

TITLE 75 SECRETARY OF STATE

Notice of First Public Comment Period

LSA Document #25-155

BUSINESS ENTITY FILINGS RULE

PURPOSE OF NOTICE

The Secretary of State – Business Services Division (division) is soliciting public comment on adding rules at [75 IAC 8](#) concerning fees collected for business services and the reasons for rejecting business entity filings filed with the division, as required by House Enrolled Act 1623-2023 (HEA 1623). The division seeks comment on the affected citations listed and any other provisions of Title 75 that may be affected by this rulemaking.

ADDITIONAL DOCUMENTS

Regulatory Analysis: [20250326-IR-075250155RAA](#)

Notice of Public Hearing: [20250326-IR-075250155PHA](#)

CITATIONS AFFECTED: [75 IAC 8](#)

AUTHORITY: [IC 4-5-10-2](#); [IC 23-0.5-1-5](#); [IC 23-0.5-7-5](#); [IC 24-2-1-11](#)

OVERVIEW

Basic Purpose and Background

Under the directives of HEA 1623, the division is promulgating rules that specify the enhanced access (EA) fees authorized by [IC 4-5-10-2](#) for business entity related services and the reasons the division may reject a business entity filing. This rulemaking establishes in rule the exact EA fees already being collected by the division for online business entity filings, as well as documenting the existing reasons the division may reject a business entity filing. These are not new fees nor new rejection reasons but are simply the promulgation in rule of already established existing fees and rejection reasons. The rulemaking also includes the existing procedures for restricting online filing access to illegitimate users, such as those that pay for entity filings with stolen credit cards. As no changes in fees or rejection reasons are being made, no impact is expected for customers. Business entity filings are open to the public, and at the end of 2023, there were 658,059 active businesses registered with the division.

For purposes of [IC 4-22-2-28.1](#), small businesses affected by this rulemaking may contact the Small Business Regulatory Coordinator:

Scott Willis
Business Services Director
Indiana Secretary of State
302 West Washington Street, Room E-018
Indianapolis, IN 46204
awillis@sos.in.gov
(317) 775-1769

For purposes of [IC 4-22-2-28.1](#), the Small Business Ombudsman designated by [IC 5-28-17-6](#) is:

David Watkins
Small Business Ombudsman
Indiana Economic Development Corporation
One North Capitol Avenue, Suite 700
Indianapolis, IN 46204
(317) 607-9176
DWatkins@iedc.in.gov

Resources available to regulated entities through the small business ombudsman include the ombudsman's duties stated in [IC 5-28-17-6](#), specifically [IC 5-28-17-6\(9\)](#), investigating and attempting to resolve any matter regarding compliance by a small business with a law, rule, or policy administered by a state agency, either as a party to a proceeding or as a mediator.

REQUEST FOR PUBLIC COMMENT

The division is soliciting public comment on the proposed rule. Comments may be submitted in one of the following ways:

- (1) By mail or common carrier to the following address:
LSA Document #25-155 Business Entity Filings Rule
Scott Willis, Director
Indiana Secretary of State
302 West Washington Street, Room E-018
Indianapolis, IN 46204
- (2) By email to legal@sos.in.gov. PLEASE NOTE: Email comments will not be considered part of the official written comment period unless they are sent to the address indicated in this notice.
- (3) Attend scheduled public hearing.

COMMENT PERIOD DEADLINE

All comments must be postmarked or time stamped not later than April 25, 2025.

The rule, Regulatory Analysis, appendices referenced in the Regulatory Analysis, and materials incorporated by reference (if applicable) are on file at the Indiana Secretary of State – Business Services Division, 302 West Washington Street, Room E-018, Indianapolis, Indiana and are available for public inspection. Copies of the rule, Regulatory Analysis, and appendices referenced in the Regulatory Analysis are available at the Secretary of State – Business Services Division office.

If the division does not receive substantive comments during the public comment period or public hearing, the rule may be adopted with text that is the same as or does not substantially differ from the text of the proposed rule published in this notice.

