

IC 23-18-10

Chapter 10. Administrative Dissolution

IC 23-18-10-1

Grounds

Sec. 1. The secretary of state may commence a proceeding under section 2 of this chapter to administratively dissolve a limited liability company if:

- (1) the limited liability company does not deliver its biennial report to the secretary of state not more than sixty (60) days after the biennial report is due;
- (2) the limited liability company is without a registered agent or registered office in Indiana for at least sixty (60) days;
- (3) the limited liability company does not notify the secretary of state not more than sixty (60) days after its registered agent or registered office has been changed, its registered agent has resigned, or its registered office has been discontinued; or
- (4) the limited liability company fails to pay franchise taxes or penalties imposed by this article or another law within sixty (60) days after the date that the franchise taxes or penalties are due.

As added by P.L.8-1993, SEC.301. Amended by P.L.11-1996, SEC.27; P.L.63-2014, SEC.34; P.L.119-2015, SEC.73.

IC 23-18-10-2

Notice; failure to correct deficiencies; certificate of dissolution

Sec. 2. (a) If the secretary of state determines that one (1) or more grounds exist under section 1 of this chapter for dissolving a limited liability company, the secretary of state shall serve the limited liability company with written notice of the determination under IC 23-18-2-13 unless the secretary of state:

- (1) receives a receipt showing failure of service of process upon the limited liability company'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 limited liability company's principal office address.

(b) If the limited liability company does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist not more than sixty (60) days after service of the notice is perfected under IC 23-18-2-13, the secretary of state shall administratively dissolve the limited liability company by signing a certificate of dissolution that states the ground or grounds for dissolution and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the limited liability company under IC 23-18-2-13.

As added by P.L.8-1993, SEC.301. Amended by P.L.63-2014, SEC.35.

IC 23-18-10-3

Effect of administrative dissolution

Sec. 3. (a) A limited liability company that is administratively dissolved continues in existence but may not carry on any business except business necessary to wind up and liquidate its business and affairs under IC 23-18-9-4 and notify claimants under IC 23-18-9-8 and IC 23-18-9-9.

(b) The administrative dissolution of a limited liability company does not terminate the authority of its registered agent.

As added by P.L.8-1993, SEC.301.

IC 23-18-10-4

Reinstatement; application

Sec. 4. (a) A limited liability company administratively dissolved under section 2 of this chapter may apply to the secretary of state for reinstatement. The application must:

- (1) state the name of the limited liability company and the effective date of its administrative dissolution;
- (2) state that the ground or grounds for dissolution either did not exist or have been eliminated;
- (3) state that the limited liability company's name satisfies the requirements under IC 23-18-2-9; and
- (4) contain a certificate from the department of state revenue stating that all taxes owed by the limited liability company have been paid.

(b) If the secretary of state determines that the application contains the information required by subsection (a) and that the information is correct, the secretary of state shall:

- (1) cancel the certificate of dissolution and prepare a certificate of reinstatement that states the determination and the effective date of reinstatement;
- (2) file the original of the certificate; and
- (3) serve a copy on the limited liability company.

(c) When the reinstatement is effective, the reinstatement relates back to and takes effect as of the effective date of the administrative dissolution, and the limited liability company resumes carrying on business as if the administrative dissolution had never occurred.

As added by P.L.8-1993, SEC.301.

IC 23-18-10-5

Denial of reinstatement; appeal

Sec. 5. (a) If the secretary of state denies a limited liability company's application for reinstatement following administrative dissolution, the secretary of state shall serve the limited liability company under IC 23-18-2-13 with a written notice that explains the reason or reasons for denial.

(b) The limited liability company may appeal the denial of reinstatement to the circuit or superior court of the county where the limited liability company's principal office, or if there is none in

Indiana its registered office, is located not more than thirty (30) days after service of the notice of denial by doing the following:

- (1) Filing a petition with the court to set aside the dissolution.
- (2) Attaching to the petition a copy of the secretary of state's certificate of dissolution, the limited liability company's application for reinstatement, and the secretary of state's notice of denial.

(c) The court may order the secretary of state to reinstate the dissolved limited liability company or may take 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.8-1993, SEC.301.