (C) the date the conversion is effective under the governing
- 18 statute of the converted organization;
- 19 (D) a statement that the conversion was approved as
- 20 required by this article;
- 21 (E) a statement that the conversion was approved as
- 22 required by the governing statute of the converted
- 23 organization; and
- 24 (F) if the converted organization is a foreign organization
- 25 not authorized to transact business in this state, the street
- 26 and mailing addresses of an office that the secretary of
- 27 state may use for the purposes of section 9(c) of this
- 28 chapter; and

29 (2) if the converting organization is not a converting limited
30 liability company, the converting organization shall deliver to
31 the secretary of state for filing a certificate of organization,
32 which must include, in addition to the information required
33 by IC 23-18.1-3-1(b):

- 34 (A) a statement that the converted organization was
- 35 converted from another organization;
- 36 (B) the name and form of that converting organization and
- 37 the jurisdiction of its governing statute; and
- 38 (C) a statement that the conversion was approved in a
- 39 manner that complied with the converting organization's
- 40 governing statute.

41 (b) A conversion becomes effective:

- 42 (1) if the converted organization is a limited liability company,

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1 when the certificate of organization takes effect; and
 2 (2) if the converted organization is not a limited liability
 3 company, as provided by the governing statute of the
 4 converted organization.

5 **Sec. 9. (a)** An organization that has been converted as provided
 6 by this article is for all purposes the same entity that existed before
 7 the conversion.

8 **(b)** When a conversion takes effect:
 9 (1) all property owned by the converting organization remains
 10 vested in the converted organization;
 11 (2) all debts, obligations, or other liabilities of the converting
 12 organization continue as debts, obligations, or other liabilities
 13 of the converted organization;
 14 (3) an action or proceeding pending by or against the
 15 converting organization may be continued as if the conversion
 16 had not occurred;
 17 (4) except as prohibited by law other than this article, all of
 18 the rights, privileges, immunities, powers, and purposes of the
 19 converting organization remain vested in the converted
 20 organization;
 21 (5) except as otherwise provided in the plan of conversion, the
 22 terms and conditions of the plan of conversion take effect; and
 23 (6) except as otherwise agreed, the conversion does not
 24 dissolve a converting limited liability company for the
 25 purposes of IC 23-18.1-8.

26 **(c)** A converted organization that is a foreign organization
 27 consents to the jurisdiction of the courts of this state to enforce any
 28 debt, obligation, or other liability for which the converting limited
 29 liability company is liable if, before the conversion, the converting
 30 limited liability company was subject to suit in this state on the
 31 debt, obligation, or other liability. A converted organization that
 32 is a foreign organization and not authorized to transact business in
 33 this state appoints the secretary of state as its agent for service of
 34 process for purposes of enforcing a debt, obligation, or other
 35 liability under this subsection. Service on the secretary of state
 36 under this subsection must be made in the same manner and has
 37 the same consequences as in IC 23-18.1-2-15(c) and
 38 IC 23-18.1-2-15(d).

39 **Sec. 10. (a)** A foreign limited liability company may become a
 40 limited liability company under this section, sections 11 through 13
 41 of this chapter, and a plan of domestication, if:

42 (1) the foreign limited liability company's governing statute

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1 authorizes the domestication;
 2 (2) the domestication is not prohibited by the law of the
 3 jurisdiction that enacted the governing statute; and
 4 (3) the foreign limited liability company complies with its
 5 governing statute in effecting the domestication.
 6 (b) A limited liability company may become a foreign limited
 7 liability company under this section, sections 11 through 13 of this
 8 chapter, and a plan of domestication, if:
 9 (1) the foreign limited liability company's governing statute
 10 authorizes the domestication;
 11 (2) the domestication is not prohibited by the law of the
 12 jurisdiction that enacted the governing statute; and
 13 (3) the foreign limited liability company complies with its
 14 governing statute in effecting the domestication.
 15 (c) A plan of domestication must be in a record and must
 16 include:
 17 (1) the name of the domesticating company before
 18 domestication and the jurisdiction of its governing statute;
 19 (2) the name of the domesticated company after domestication
 20 and the jurisdiction of its governing statute;
 21 (3) the terms and conditions of the domestication, including
 22 the manner and basis for converting interests in the
 23 domesticating company into any combination of money,
 24 interests in the domesticated company, and other
 25 consideration; and
 26 (4) the organizational documents of the domesticated
 27 company that are, or are proposed to be, in a record.
 28 Sec. 11. (a) A plan of domestication must be consented to:
 29 (1) by all the members, subject to section 14 of this chapter, if
 30 the domesticating company is a limited liability company; and
 31 (2) as provided in the domesticating company's governing
 32 statute, if the company is a foreign limited liability company.
 33 (b) Subject to any contractual rights, after a domestication is
 34 approved, and at any time before articles of domestication are
 35 delivered to the secretary of state for filing under section 12 of this
 36 chapter, a domesticating limited liability company may amend the
 37 plan or abandon the domestication:
 38 (1) as provided in the plan; or
 39 (2) except as otherwise prohibited in the plan, by the same
 40 consent as was required to approve the plan.
 41 Sec. 12. (a) After a plan of domestication is approved, a
 42 domesticating company shall deliver to the secretary of state for

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1 **filing articles of domestication that must include:**

- 2 (1) a statement, as the case may be, that the company has been
 3 domesticated from or into another jurisdiction;
 4 (2) the name of the domesticating company and the
 5 jurisdiction of its governing statute;
 6 (3) the name of the domesticated company and the
 7 jurisdiction of its governing statute;
 8 (4) the date the domestication is effective under the governing
 9 statute of the domesticated company;
 10 (5) if the domesticating company was a limited liability
 11 company, a statement that the domestication was approved as
 12 required by this article;
 13 (6) if the domesticating company was a foreign limited
 14 liability company, a statement that the domestication was
 15 approved as required by the governing statute of the other
 16 jurisdiction; and
 17 (7) if the domesticated company was a foreign limited liability
 18 company not authorized to transact business in this state, the
 19 street and mailing addresses of an office that the secretary of
 20 state may use for purposes of section 13(b) of this chapter.

21 **(b) A domestication becomes effective:**

- 22 (1) when the certificate of organization takes effect, if the
 23 domesticated company is a limited liability company; and
 24 (2) according to the governing statute of the domesticated
 25 company, if the domesticated organization is a foreign limited
 26 liability company.

27 **Sec. 13. (a) When a domestication takes effect:**

- 28 (1) the domesticated company is for all purposes the company
 29 that existed before the domestication;
 30 (2) all property owned by the domesticating company remains
 31 vested in the domesticated company;
 32 (3) all debts, obligations, or other liabilities of the
 33 domesticating company continue as debts, obligations, or
 34 other liabilities of the domesticated company;
 35 (4) an action or proceeding pending by or against a
 36 domesticating company may be continued as if the
 37 domestication had not occurred;
 38 (5) except as prohibited by other law, all of the rights,
 39 privileges, immunities, powers, and purposes of the
 40 domesticating company remain vested in the domesticated
 41 company;
 42 (6) except as otherwise provided in the plan of domestication,

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1 the terms and conditions of the plan of domestication take
2 effect; and

3 (7) except as otherwise agreed, the domestication does not
4 dissolve a domesticating limited liability company for the
5 purposes of IC 23-18.1-8.

6 (b) A domesticated company that is a foreign limited liability
7 company consents to the jurisdiction of the courts of this state to
8 enforce any debt, obligation, or other liability owed by the
9 domesticating company, if, before the domestication, the
10 domesticating company was subject to suit in this state on the debt,
11 obligation, or other liability. A domesticated company that is a
12 foreign limited liability company and not authorized to transact
13 business in this state appoints the secretary of state as its agent for
14 service of process for purposes of enforcing a debt, obligation, or
15 other liability under this subsection. Service on the secretary of
16 state under this subsection must be made in the same manner and
17 has the same consequences as in IC 23-18.1-2-15(c) and
18 IC 23-18.1-2-15(d).