PROPOSED RULE

SECTION 1. [75 IAC 8](#) IS ADDED TO READ AS FOLLOWS:

ARTICLE 8. BUSINESS ENTITY FILING GOVERNANCE

| | |
|-------------------------|-------------|
| Rule 1. | Definitions |
| Rule 2. | Filings |
| Rule 3. | Fees |

Rule 1. Definitions

[75 IAC 8-1-1](#) Applicability

Authority: [IC 24-2-1-11](#)
Affected: [IC 23-0.5-1.5](#); [IC 24-2-1-2](#)

Sec. 1. The definitions in this rule and [IC 23-0.5-1.5](#) apply throughout this article, unless the context clearly indicates otherwise.

(Secretary of State; [75 IAC 8-1-1](#))

Rule 2. Filings

[75 IAC 8-2-1](#) Access to electronic filing

Authority: [IC 23-0.5-1-5](#); [IC 23-0.5-7-5](#)
Affected: [IC 23-0.5-2-1](#); [IC 23-0.5-7-4](#)

Sec. 1. (a) Entity filings submitted electronically must be submitted through the secretary of state's website. Applicants must log in to the secretary of state's website through the Indiana office of technology's Access Indiana platform.

(b) To protect the integrity of the electronic filing registry, the secretary of state may restrict a person or an account from submitting online filings if the secretary of state has identified any of the following:

- (1) The person or account has violated cybersecurity policies established by the Indiana office of technology.
- (2) The person or account has submitted invalid, false, or stolen payment information.
- (3) The person or account has submitted unauthorized or deficient filings that resulted in an administrative dissolution, revocation, or removal of an entity or a record under [IC 23-0.5-7-4](#).
- (4) The person or account has submitted filings that are materially false or fraudulent.

(c) A person restricted from filing online under subsection (b) may deliver filings to the secretary of state in person or by mail.

(Secretary of State; [75 IAC 8-2-1](#))

[75 IAC 8-2-2](#) Information required to determine proper licensure or qualification of professional corporation or shareholders

Authority: [IC 23-0.5-1-5](#); [IC 23-1.5-2-9.1](#)
Affected: [IC 23-1.5-2-3](#); [IC 23-1.5-2-9.1](#)

Sec. 2. (a) To enable the secretary of state to determine proper licensure or qualification of a professional corporation or its shareholders under [IC 23-1.5-2-9.1](#), a professional corporation shall provide to the secretary of state the following information for at least one (1) shareholder licensed to render professional services described in [IC 23-1.5-2-3](#) when filing articles of incorporation, a foreign registration statement, or a biennial report:

- (1) The name of the shareholder.
- (2) The license number of the shareholder.
- (3) The license type or profession of the shareholder.
- (4) The shareholder's address.

(b) The secretary of state may compare the information collected in subsection (a) to the records kept by a state agency issuing professional licenses, such as the Indiana professional licensing agency, or for an attorney professional corporation, the office of judicial administration, to determine if the shareholder holds an active license of the type that applies in Indiana.

(c) The information collected under subsection (a) may not be made part of the public filing history.

(Secretary of State; [75 IAC 8-2-2](#))

[75 IAC 8-2-3](#) Principal office address

Authority: [IC 23-0.5-1-5](#)
Affected: [IC 23-0.5-1.5-29](#)

Sec. 3. A filing that provides principal office address information must comply with [IC 23-0.5-1.5-29](#). Filings the secretary of state may refuse to file for noncompliant principal office address information include the following:

- (1) A filing that provides a principal office address that does not truly reflect the principal executive office address.
- (2) A filing that provides a principal office address that the entity is not authorized to use at the time of filing by the property owner or tenant.

