

IC 23-1-18

Chapter 18. Filing Documents

IC 23-1-18-1

Requirements for documents; filing fee

Sec. 1. (a) A document must satisfy the requirements of this section, and of any other section that adds to or varies these requirements, to be entitled to filing by the secretary of state.

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

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

(d) The document must be legible, typewritten or printed or, if electronically transmitted, in a format that can be retrieved in a reproduced or typewritten form, and otherwise suitable for processing.

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

(f) The document must be signed:

(1) by the chairman of the board of directors of the domestic or foreign corporation or by any of its officers;

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

(3) if the corporation is in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary; or

(4) for purpose of annual or biennial reports, by:

(A) a registered agent;

(B) a certified public accountant; or

(C) an attorney;

employed by the business entity.

(g) Except as provided in subsection (m), the person signing the document shall sign it and state beneath or opposite the signature the person's name and the capacity in which the document is signed. A signature on a document authorized to be filed under this article may be:

(1) a facsimile; or

(2) made by an attorney in fact.

(h) A power of attorney relating to the signing of a document authorized to be filed under this article by an attorney in fact may but is not required to be:

(1) sworn to, verified, or acknowledged;

(2) signed in the presence of a notary public;

(3) filed with the secretary of state; or

(4) included in another written agreement.

However, the power of attorney must be retained in the records of the corporation.

(i) A document authorized to be filed under this article may but is

not required to contain:

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

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

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

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

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

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

(n) As used in this subsection, "filed document" means a document filed with the secretary of state under any provision of this title except for IC 23-1-49 or IC 23-1-53-3. As used in this subsection, "plan" means a plan of domestication, nonprofit conversion, entity conversion, merger, or share exchange. Whenever a provision under this article permits any of the terms of a plan or a filed document to be dependent on facts objectively ascertainable outside the plan or filed document, the following apply:

- (1) The manner in which the facts will operate upon the terms of the plan or filed document:
 - (A) shall be set forth in the plan or filed document; and
 - (B) shall state the manner in which the facts shall become operative.

- (2) The facts may include, but are not limited to:
- (A) any of the following that is available in a nationally recognized news or information medium either in print or electronically:
 - (i) Statistical or market indices.
 - (ii) Market prices of any security or group of securities.
 - (iii) Interest rates.
 - (iv) Currency exchange rates.
 - (v) Similar economic or financial data;
 - (B) a determination or action by any person or body, including the corporation or any other party to a plan or filed document; or
 - (C) the terms of, or actions taken under, an agreement to which the corporation is a party, or any other agreement or document.
- (3) The following provisions of a plan or filed document may not be made dependent on facts outside the plan or filed document:
- (A) The name and address of any person required in a filed document.
 - (B) The registered office of any entity required in a filed document.
 - (C) The registered agent of any entity required in a filed document.
 - (D) The number of authorized shares and designation of each class or series of shares.
 - (E) The effective date of a filed document.
 - (F) Any required statement in a filed document of the date on which the underlying transaction was approved or the manner in which that approval was given.
- (4) If a provision of a plan or filed document is made dependent on a fact ascertainable outside the plan or filed document, and that fact is not ascertainable by reference to a source described in subdivision (2)(A) or a document that is a matter of public record, or the affected shareholders have not received notice of the fact from the corporation, the corporation shall file with the secretary of state articles of amendment setting forth the fact promptly after the time the fact referred to is first ascertainable or changes. Articles of amendment under this subdivision:
- (A) are considered to be authorized by the authorization of the original plan or filed document or plan to which the articles of amendment relate; and
 - (B) may be filed by the corporation without further action by the board of directors or the shareholders.

As added by P.L.149-1986, SEC.2. Amended by P.L.228-1995, SEC.1; P.L.11-1996, SEC.8; P.L.277-2001, SEC.1; P.L.178-2005, SEC.1; P.L.130-2006, SEC.2; P.L.133-2009, SEC.2.

IC 23-1-18-1.1

Copies of documents delivered for filing

Sec. 1.1. (a) For purposes of this article, except for a biennial report filed under IC 23-1-53-4, a document is delivered for filing if the document is transferred to the secretary of state by hand, mail, telecopy, facsimile, or other form of electronic transmission meeting the requirements established by the secretary of state.

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

(1) two (2) exact or conformed copies of a document filed under IC 23-1-24-3 or IC 23-1-49-9; or

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

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

As added by P.L.228-1995, SEC.2.

