

## **IC 28-12-8**

### **Chapter 8. Business of Corporation**

#### **IC 28-12-8-1**

##### **Conditions for indebtedness or transactions**

Sec. 1. A corporation may not transact any business or incur any indebtedness, except as is incidental to its organization or to obtaining subscriptions to or payment for shares of its capital stock, unless and until the following requirements are met:

- (1) The amount of capital of the corporation as set forth in its articles of incorporation has been fully paid for in money.
- (2) There has been filed with the department the affidavit of not less than a majority of the board of directors stating that the amount of capital as stated in its articles of incorporation has been fully paid in.
- (3) There has been filed with the department a certificate or other written evidence satisfactory to the department that the corporation has obtained deposit insurance from the Federal Deposit Insurance Corporation or its successor in interest, unless the corporation is being organized solely as a trust company.

*As added by P.L.14-1992, SEC.162. Amended by P.L.1-1993, SEC.209.*

#### **IC 28-12-8-2**

##### **Liability of officers and directors for unauthorized business; dissenters; exemption**

Sec. 2. If a corporation transacts any business in violation of section 1 of this chapter, the officers and directors of the corporation, upon learning of the action, are jointly and severally liable for the debts or liabilities of the corporation so incurred or arising from the transactions. The liability imposed by this section does not apply to those officers and directors who dissented to the action and caused their written dissent to be filed in the principal office of the corporation.

*As added by P.L.14-1992, SEC.162.*

#### **IC 28-12-8-3**

##### **Failure to timely complete organization and transact business**

Sec. 3. If a corporation organized under this title does not complete its organization and proceeds with the transaction of business within six (6) months after its articles of incorporation have been approved and filed, the approval is revoked and the articles of incorporation are void, unless an extension is granted by the director of the department.

*As added by P.L.11-1998, SEC.21.*