(Secretary of State; [75 IAC 8-2-3](#))

[75 IAC 8-2-4](#) Registered agent

Authority: [IC 23-0.5-1-5](#)

Affected: [IC 23-0.5-4](#)

Sec. 4. A filing that provides registered agent information must comply with [IC 23-0.5-4](#). Filings the secretary of state may refuse to file for noncompliant registered agent information include the following:

- (1) A filing that provides multiple concurrent registered agents.**
- (2) A filing that provides an entity serves as its own registered agent.**

(Secretary of State; [75 IAC 8-2-4](#))

[75 IAC 8-2-5](#) Governing person

Authority: [IC 23-0.5-1-5](#)

Affected: [IC 23-0.5-1.5-15](#)

Sec. 5. A filing that provides governing person information must comply with [IC 23-0.5-1.5-15](#). Filings the secretary of state may refuse to file for noncompliant governing person information include the following:

- (1) A filing that does not provide the full name of each individual to be listed as a governing person.**
- (2) A filing that does not provide the title of each individual to be listed as a governing person.**
- (3) A filing that does not provide an address for each individual to be listed as a governing person.**

(Secretary of State; [75 IAC 8-2-5](#))

[75 IAC 8-2-6](#) Acceptance of foreign certificates of existence

Authority: [IC 23-0.5-1-5](#)

Affected: [IC 23-0.5-5-2](#); [IC 23-0.5-5-4](#); [IC 23-0.5-5-12](#)

Sec. 6. (a) A filing that provides a certificate of existence, or an equivalent document, may be refused by the secretary of state if the certificate or document is any of the following:

- (1) A document issued more than sixty (60) days before the filing is received by the secretary of state.**
- (2) A document marked as expired by the issuing authority.**
- (3) A document not issued by the official having custody of business records in the entity's jurisdiction of formation.**
- (4) A document that does not reflect the exact name of the filing entity.**

(b) A foreign entity must include a certificate of existence or similar document from its jurisdiction of formation when filing the following:

- (1) An amendment that updates the name of the entity.**
- (2) A foreign registration statement.**
- (3) A reinstatement under [IC 23-0.5-5-12](#).**

(Secretary of State; [75 IAC 8-2-6](#))

[75 IAC 8-2-7](#) Allowable filings for inactive entities

Authority: [IC 23-0.5-1-5](#)

Affected: [IC 23-0.5-2-6](#)

Sec. 7. The secretary of state may refuse a filing if an entity is not in an active status.

(Secretary of State; [75 IAC 8-2-7](#))

Rule 3. Fees

[75 IAC 8-3-1](#) Articles of incorporation

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-9-1](#); [IC 23-0.5-9-14](#)

Sec. 1. For the electronic filing of articles of incorporation, the secretary of state shall collect twenty dollars (\$20) for the enhanced access fund established by [IC 4-5-10-5](#). If the articles of incorporation form a nonprofit corporation, the secretary of state shall collect only ten dollars (\$10) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-1](#))

[75 IAC 8-3-2](#) Registration of limited liability partnership

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-9-7](#)

Sec. 2. For the electronic filing of registration of a domestic limited liability partnership, the secretary of state shall collect twenty dollars (\$20) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-2](#))

[75 IAC 8-3-3](#) Certificate of limited partnership

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-9-10](#)

Sec. 3. For the electronic filing of a certificate of limited partnership, the secretary of state shall collect twenty dollars (\$20) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-3](#))

[75 IAC 8-3-4](#) Articles of organization

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-9-19](#); [IC 23-0.5-9-24](#)

Sec. 4. For the electronic filing of articles of organization, the secretary of state shall collect twenty dollars (\$20) for the enhanced access fund established by [IC 4-5-10-5](#). If the articles of organization form a domestic master limited liability company, the secretary of state shall collect only fifteen dollars (\$15) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-4](#))

[75 IAC 8-3-5](#) Articles of designation

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-9-25](#)

Sec. 5. For the electronic filing of articles of designation, the secretary of state shall collect five dollars (\$5) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-5](#))

[75 IAC 8-3-6](#) Foreign registration statement

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-9-26](#)

Sec. 6. For the electronic filing of a foreign registration statement, the secretary of state shall collect thirty dollars (\$30) for the enhanced access fund established by [IC 4-5-10-5](#) except as follows:

(1) If the foreign registration statement registers a nonprofit corporation, the secretary of state shall collect only twenty dollars (\$20) for the enhanced access fund established by [IC 4-5-10-5](#).

