

IC 23-17-31

Chapter 31. Domestication of Nonprofit Corporation

IC 23-17-31-1

Domestication; applicable laws; plan of domestication

Sec. 1. (a) A foreign nonprofit corporation may become a domestic nonprofit corporation only if the domestication is permitted by the organic law of the domiciliary state of the foreign nonprofit corporation. The laws of Indiana govern the effect of domesticating a foreign nonprofit corporation in Indiana under this chapter.

(b) A domestic nonprofit corporation may become a foreign nonprofit corporation only if the domestication is permitted by the laws of the foreign jurisdiction where the domestic nonprofit corporation is seeking redomestication. Regardless of whether the laws of the foreign jurisdiction require the adoption of a plan of domestication, the domestication must be approved by the adoption by the nonprofit corporation of a plan of domestication in the manner provided in this section. The laws of the foreign jurisdiction govern the effect of domesticating in that jurisdiction.

(c) The plan of domestication must include:

- (1) a statement of the jurisdiction in which the nonprofit corporation is to be domesticated;
- (2) the terms and conditions of the domestication; and
- (3) any desired amendments to the articles of incorporation of the nonprofit corporation following its domestication.

As added by P.L.63-2014, SEC.27.

IC 23-17-31-2

Domestication in a foreign jurisdiction; adoption by board of directors required

Sec. 2. In the case of a domestication of a domestic nonprofit corporation in a foreign jurisdiction, the plan of domestication must be adopted by the board of directors.

As added by P.L.63-2014, SEC.27.

IC 23-17-31-3

Articles of domestication

Sec. 3. (a) After the domestication of a foreign nonprofit corporation has been authorized as required by the laws of the foreign jurisdiction, the articles of domestication must be executed by an officer or other authorized representative. The articles must set forth:

- (1) the name of the nonprofit corporation immediately before the filing of the articles of domestication and, if that name is unavailable for use in Indiana or the nonprofit corporation desires to change its name in connection with the domestication, a name that satisfies the requirements of IC 23-17-5-1;
- (2) the jurisdiction of incorporation of the nonprofit corporation immediately before the filing of the articles of domestication in that jurisdiction; and
- (3) a statement that the domestication of the nonprofit

corporation in Indiana was authorized as required by the laws of the jurisdiction in which the nonprofit corporation was incorporated immediately before its domestication under this chapter.

(b) The articles of domestication must either contain all the provisions that IC 23-17-3-2 requires to be set forth in articles of incorporation and any other desired provisions that IC 23-17-3-3 permits to be included in the articles of incorporation or must have attached articles of incorporation. In either case, provisions that would not be required to be included in restated articles of incorporation may be omitted.

(c) The articles of domestication must be delivered to the secretary of state for filing and are effective at the time provided in IC 23-17-29-4.

(d) If the foreign corporation is authorized to transact business in this state under IC 23-17-26, its certificate of authority is canceled automatically on the effective date of its domestication.

As added by P.L.63-2014, SEC.27.

IC 23-17-31-4

Articles of charter surrender

Sec. 4. (a) Whenever a domestic nonprofit corporation has adopted and approved, in the manner required by this chapter, a plan of domestication providing for the nonprofit corporation to be domesticated in a foreign jurisdiction, an officer or another authorized representative of the domestic nonprofit corporation must execute articles of charter surrender on behalf of the domestic nonprofit corporation. The articles of charter surrender must set forth:

- (1) the name of the nonprofit corporation;
- (2) a statement that the articles of charter surrender are being filed in connection with the domestication of the nonprofit corporation in a foreign jurisdiction;
- (3) a statement that the domestication was approved by the board of directors; and
- (4) the nonprofit corporation's new jurisdiction of incorporation.

(b) The articles of charter surrender must be delivered by the nonprofit corporation to the secretary of state for filing. The articles of charter surrender are effective at the time provided in IC 23-17-29-4.

As added by P.L.63-2014, SEC.27.

IC 23-17-31-5

Effect of domestication

Sec. 5. When a domestication of a foreign nonprofit corporation in Indiana becomes effective:

- (1) the title to all real and personal property, both tangible and intangible, held by the nonprofit corporation remains in the nonprofit corporation without reversion or impairment;
- (2) the liabilities of the nonprofit corporation remain the liabilities of the nonprofit corporation;

- (3) an action or proceeding pending against the nonprofit corporation continues against the nonprofit corporation as if the domestication had not occurred;
- (4) the articles of domestication, or the articles of incorporation attached to the articles of domestication, constitute the articles of incorporation of the nonprofit corporation;
- (5) the nonprofit corporation is considered to:
 - (A) be incorporated under the laws of Indiana for all purposes;
 - (B) be the same nonprofit corporation without interruption as the nonprofit corporation that existed under the laws of the foreign jurisdiction; and
 - (C) have been incorporated on the date it was originally incorporated in the foreign jurisdiction.

As added by P.L.63-2014, SEC.27.

IC 23-17-31-6

Abandoning domestication

Sec. 6. (a) Unless otherwise provided in a plan of domestication of a domestic nonprofit corporation, after the plan has been adopted and approved as required by this chapter, and at any time before the domestication has become effective, the plan of domestication may be abandoned by the board of directors.

(b) If a domestication is abandoned under subsection (a) after articles of charter surrender have been filed with the secretary of state but before the domestication has become effective, a statement that the domestication has been abandoned under this section, executed by an officer or other authorized representative, must be delivered to the secretary of state for filing before the effective date of the domestication. The statement is effective upon filing and the domestication is abandoned and may not become effective.

(c) If the domestication of a foreign nonprofit corporation in Indiana is abandoned under the laws of the foreign jurisdiction after articles of domestication have been filed with the secretary of state, a statement that the domestication has been abandoned, executed by an officer or other authorized representative, must be delivered to the secretary of state for filing. The statement is effective upon filing and the domestication is abandoned and may not become effective.

As added by P.L.63-2014, SEC.27.