

IC 23-18-12

Chapter 12. Filing Requirements, Fees, and Other Administrative Provisions

IC 23-18-12-1

Requirements for documents; filing fee

Sec. 1. (a) A document required or permitted under this article may be filed with the secretary of state if the document meets the requirements under this article, including the following requirements:

(1) The document must contain the information required by this article, however, it may also contain additional information.

(2) The document must be typewritten or printed.

(3) The document must be legible.

(4) The document must be in the English language. A limited liability company's name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign limited liability companies need not be in English if accompanied by a reasonably authenticated English translation.

(5) The document must be executed:

(A) by a member or an agent designated by the limited liability company if the articles of organization do not provide for a manager or managers;

(B) by a manager or an agent designated by the limited liability company if the articles of organization do provide for a manager or managers; or

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

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

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

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

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

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

(b) The secretary of state may accept payment of the correct filing

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

As added by P.L.8-1993, SEC.301. Amended by P.L.121-1994, SEC.5; P.L.228-1995, SEC.28; P.L.11-1996, SEC.29; P.L.277-2001, SEC.24.

IC 23-18-12-1.1

Copies of documents delivered for filing

Sec. 1.1. (a) For purposes of this article, 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 23-18-2-12 or IC 23-18-11-10; 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.29.

IC 23-18-12-2

Forms

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

- (1) Biennial report forms for domestic and foreign limited liability companies.
- (2) A foreign limited liability company's application for a certificate of authority to transact business in Indiana.
- (3) A foreign limited liability company's application for a certificate of withdrawal.

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.8-1993, SEC.301. Amended by P.L.11-1996, SEC.30.

IC 23-18-12-3

Fees

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

Document	Electronic Filing Fee	Filing Fee (Other than electronic filing)
(1) Articles of organization	\$75	\$90
(2) Application for use of indistinguishable name	\$10	\$20
(3) Application for reservation of name	\$10	\$20
(4) Application for renewal of reservation	\$10	\$20
(5) Notice of transfer or cancellation of reservation	\$10	\$20
(6) Application of registered name	\$20	\$30
(7) Application for renewal of registered name	\$20	\$30
(8) Certificate of change of registered agent's business address	No Fee	No Fee
(9) Certificate of resignation of agent		No Fee
(10) Articles of amendment	\$20	\$30
(11) Restatement of articles of organization	\$20	\$30
(12) Articles of dissolution	\$20	\$30
(13) Application for certificate of authority	\$75	\$90
(14) Application for amended certificate of authority	\$20	\$30
(15) Application for certificate of withdrawal	\$20	\$30
(16) Application for reinstatement following administrative dissolution	\$20	\$30
(17) Articles of correction	\$20	\$30
(18) Certificate of change of registered agent	No Fee	No Fee
(19) Application for certificate of existence or authorization	\$15	\$15
(20) Biennial report	\$20	\$30

(21) Articles of merger involving a domestic limited liability company	\$75	\$90
(22) Any other document required or permitted to be filed under this article	\$20	\$30
(23) Registration of intent to sell sexually explicit materials, products, or services		\$250

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)(20) for filing a biennial report is:

- (1) for an electronic filing, ten dollars (\$10) per year; or
- (2) for a filing other than an electronic filing, fifteen dollars (\$15) per year;

to be paid biennially.

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

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

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

As added by P.L.8-1993, SEC.301. Amended by P.L.11-1996, SEC.31; P.L.277-2001, SEC.25; P.L.60-2007, SEC.6; P.L.92-2008, SEC.2; P.L.106-2008, SEC.53; P.L.1-2009, SEC.132.

IC 23-18-12-4

Effective date of document

Sec. 4. (a) Except as provided in subsection (b) and section 6(c) of this chapter, a document accepted for filing is effective:

- (1) at the time of filing on the date the document is filed, as evidenced by the secretary of state's date and time endorsement on the original document; or
- (2) at a time later than the date the document is filed as 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 the document is filed.

As added by P.L.8-1993, SEC.301.

IC 23-18-12-5

Corrected documents

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

- (1) contains an incorrect statement; or
- (2) was defectively executed.

(b) A document is corrected:

- (1) by preparing articles of correction that:
 - (A) describe the document, including the filing date, or attach a copy of it to the articles;
 - (B) specifies the incorrect statement and the reason it is incorrect or the manner in which the execution was defective; and
 - (C) corrects the incorrect statement or defective execution; and
- (2) by delivering the articles of correction to the secretary of state for filing.

(c) Articles of correction are effective on the effective date of the document being corrected 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 ceases to be reasonable, whichever occurs first.

As added by P.L.8-1993, SEC.301.

IC 23-18-12-6

Filing documents

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 must file the document.

(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 under IC 23-18-2-13 and IC 23-18-11-10, the secretary of state shall deliver the document copy, with the filing fee receipt attached, or acknowledgement 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 document, the secretary of state shall return the document to the domestic or foreign limited liability company or its representative not more than 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 in part;
- (2) relate to the correctness or incorrectness of the 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.8-1993, SEC.301.

IC 23-18-12-7

Refusal to file document; appeal

Sec. 7. (a) If the secretary of state refuses to file a document delivered to the secretary of state for filing, the domestic or foreign limited liability company may appeal the refusal to the circuit or superior court of the county where the limited liability company's principal office, or if there is none in Indiana its registered office, is or will be located. The appeal is commenced by petitioning the court to compel the filing of 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.8-1993, SEC.301.

IC 23-18-12-8

Certification as conclusive 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.8-1993, SEC.301.

IC 23-18-12-9

Certificate of existence or authorization

Sec. 9. (a) A person may request the secretary of state to furnish a certificate of existence for a domestic limited liability company or a certificate of authorization for a foreign limited liability company.

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

- (1) The domestic limited liability company's name or the foreign limited liability company's name used in Indiana.
- (2) If a domestic limited liability company:
 - (A) that the domestic limited liability company is organized under Indiana law;
 - (B) the date of its organization; and
 - (C) the latest date, if any, on which the limited liability company is to be dissolved.
- (3) If a foreign limited liability company, that the foreign limited liability company is authorized to transact business in Indiana.
- (4) That articles of dissolution have not been filed.

(5) 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 limited liability company is in existence or is authorized to transact business in Indiana.

As added by P.L.8-1993, SEC.301.

IC 23-18-12-10

False document; offense

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

As added by P.L.8-1993, SEC.301.

IC 23-18-12-11

Biennial report

Sec. 11. (a) A domestic limited liability company and a foreign limited liability company authorized to transact business in Indiana must file with the secretary of state a biennial report that sets forth the following:

- (1) The name of the limited liability company.
- (2) The address of its registered office and the name of its registered agent at the office in Indiana.
- (3) The address of its principal office.

(b) Information in the biennial report must be current as of the date the biennial report is executed on behalf of the limited liability company.

(c) The first biennial report must be delivered to the secretary of state in the second year following the calendar year in which a domestic limited liability company was organized 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.

As added by P.L.8-1993, SEC.301. Amended by P.L.121-1994, SEC.6; P.L.11-1996, SEC.32; P.L.2-1997, SEC.64.