(2) If the foreign registration statement registers a master limited liability company, the secretary of state shall collect only fifteen dollars (\$15) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-6](#))

[75 IAC 8-3-7](#) Commercial registered agent statement of change

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-9-30](#)

Sec. 7. For the electronic filing of a commercial registered agent statement of change, the secretary of state shall collect one dollar (\$1) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-7](#))

[75 IAC 8-3-8](#) Registered agent or office statement of change

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-9-32](#)

Sec. 8. For the electronic filing of a registered agent or office statement of change, the secretary of state shall collect one dollar (\$1) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-8](#))

[75 IAC 8-3-9](#) Registered agent statement of resignation

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-9-33](#)

Sec. 9. For the electronic filing of a registered agent statement of resignation, the secretary of state shall collect one dollar (\$1) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-9](#))

[75 IAC 8-3-10](#) Biennial report

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-9-34](#)

Sec. 10. For the electronic filing of a biennial report, the secretary of state shall collect eleven dollars (\$11) for the enhanced access fund established by [IC 4-5-10-5](#). If the biennial report is filed for a business trust, the secretary of state shall collect only one dollar (\$1) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-10](#))

[75 IAC 8-3-11](#) Cancellation of name reservation

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-9-39](#)

Sec. 11. For the electronic filing of a cancellation of name reservation, the secretary of state shall collect one dollar (\$1) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-11](#))

[75 IAC 8-3-12](#) Assumed name cancellation

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-9-41](#)

Sec. 12. For the electronic filing of an assumed name cancellation, the secretary of state shall collect one dollar (\$1) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-12](#))

[75 IAC 8-3-13](#) Application for reinstatement

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-9-42](#)

Sec. 13. For the electronic filing of an application for reinstatement, the secretary of state shall collect eleven dollars (\$11) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-13](#))

[75 IAC 8-3-14](#) Change of governing person

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-1.5-15](#)

Sec. 14. For the electronic filing of a change of governing person, the secretary of state shall collect one dollar (\$1) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-14](#))

[75 IAC 8-3-15](#) Change of principal office address

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-1.5-29](#)

Sec. 15. For the electronic filing of a change of principal office address, the secretary of state shall collect one dollar (\$1) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-15](#))

[75 IAC 8-3-16](#) Change of business contact email

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-2-2](#)

Sec. 16. For the electronic order of a change of business contact email, the secretary of state shall collect one dollar (\$1) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-16](#))

[75 IAC 8-3-17](#) Certificate of existence

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-9-43](#)

Sec. 17. For the electronic order of a certificate of existence, the secretary of state shall collect eleven dollars (\$11) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-17](#))

[75 IAC 8-3-18](#) Monthly listing of new businesses

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-1.5-35](#)

Sec. 18. For the electronic order of a monthly listing of new businesses, the secretary of state shall collect thirty-five dollars (\$35) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-18](#))

[75 IAC 8-3-19](#) Bulk download with monthly updates

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-1.5-35](#)

Sec. 19. For the electronic order of a bulk download with monthly updates, the secretary of state shall collect nine thousand five hundred dollars (\$9,500) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-19](#))

[75 IAC 8-3-20](#) Bulk data monthly update

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-1.5-35](#)

Sec. 20. For the electronic order of a bulk data monthly update, the secretary of state shall collect (\$500) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-20](#))

[75 IAC 8-3-21](#) One time bulk download

Authority: [IC 4-5-10-2](#)

Affected: [IC 4-5-10-5](#); [IC 23-0.5-1.5-35](#)

Sec. 21. For the electronic order of a one (1) time bulk download, the secretary of state shall collect eight thousand dollars (\$8,000) for the enhanced access fund established by [IC 4-5-10-5](#).

(Secretary of State; [75 IAC 8-3-21](#))

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