

**IC 23-15-12-7 Proceedings to dissolve a business entity; notice to business entity; opportunity to correct grounds for dissolution or demonstrate grounds for dissolution do not exist; activities of a dissolved business**

Sec. 7. (a) This section does not apply to an entity described in section 1 of this chapter.

(b) The secretary of state shall commence a proceeding under this section to administratively dissolve a business entity if:

(1) the name of the business entity contains the term:

(A) "cooperative"; or

(B) "co-op";

or a derivative of a term listed in clauses (A) and (B); and

(2) the secretary of state has been notified by the department of agriculture of the determination that the business entity is in violation of section 3 of this chapter.

(c) If the secretary of state commences an administrative dissolution under subsection (b), the secretary of state shall serve the business entity with written notice of the determination made by the department of agriculture that the business entity is in violation of section 3 of this chapter. The notice must inform the business entity that it must do either of the following not later than sixty (60) days after the date service of the notice is perfected:

(1) Correct the grounds for dissolution.

(2) Demonstrate to the reasonable satisfaction of the department of agriculture that the grounds for dissolution do not exist.

The secretary of state shall, at the same time notice is sent to the business entity, provide a copy of the notice to the department of agriculture.

(d) If a business entity that receives a notice under subsection (c) does not:

(1) correct the grounds for dissolution; or

(2) demonstrate to the reasonable satisfaction of the department of agriculture that the grounds for dissolution do not exist;

at any time during the period prescribed by the notice, the department of agriculture shall notify the secretary of state in writing of the continuing violation. After receiving the written notice from the department of agriculture of the continuing violation, the secretary of state shall administratively dissolve the business entity by signing a certificate of dissolution that recites the grounds for dissolution and the effective date of the dissolution. The secretary of state shall file the original certificate of dissolution and serve a copy of the certificate of dissolution on the business entity.

**(e) A business entity administratively dissolved under this section may carry out only those activities necessary to appeal the administrative dissolution or to wind up and liquidate the business entity's affairs.**

(f) Administrative dissolution under this section is in addition to any penalties imposed under [IC 6-2.5-8-7](#).

*As added by P.L.97-2017, SEC.3.*

**IC 23-15-12-8 Appeals**

Sec. 8. (a) A business entity administratively dissolved under section 7 of this chapter may appeal the administrative dissolution to the circuit court or superior court of:

(1) the county in which the business entity maintains a place of business;

(2) the county containing the office of the business entity's registered agent, if it does not have a place of business in Indiana; or

(3) Marion County, if the business entity has neither a place of business nor a registered agent in Indiana;

not later than thirty (30) days after the date service of the notice of administrative dissolution is perfected.

(b) The court may do the following:

(1) Order the secretary of state to reinstate a dissolved business entity.

(2) Take other action the court considers appropriate.

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

*As added by P.L.97-2017, SEC.3.*