19 (c) If a limited liability company has adopted and approved a
20 plan of domestication under section 10 of this chapter providing
21 for the company to be domesticated in a foreign jurisdiction, a
22 statement surrendering the company's certificate of organization
23 must be delivered to the secretary of state for filing setting forth:

- 24 (1) the name of the company;
25 (2) a statement that the certificate of organization is being
26 surrendered in connection with the domestication of the
27 company in a foreign jurisdiction;
28 (3) a statement the domestication was approved as required
29 by this article; and
30 (4) the jurisdiction of formation of the domesticated foreign
31 limited liability company.

32 Sec. 14. (a) If a member of a constituent, converting, or
33 domesticating limited liability company will have personal liability
34 with respect to a surviving, converted, or domesticated
35 organization, approval or amendment of a plan of merger,
36 conversion, or domestication is ineffective without the consent of
37 the member, unless:

- 38 (1) the company's operating agreement provides for approval
39 of a merger, conversion, or domestication with the consent of
40 fewer than all the members; and
41 (2) the member has consented to the provision of the
42 operating agreement.

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1 (b) A member does not give the consent required by subsection
 2 (a) merely by consenting to a provision of the operating agreement
 3 that permits the operating agreement to be amended with the
 4 consent of fewer than all the members.

5 Sec. 15. This article does not preclude an entity from being
 6 merged, converted, or domesticated under law other than this
 7 article.

8 Chapter 12. Filing Requirements, Fees, and Other
 9 Administrative Provisions

10 Sec. 1. (a) A record required or permitted under this article may
 11 be filed with the secretary of state if the record meets the
 12 requirements under this article, including the following
 13 requirements:

14 (1) The record must contain the information required by this
 15 article. However, it may also contain additional information.

16 (2) The record must be typewritten or printed.

17 (3) The record must be legible.

18 (4) The record must be in the English language. A limited
 19 liability company's name need not be in English if written in
 20 English letters or Arabic or Roman numerals, and the
 21 certificate of existence required of foreign limited liability
 22 companies need not be in English if accompanied by a
 23 reasonably authenticated English translation.

24 (5) The record must be executed:

25 (A) by a member or an agent designated by the limited
 26 liability company if the articles of organization do not
 27 provide for a manager or managers;

28 (B) by a manager or an agent designated by the limited
 29 liability company if the articles of organization provide for
 30 a manager or managers; or

31 (C) if the limited liability company is in the hands of a
 32 receiver, trustee, or other court appointed fiduciary, by
 33 that fiduciary.

34 (6) The person executing the record must sign the record and
 35 state beneath or opposite the signature the person's name and
 36 the capacity in which the person signs. A signature on a
 37 record authorized to be filed under this article may be a
 38 facsimile. A signature on a record under this subdivision that
 39 is transmitted and filed electronically is sufficient if the
 40 person transmitting and filing the record:

41 (A) has the intent to file the record as evidenced by a
 42 symbol executed or adopted by a party with present

