IC 23-17-29

Chapter 29. Filing Documents; Fees

IC 23-17-29-1

Requirements for documents; filing fee

Sec. 1. (a) To be entitled to be filed by the secretary of state under this article, a document must meet the following conditions:

(1) Be filed in the office of the secretary of state.

(2) Contain the information required by this article.

(3) Be typewritten or printed.

(4) Be legible.

(5) Be in English. However, 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.

(6) Be executed:

(A) by the presiding officer of the board of directors of a domestic or foreign corporation, the corporation's president, or by another of the corporation's officers;

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

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

(7) Be signed by the person executing the document and state beneath or opposite the person's signature name 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.

(b) A document may contain the following:

(1) A corporate seal.

(2) An attestation by a secretary or an assistant secretary.

(3) An acknowledgement, a verification, or a proof.

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

(d) A document must be delivered to the office of the secretary of state for filing as described in section 1.1 of this chapter 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.

(e) 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.179-1991, SEC.1. Amended by P.L.228-1995, SEC.23; P.L.11-1996, SEC.25; P.L.277-2001, SEC.20.

IC 23-17-29-1.1
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 23-17-6-3 or IC 23-17-26-9; 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.24.

IC 23-17-29-2
Forms

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

(1) A foreign corporation's application for a certificate of authority to transact business in Indiana.

(2) A foreign corporation's application for a certificate of withdrawal.

(3) The annual report.

(b) If the secretary of state requires, use of the forms described in subsection (a) is mandatory.

(c) The secretary of state may prescribe and furnish on request

forms for other documents required or permitted to be filed by this article but the use of forms for other documents is not mandatory.
As added by P.L.179-1991, SEC.1.

IC 23-17-29-3
Collection of fees

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

	DOCUMENT	FEE
(1)	Articles of Incorporation	$30
(2)	Application for use of indistinguishable name	$20
(3)	Application for reserved name	$20
(4)	Notice of transfer of reserved name	$20
(5)	Application for renewal of reservation	$20
(6)	Application for registered name	$30
(7)	Application for renewal of registered name	$30
(8)	Corporation's statement of change of registered agent or registered office or both	no fee
(9)	Agent's statement of change of registered office for each affected corporation	no fee
(10)	Agent's statement of resignation	no fee
(11)	Amendment of articles of incorporation	$30
(12)	Restatement of articles of incorporation with amendments	$30
(13)	Articles of merger	$30
(14)	Articles of dissolution	$30
(15)	Articles of revocation of dissolution	$30
(16)	Certificate of administrative dissolution	no fee
(17)	Application for reinstatement following administrative dissolution	$30
(18)	Certificate of reinstatement	no fee
(19)	Certificate of judicial dissolution	no fee
(20)	Application for certificate of authority	$30
(21)	Application for amended certificate of authority	$30
(22)	Application for certificate of withdrawal	$30
(23)	Certificate of revocation of authority to transact business	no fee
(24)	Annual report filed in writing, including a facsimile	$10

(25)	Annual report filed by electronic medium	$ 5
(26)	Certificate of existence	$15
(27)	Any other document required or permitted to be filed by this article	$30

(b) The secretary of state shall collect a fee of ten dollars ($10) upon being served with process under this article. The party to a proceeding causing service of process may recover the fee paid the secretary of state as costs if the party prevails in the proceeding.

(c) 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) One dollar ($1) a page for copying.

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

As added by P.L.179-1991, SEC.1. Amended by P.L.277-2001, SEC.21.

IC 23-17-29-4

Documents; effective times and dates

Sec. 4. (a) Except as provided in subsection (b), a document 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 the time specified in the document as the document's effective time on the date the document is filed.

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

As added by P.L.179-1991, SEC.1.

IC 23-17-29-5

Correction of documents

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

(1) contains an incorrect statement; or

(2) was defectively executed, attested, sealed, verified, or acknowledged.

(b) A document is corrected:

(1) by preparing articles of correction that:

(A) describe the document, including the document's filing date, or attaching a copy of the document to the articles of correction;

(B) specify the incorrect statement and the reason the statement is incorrect or the manner in which the execution was defective; and

(C) correct the incorrect statement or defective execution;

and

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

(c) Articles of correction are effective on the effective date of the document they correct except as to persons 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.179-1991, SEC.1. Amended by P.L.96-1993, SEC.16.

IC 23-17-29-6

Filing of 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 shall file the document.

(b) The secretary of state shall file a document by stamping or otherwise endorsing the word "FILED" on the document, together with the secretary of state's name and official title and the date and the time of receipt, on both the original and copy of the document and on the receipt for the filing fee. After filing a document, except as provided under IC 23-17-6-3 and IC 23-17-26-9, 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 the corporation's representative.

(c) Upon refusing to file a document, the secretary of state shall return the document to the domestic or foreign corporation or the corporation's 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. Filing or refusal to file a document does not do any of the following:

(1) Affect the validity or invalidity of the document in whole or in part.

(2) Relate to the correctness or incorrectness of information contained in the document.

(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.179-1991, SEC.1. Amended by P.L.228-1995, SEC.25.

IC 23-17-29-7

Refusal to file documents

Sec. 7. (a) If the secretary of state refuses to file a document delivered for filing to the secretary of state, a domestic or foreign corporation may appeal the refusal to the circuit court or superior court in the county where the corporation's principal office, or, if there is none in Indiana, the corporation's registered office, is or will

be located. 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 summarily 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.179-1991, SEC.1.

IC 23-17-29-8

Certification stamp

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 Indiana, is conclusive evidence that the original document is on file with the secretary of state.

As added by P.L.179-1991, SEC.1.

IC 23-17-29-9

Certificates of existence

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

(b) The certificate of existence sets forth the following:

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

(2) That:

(A) the domestic corporation is duly incorporated under Indiana law, the date of the corporation's incorporation, and the period of the corporation's duration if less than perpetual; or

(B) the foreign corporation is authorized to transact business in Indiana.

(3) 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 of authorization of the domestic or foreign corporation.

(4) That the corporation's most recent annual report required under IC 23-17-27-8 has been delivered to the secretary of state.

(5) That articles of dissolution have not been filed.

(6) 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 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.179-1991, SEC.1.

IC 23-17-29-10

Signing false documents; misdemeanor

Sec. 10. (a) A person commits an offense by signing 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.

(b) An offense under this section is a Class A misdemeanor.

As added by P.L.179-1991, SEC.1.