

IC 23-1-51

Chapter 51. Revocation of Certificate of Authority of Foreign Corporations

IC 23-1-51-1

Grounds

Sec. 1. The secretary of state may commence a proceeding under section 2 of this chapter to revoke the certificate of authority of a foreign corporation authorized to transact business in Indiana if:

- (1) the foreign corporation does not deliver its biennial report to the secretary of state within sixty (60) days after it is due;
- (2) the foreign corporation does not pay within sixty (60) days after they are due any franchise taxes or penalties imposed by this article or other law;
- (3) the foreign corporation is without a registered agent or registered office in Indiana for sixty (60) days or more;
- (4) the foreign corporation does not inform the secretary of state under IC 23-1-49-8 or IC 23-1-49-9 that its registered agent or registered office has changed, that its registered agent has resigned, or that its registered office has been discontinued within sixty (60) days of the change, resignation, or discontinuance;
- (5) an incorporator, director, officer, or agent of the foreign corporation signed a document the incorporator, director, officer, or agent knew was false in any material respect with intent that the document be delivered to the secretary of state for filing; or
- (6) the secretary of state receives a duly authenticated certificate from the secretary of state or other official having custody of corporate records in the state or country under whose law the foreign corporation is incorporated stating that it has been dissolved or disappeared as the result of a merger.

As added by P.L.149-1986, SEC.35. Amended by P.L.119-2015, SEC.21.

IC 23-1-51-2

Notice; procedure for revocation; service of process after revocation

Sec. 2. (a) If the secretary of state determines that one (1) or more grounds exist under section 1 of this chapter for revocation of a certificate of authority, the secretary of state shall, under IC 23-1-49-10, serve the foreign corporation with written notice of the determination, unless the secretary of state:

- (1) receives a receipt showing failure of service of process upon the foreign corporation's registered agent at the address of the registered office; and
- (2) determines that the secretary of state's office has no record of the foreign corporation's principal office address.

(b) If the foreign corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within sixty (60) days after service of the notice is perfected under IC 23-1-49-10, the secretary of state may revoke the foreign corporation's certificate of authority by signing a certificate of revocation that recites the ground or grounds for revocation and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the foreign corporation under IC 23-1-49-10.

(c) The authority of a foreign corporation to transact business in Indiana ceases on the date shown on the certificate revoking its certificate of authority.

(d) The secretary of state's revocation of a foreign corporation's certificate of authority appoints the secretary of state the foreign corporation's agent for service of process in any proceeding based on a cause of action that arose during the time the foreign corporation was authorized to transact business in Indiana. Service of process on the secretary of state under this subsection is service on the foreign corporation. Upon receipt of process, the secretary of state shall mail a copy of the process to the secretary of the foreign corporation at its principal office shown in its most recent biennial report or in any subsequent communication received from the corporation stating the current mailing address of its principal office, or, if none are on file, in its application for a certificate of authority.

(e) Revocation of a foreign corporation's certificate of authority does not terminate the authority of the registered agent of the corporation.

As added by P.L.149-1986, SEC.35. Amended by P.L.63-2014, SEC.7; P.L.119-2015, SEC.22.

IC 23-1-51-2.5

Application for reinstatement; effective date of reinstatement

Sec. 2.5. (a) A foreign corporation that has had its certificate of authority revoked under section 2 of this chapter may apply to the secretary of state for reinstatement. The application for reinstatement must include all the following:

- (1) The name of the foreign corporation.
- (2) The effective date of the revocation of the foreign corporation's certificate of authority.
- (3) A statement that the ground or grounds for revocation of the foreign corporation's certificate of authority either did not exist or have been eliminated.
- (4) A statement that the foreign corporation's name satisfies the requirements of IC 23-1-23-1 or IC 23-1-49-6.
- (5) A certificate from the department of state revenue stating that all taxes owed by the foreign corporation have been paid.

(b) If the secretary of state determines that the application contains the information required under subsection (a) and that the

information is correct, the secretary of state shall:

- (1) cancel the certificate of revocation of the foreign corporation's certificate of authority; and
- (2) prepare a certificate of reinstatement that states:
 - (A) that the certificate of revocation of the foreign corporation's certificate of authority has been canceled; and
 - (B) the date that the reinstatement is effective;
- (3) file the original certificate of reinstatement; and
- (4) serve, as provided in IC 23-1-49-10, a copy of the certificate of reinstatement on the foreign corporation.

(c) When the certificate of reinstatement is effective, the certificate of reinstatement relates back to and is considered to take effect as of the effective date of the revocation of the foreign corporation's certificate of authority and the foreign corporation resumes carrying on its business as if the revocation of the foreign corporation's certificate of authority had never occurred.

As added by P.L.63-2014, SEC.8.

IC 23-1-51-3

Denial of application for reinstatement; written notice; appeal

Sec. 3. (a) If the secretary of state denies a foreign corporation's application for reinstatement under section 2.5 of this chapter, the secretary of state shall serve, as provided in IC 23-1-49-10, the foreign corporation with a written notice that explains the reason or reasons for denial.

(b) The foreign corporation may appeal the denial of reinstatement to the circuit or superior court of the county in which its registered office is located within thirty (30) days after service of the certificate of revocation is perfected. The foreign corporation appeals by petitioning the court to set aside the revocation and attaching to the petition copies of all the following:

- (1) The secretary of state's certificate of revocation.
- (2) The foreign corporation's application for reinstatement described in section 2.5 of this chapter.
- (3) The secretary of state's notice of denial described in subsection (a).

(c) The court may order the secretary of state to reinstate the certificate of authority or may take any other action the court considers appropriate.

(d) The court's final decision may be appealed as in other civil proceedings.

As added by P.L.149-1986, SEC.35. Amended by P.L.63-2014, SEC.9.