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- 1 intention to authenticate the filing; and
 2 **(B)** enters the filing party's name on the electronic form in
 3 a signature box or other place indicated by the secretary of
 4 state.
- 5 **(7)** If the secretary of state has prescribed a mandatory form
 6 for the record under section 2 of this chapter, the record must
 7 be in or on the prescribed form.
- 8 **(8)** The record must be delivered to the secretary of state for
 9 filing and must be accompanied by the correct filing fee. The
 10 filing fee must be paid in the manner and form required by
 11 the secretary of state.
- 12 **(b)** The secretary of state may accept payment of the correct
 13 filing fee by credit card, debit card, charge card, or similar
 14 method. However, if the filing fee is paid by credit card, debit card,
 15 charge card, or similar method, the liability is not finally
 16 discharged until the secretary of state receives payment or credit
 17 from the institution responsible for making the payment or credit.
 18 The secretary of state may contract with a bank or credit card
 19 vendor for acceptance of bank or credit cards. However, if there is
 20 a vendor transaction charge or discount fee, whether billed to the
 21 secretary of state or charged directly to the secretary of state's
 22 account, the secretary of state or the credit card vendor may
 23 collect from the person using the bank or credit card a fee that may
 24 not exceed the highest transaction charge or discount fee charged
 25 to the secretary of state by the bank or credit card vendor during
 26 the most recent collection period. This fee may be collected
 27 regardless of any agreement between the bank and a credit card
 28 vendor or regardless of any internal policy of the credit card
 29 vendor that may prohibit this type of fee. The fee is a permitted
 30 additional charge under IC 24-4.5-3-202.
- 31 **Sec. 2. (a)** For purposes of this article, a record is delivered for
 32 filing if the record is transferred to the secretary of state by hand,
 33 mail, telecopy, facsimile, or other form of electronic transmission
 34 meeting the requirements established by the secretary of state.
- 35 **(b)** If a record is delivered for filing by hand or mail, the record
 36 must be accompanied by:
- 37 **(1)** two **(2)** exact or conformed copies of a record filed under
 38 IC 23-18.1-2-14; or
- 39 **(2)** one **(1)** exact or conformed copy of any other record filed
 40 under this article.
- 41 **(c)** The office of the secretary of state shall create any copies of
 42 a record delivered by telecopy, facsimile, or other form of

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1 electronic transmission that are required for distribution under
2 this article.

3 Sec. 3. (a) The secretary of state may prescribe and furnish on
4 request forms for the following:

5 (1) Biennial report forms for domestic and foreign limited
6 liability companies.

7 (2) A foreign limited liability company's application for a
8 certificate of authority to transact business in Indiana.

9 (3) A foreign limited liability company's application for a
10 certificate of withdrawal.

11 If the secretary of state requires and the form so states, use of these
12 forms is mandatory.

13 (b) The secretary of state may prescribe and furnish on request
14 forms for other records required or permitted to be filed by this
15 article, but their use is not mandatory.

16 Sec. 4. (a) The secretary of state shall collect the following fees
17 when the records specified in this section are delivered for filing:

18 Record	19 Electronic 20 Filing Fee	21 Filing Fee (Other than 22 electronic 23 filing)
24 (1) Certificate of organization	\$75	\$90
25 (2) Application for use of 26 indistinguishable name	\$10	\$20
27 (3) Application for reservation 28 of name	\$10	\$20
29 (4) Application for renewal of 30 reservation	\$10	\$20
31 (5) Notice of transfer or cancellation 32 of reservation	\$10	\$20
33 (6) Application of registered 34 name	\$20	\$30
35 (7) Application for renewal 36 of registered name	\$20	\$30
37 (8) Statement of agent's change 38 of business address	No Fee	No Fee
39 (9) Statement of resignation 40 of agent	No Fee	No Fee
41 (10) Statement of change of 42 agent	No Fee	No Fee
(11) Amendment of certificate of organization	\$20	\$30

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1	(12) Restatement of certificate of		
2	organization	\$20	\$30
3	(13) Statement of dissolution	\$20	\$30
4	(14) Application for certificate of		
5	authority	\$75	\$90
6	(15) Application for amended		
7	certificate of authority	\$20	\$30
8	(16) Application for certificate of		
9	withdrawal	\$20	\$30
10	(17) Application for reinstatement		
11	following administrative		
12	dissolution	\$20	\$30
13	(18) Statement of correction	\$20	\$30
14	(19) Application for certificate of		
15	existence or authorization	\$15	\$15
16	(20) Biennial report	\$20	\$30
17	(21) Articles of merger		
18	involving a limited liability		
19	company	\$75	\$90
20	(22) Any other record		
21	required or permitted to be		
22	filed under this article	\$20	\$30
23	(23) Registration of intent		
24	to sell sexually explicit materials,		
25	products, or services		\$250
26	The secretary of state shall prescribe the electronic means of filing		
27	records to which the electronic filing fees set forth in this section		
28	apply.		
29	(b) The fee set forth in subsection (a)(20) for filing a biennial		
30	report is:		
31	(1) for an electronic filing, ten dollars (\$10) per year; or		
32	(2) for a filing other than an electronic filing, fifteen dollars		
33	(\$15) per year;		
34	to be paid biennially.		
35	(c) The secretary of state shall collect a fee of ten dollars (\$10)		
36	each time process is served on the secretary of state under this		
37	article. If the party to a proceeding causing service of process		
38	prevails in the proceeding, that party is entitled to recover this fee		
39	as costs from the nonprevailing party.		
40	(d) The secretary of state shall collect the following fees for		
41	copying and certifying the copy of any filed records relating to a		
42	domestic or foreign limited liability company:		