IC 23-1-18-2

Forms

Sec. 2. (a) The secretary of state may prescribe and furnish on request forms for:

(1) a foreign corporation's application for a certificate of authority to transact business in this state;

(2) a foreign corporation's application for a certificate of withdrawal; and

(3) the biennial reports.

If the secretary of state requires and the form so states, use of these forms is mandatory.

(b) The secretary of state may prescribe and furnish on request forms for other documents required or permitted to be filed by this article but their use is not mandatory.

As added by P.L.149-1986, SEC.2. Amended by P.L.228-1995, SEC.3; P.L.11-1996, SEC.9.

IC 23-1-18-3

Fees

Sec. 3. (a) The secretary of state shall collect the following fees when the documents described in this subsection are delivered to the secretary of state for filing:

Document	Electronic Filing Fee	Fee (Other than electronic filing)
(1) Articles of incorporation	\$75	\$90
(2) Application for use of indistinguishable name	\$10	\$20
(3) Application for reserved name	\$10	\$20
(4) Application for renewal of reservation	\$10	\$20
(5) Notice of transfer of		

	reserved name	\$10	\$20
(6)	Application for registered name	\$20	\$30
(7)	Application for renewal of registered name	\$20	\$30
(8)	Corporation's statement of change of registered agent or registered office or both	No Fee	No Fee
(9)	Agent's statement of change of registered office for each affected corporation	No Fee	No Fee
(10)	Agent's statement of resignation	No Fee	No Fee
(11)	Amendment of articles of incorporation	\$20	\$30
(12)	Restatement of articles of incorporation	\$20	\$30
	With amendment of articles	\$20	\$30
(13)	Articles of merger or share exchange	\$75	\$90
(14)	Articles of dissolution	\$20	\$30
(15)	Articles of revocation of dissolution	\$20	\$30
(16)	Certificate of administrative dissolution	No Fee	No Fee
(17)	Application for reinstatement following administrative dissolution	\$20	\$30
(18)	Certificate of reinstatement	No Fee	No Fee
(19)	Certificate of judicial dissolution	No Fee	No Fee
(20)	Application for certificate of authority	\$75	\$90
(21)	Application for amended certificate of authority	\$20	\$30
(22)	Application for certificate of withdrawal	\$20	\$30
(23)	Certificate of revocation of authority to transact business	No Fee	No Fee
(24)	Biennial report	\$20	\$30
(25)	Articles of correction	\$20	\$30
(26)	Application for certificate of existence or authorization	\$15	\$15
(27)	Any other document required or permitted to be filed by this article, including an application for any other certificates or certification certificate (except for any such other		

certificates that the secretary of state may determine to issue without additional fee in connection with particular filings) and a request for other facts of record under section 9(b)(6) of this chapter

\$20

\$30

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

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

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

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

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

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

(1) Per page for copying \$ 1

(2) For a certification stamp \$15

As added by P.L.149-1986, SEC.2. Amended by P.L.145-1988, SEC.1; P.L.228-1995, SEC.4; P.L.11-1996, SEC.10; P.L.277-2001, SEC.2; P.L.60-2007, SEC.1; P.L.106-2008, SEC.49.

IC 23-1-18-4

Effective date of document

Sec. 4. (a) Except as provided in subsection (b) and section 5(c) of this chapter, a document accepted for filing is effective:

(1) at the time of filing on the date it is filed, as evidenced by means the secretary of state uses for endorsing the date and time of filing on the original document; or

(2) at such later time on the date it is filed as is specified in the document as its effective time on the date it is filed.

(b) A document may specify a delayed effective time and date, and if it does so the document becomes effective at the time and date specified. If a delayed effective date but no time is specified, the document is effective at 12:01 a.m. on that date. A delayed effective date for a document may not be later than the ninetieth day after the date it is filed.

As added by P.L.149-1986, SEC.2. Amended by P.L.133-2009, SEC.3.

IC 23-1-18-5

Correction of document

Sec. 5. (a) A domestic or foreign corporation may correct a document filed by the secretary of state if:

- (1) the document contains an incorrect statement or an inaccuracy;
- (2) the document was defectively signed, attested, sealed, verified, or acknowledged; or
- (3) the electronic transmission of the document was defective.

