

## IC 23-17-4

### Chapter 4. Purposes and Powers

#### IC 23-17-4-1

##### **Authorized activities; corporations subject to regulation under other statutes**

Sec. 1. (a) A corporation incorporated under this article has the purpose of engaging in any lawful activity unless a more limited purpose is set forth in the articles of incorporation.

(b) A corporation engaging in an activity that is subject to regulation under another Indiana statute may incorporate under this article unless provisions for incorporation of corporations engaging in that activity exist under the other statute.

*As added by P.L.179-1991, SEC.1.*

#### IC 23-17-4-2

##### **Perpetual duration and succession; powers**

Sec. 2. Unless a corporation's articles of incorporation provide otherwise, a corporation has perpetual duration and succession in the corporation's corporate name and has the same powers as an individual to do all things necessary or convenient to carry out the corporation's affairs, including the power to do the following:

- (1) Sue, be sued, complain, and defend in the corporation's corporate name.
- (2) Have a corporate seal or facsimile of a corporate seal, which may be altered at will, to use by impressing or affixing or in any other manner reproducing it. However, the use or impression of a corporate seal is not required and does not affect the validity of any instrument.
- (3) Make and amend bylaws not inconsistent with the corporation's articles of incorporation or with Indiana law for managing the affairs of the corporation.
- (4) Purchase, receive, take by gift, devise, or bequest, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.
- (5) Sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of the corporation's property.
- (6) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of any entity.
- (7) Make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations and secure any of the corporation's obligations by mortgage or pledge of any of the corporation's property, franchises, or income.
- (8) Lend money, invest and reinvest the corporation's funds, and receive and hold real and personal property as security for repayment, except as provided under IC 23-17-13-3.

(9) Be a promoter, a partner, a member, an associate or a manager of any partnership, joint venture, trust, or other entity.

(10) Conduct the corporation's activities, locate offices, and exercise the powers granted by this article inside or outside Indiana.

(11) Elect directors, elect and appoint officers, and appoint employees and agents of the corporation, define the duties and fix the compensation of directors, officers, employees and agents.

(12) Pay pensions and establish pension plans, pension trusts, and other benefit and incentive plans for the corporation's current or former directors, officers, employees, and agents.

(13) Make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest.

(14) Impose dues, assessments, admission, and transfer fees upon the corporation's members.

(15) Establish conditions for admission of members, admit members, and issue memberships.

(16) Carry on a business.

(17) Have and exercise powers of a trustee as permitted by law, including those set forth in IC 30-4-3-3.

(18) Purchase and maintain insurance on behalf of any individual who:

(A) is or was a director, an officer, an employee, or an agent of the corporation; or

(B) is or was serving at the request of the corporation as a director, an officer, an employee, or an agent of another entity;

against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, an employee, or an agent, whether or not the corporation would have power to indemnify the individual against the same liability under this article.

(19) Do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation.

*As added by P.L.179-1991, SEC.1.*

### **IC 23-17-4-3**

#### **Emergency powers of board; procedures; effect**

Sec. 3. (a) In anticipation of or during an emergency under subsection (d), the board of directors of a corporation may do the following:

(1) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent.

(2) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officer to do so.

(b) During an emergency defined in subsection (d), unless emergency bylaws provide otherwise:

(1) notice of a meeting of the board of directors must be given only to those directors it is practicable to reach and may be given in any practicable manner, including by publication and radio; and

(2) one (1) or more officers of the corporation present at a meeting of the board of directors may be considered to be directors for the meeting, in order of rank and within the same rank in order of seniority, necessary to achieve a quorum.

(c) Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the corporation:

(1) binds the corporation; and

(2) may not be used to impose liability on a corporate director, officer, employee, or agent.

(d) An emergency exists for purposes of this section if an extraordinary event prevents a quorum of the corporation's directors from assembling in time to deal with the business for which the meeting has been or is to be called.

*As added by P.L.179-1991, SEC.1.*

#### **IC 23-17-4-4**

##### **Challenges based on corporate power to act**

Sec. 4. (a) Except as provided in subsection (b), the validity of corporate action may not be challenged on the ground that the corporation lacks or lacked power to act.

(b) A corporation's power to act may be challenged in a proceeding against the corporation for a declaratory judgment or to enjoin an act where a third party has not acquired rights. The proceeding may be brought by the attorney general or a director.

*As added by P.L.179-1991, SEC.1.*