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

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

Sec. 5. (a) If a record delivered to the office of the secretary of state for filing satisfies the requirements of section 1 of this chapter, the secretary of state must file the record.

(b) The secretary of state files a record by stamping or otherwise endorsing "Filed" together with the secretary of state's name and official title and the date and time of receipt on both the original and the record copy and on the receipt for the filing fee. After filing a record, except as provided under IC 23-18.1-2-14, the secretary of state shall deliver the record copy, with the filing fee receipt attached, or acknowledgment of receipt if no fee is required, to the domestic or foreign limited liability company or its representative.

(c) If the secretary of state refuses to file a record, the secretary of state shall return the record to the domestic or foreign limited liability company or its representative not more than ten (10) days after the record was delivered, together with a brief, written explanation of the reason for the refusal.

(d) The secretary of state's duty to file records under this section is ministerial. The secretary of state's filing or refusing to file a record does not:

- (1) affect the validity or invalidity of the record in whole or in part;
- (2) relate to the correctness or incorrectness of the information contained in the record; or
- (3) create a presumption that the record is valid or invalid or that information contained in the record is correct or incorrect.

Sec. 6. (a) If the secretary of state refuses to file a record delivered to the secretary of state for filing, the domestic or foreign limited liability company may appeal the refusal to the appropriate court. The appeal is commenced by petitioning the court to compel the filing of the record and by attaching to the petition the record and the secretary of state's explanation of the refusal to file.

(b) The court may order the secretary of state to file the record or take other action the court considers appropriate.

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

Sec. 7. A certification stamp affixed on or a certification certificate attached to a copy of a record under this chapter, bearing the secretary of state's signature, which may be in

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1 facsimile, and the seal of this state is conclusive evidence that the
2 original record is on file with the secretary of state.

3 **Sec. 8. A person commits a Class A misdemeanor if the person**
4 **signs a record that the person knows is false in a material respect**
5 **with the intent that the record be delivered to the secretary of state**
6 **for filing.**

7 **Chapter 13. Miscellaneous Provisions**

8 **Sec. 1. In applying and construing this uniform act,**
9 **consideration must be given to the need to promote uniformity of**
10 **the law with respect to its subject matter among states that enact**
11 **it.**

12 **Sec. 2. This article modifies, limits, and supersedes the federal**
13 **Electronic Signatures in Global and National Commerce Act, 15**
14 **U.S.C. 7001 et seq., but does not modify, limit, or supersede Section**
15 **101(c) of that act, 15 U.S.C. 7001(c), or authorize electronic**
16 **delivery of any of the notices described in Section 103(b) of that**
17 **act, 15 U.S.C. 7003(b).**

18 **Sec. 3. This article does not affect an action commenced,**
19 **proceeding brought, or right accrued before July 1, 2010.**

20 **Sec. 4. (a) Before July 1, 2011, this article governs only:**

21 **(1) a limited liability company formed on or after July 1,**
22 **2010; and**

23 **(2) except as otherwise provided in subsection (c), a limited**
24 **liability company formed before July 1, 2010, that elects, in**
25 **the manner provided in its operating agreement or by law for**
26 **amending the operating agreement, to be subject to this**
27 **article.**

28 **(b) Except as otherwise provided in subsection (c), on and after**
29 **July 1, 2011, this article governs all limited liability companies.**

30 **(c) Under this article, the following apply to a limited liability**
31 **company formed before July 1, 2010:**

32 **(1) The company's articles of organization are considered to**
33 **be the company's certificate of organization.**