(b) A document is corrected:

(1) by preparing articles of correction that:

- (A) describe the document (including its filing date) or attach a copy of it to the articles;
- (B) specify the incorrect statement or inaccuracy and the reason it is incorrect or the manner in which the execution was defective; and
- (C) correct the incorrect statement, inaccuracy, or defective execution; and

(2) by delivering the articles to the secretary of state for filing.

(c) Articles of correction are effective on the effective date of the document they correct except as to persons reasonably relying on the uncorrected document and adversely affected by the correction. As to those persons, articles of correction are effective when filed or when the reliance ceased to be reasonable, whichever first occurs.

As added by P.L.149-1986, SEC.2. Amended by P.L.133-2009, SEC.4.

IC 23-1-18-6

Filing of document by secretary of state; refusal to file

Sec. 6. (a) If a document delivered to the office of the secretary of state for filing satisfies the requirements of section 1 of this chapter, the secretary of state shall file it.

(b) The secretary of state files a document 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 document copy and on the receipt for the filing fee. After filing a document, except as provided in IC 23-1-24-3 and IC 23-1-49-9, the secretary of state shall deliver the document copy, with the filing fee receipt (or acknowledgement of receipt if no fee is required) attached, to the domestic or foreign corporation or its representative.

(c) If the secretary of state refuses to file a document, the secretary of state shall return it to the domestic or foreign corporation or its representative within ten (10) days after the document was delivered, together with a brief, written explanation of the reason for the refusal.

(d) The secretary of state's duty to file documents under this section is ministerial. The secretary of state's filing or refusing to file a document does not:

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

- (2) relate to the correctness or incorrectness of information contained in the document; or
- (3) create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.

As added by P.L.149-1986, SEC.2.

IC 23-1-18-7

Refusal to file document; appeal by corporation

Sec. 7. (a) If the secretary of state refuses to file a document delivered to the secretary of state's office for filing, the domestic or foreign corporation may appeal the refusal to the circuit or superior court of the county where the corporation's principal office (or, if none in Indiana, its registered office) is or will be located not later than sixty (60) days after the receipt of the document from the secretary of state. The appeal is commenced by petitioning the court to compel filing the document and by attaching to the petition the document and the secretary of state's explanation of the refusal to file.

(b) The court may order the secretary of state to file the document or take other action the court considers appropriate.

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

As added by P.L.149-1986, SEC.2. Amended by P.L.133-2009, SEC.5.

IC 23-1-18-8

Certification; evidence of filing

Sec. 8. A certification stamp affixed on or a certification certificate attached to a copy of a document under this chapter, bearing the secretary of state's signature (which may be in facsimile) and the seal of this state, is conclusive evidence that the original document is on file with the secretary of state.

As added by P.L.149-1986, SEC.2. Amended by P.L.145-1988, SEC.2.

IC 23-1-18-9

Certificate of existence or authorization

Sec. 9. (a) Any person may request the secretary of state to furnish a certificate of existence for a domestic corporation or a certificate of authorization for a foreign corporation.

(b) A certificate of existence or authorization sets forth:

(1) the domestic corporation's corporate name or the foreign corporation's corporate name used in Indiana;

(2) if a domestic corporation:

(A) that the domestic corporation is duly incorporated under the law of this state;

(B) the date of its incorporation; and

(C) the period of its duration if less than perpetual;

(3) if a foreign corporation, that the foreign corporation is

- authorized to transact business in Indiana;
- (4) that all fees, taxes, and penalties owed to this state have been paid, if:
- (A) payment is reflected in the records of the secretary of state; and
 - (B) nonpayment affects the existence or authorization of the domestic or foreign corporation;
- (5) if a domestic corporation or a foreign corporation, that its most recent biennial report required by IC 23-1-53-3 has been filed with the secretary of state;
- (6) that articles of dissolution have not been filed; and
- (7) other facts of record in the office of the secretary of state that may be requested by the applicant.

(c) Subject to any qualification stated in the certificate, a certificate of existence or authorization issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign corporation is in existence or is authorized to transact business in Indiana.

As added by P.L.149-1986, SEC.2. Amended by P.L.228-1995, SEC.5; P.L.11-1996, SEC.11.

IC 23-1-18-10

Intentionally signing false document

Sec. 10. A person commits a Class A misdemeanor if the person signs a document the person knows is false in any material respect with intent that the document be delivered to the secretary of state for filing.

As added by P.L.149-1986, SEC.2.