34 **(2) Subject to IC 23-18.1-2-11(d), for the purpose of**
35 **construing IC 23-18.1-1-12, language in the company's**
36 **articles of organization designating the company's**
37 **management structure operates as if that language were in**
38 **the operating agreement.**

39 **SECTION 6. IC 28-11-5-10, AS ADDED BY P.L.90-2008,**
40 **SECTION 76, IS AMENDED TO READ AS FOLLOWS [EFFECTIVE**
41 **JULY 1, 2010]: Sec. 10. (a) Subject to subsection (g), a financial**
42 **institution subject to this chapter may:**

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1 (1) be organized as a limited liability company;
 2 (2) convert to a limited liability company; or
 3 (3) merge with or into a limited liability company;
 4 under the laws of Indiana or the United States, including any rules or
 5 regulations adopted or promulgated under the laws of Indiana or the
 6 United States.

7 (b) A bank organized as a limited liability company is subject to:

- 8 (1) **IC 23-18.1 or IC 23-18 (before its repeal)**; and
 9 (2) this title.

10 If a provision of **IC 23-18.1 or IC 23-18 (before its repeal)** conflicts
 11 with a provision of this title or with any rule of the department, the
 12 provision of this title or the rule the department controls.

13 (c) Any filing required to be made under **IC 23-18.1 or IC 23-18**
 14 **(before its repeal)** shall be made in the same manner as for a bank that
 15 is organizing or is organized in stock form.

16 (d) The department may prescribe any requirements for:

- 17 (1) the articles of organization; and
 18 (2) the operating agreement;

19 of a financial institution that is organized and operates as a limited
 20 liability company.

21 (e) The department has the exclusive authority under this title to
 22 regulate a financial institution organized as a limited liability company.
 23 A financial institution that is a limited liability company is subject to
 24 the department's authority in the same manner as a bank that is
 25 organized in stock form.

26 (f) A financial institution that is a limited liability company is
 27 subject to the provisions of this title that apply to banks, except for the
 28 provisions concerning corporate governance (IC 28-13), in the same
 29 manner as a financial institution that is organized in stock form, subject
 30 to the following:

- 31 (1) In the case of a manager managed limited liability company,
 32 "director" means a manager of the limited liability company.
 33 (2) In the case of a member managed limited liability company,
 34 "director" means a member of the limited liability company.

35 (g) A financial institution may not:

- 36 (1) organize as;
 37 (2) convert to; or
 38 (3) merge with or into;

39 a limited liability company without the prior approval of the
 40 department under this title.

41 SECTION 7. IC 34-30-2-92 IS AMENDED TO READ AS
 42 FOLLOWS [EFFECTIVE JULY 1, 2010]: Sec. 92. IC 23-16-3-3 and

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1 IC 23-16-3-8 (**before their repeal**) (Concerning persons filing or
2 failing to file amended certificates of limited partnership reporting the
3 occurrence of certain events).
4 SECTION 8. IC 34-30-2-93 IS AMENDED TO READ AS
5 FOLLOWS [EFFECTIVE JULY 1, 2010]: Sec. 93. IC 23-16-4-3
6 (**before its repeal**) or **IC 23-16.1-4-3, as applicable** (Concerning
7 limited partners for certain obligations of a limited partnership).
8 SECTION 9. IC 34-30-2-94 IS AMENDED TO READ AS
9 FOLLOWS [EFFECTIVE JULY 1, 2010]: Sec. 94. IC 23-16-8-4
10 (**before its repeal**) (Concerning assignees of a limited partnership
11 interest for certain obligations of a limited partnership).
12 SECTION 10. IC 34-30-2-95 IS AMENDED TO READ AS
13 FOLLOWS [EFFECTIVE JULY 1, 2010]: Sec. 95. IC 23-16-12-2(h)(2)
14 (**before its repeal**) (Concerning limited partner for failure to file
15 certificate of limited partnership).
16 SECTION 11. THE FOLLOWING ARE REPEALED [EFFECTIVE
17 JULY 1, 2011]: IC 23-16; IC 23-18.

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