



100TH GENERAL ASSEMBLY

State of Illinois

2017 and 2018

HB2713

by Rep. Emanuel Chris Welch

SYNOPSIS AS INTRODUCED:

See Index

Amends the Uniform Partnership Act (1997). Establishes fees for certain expedited services and provides that the fees collected for those services shall be deposited into the Division of Corporations Registered Limited Liability Partnership Fund (the Fund) to the credit of an account within the Fund. Specifies uses for the moneys in the account. Provides that the balance in the Fund at the end of any fiscal year shall not exceed \$600,000 and any amount in excess of \$600,000 shall be transferred to the General Revenue Fund, and deletes existing language regarding transfers from the Fund to the General Revenue Fund. Amends the Business Corporation Act of 1983. Prohibits a limited liability company from using the name of a domestic corporation that has been administratively dissolved until 3 years have elapsed following the date of issuance of the certificate of dissolution. In a provision requiring corporations to submit an annual report to the Secretary of State concerning the aggregate number of shares the corporation has authority to issue, provides that, in the case of a corporation which has established an extended filing month, the information shall be given in a specified manner. Repeals a Section of the Limited Liability Company Act providing that a limited liability company that provides or intends to provide professional services requiring individuals engaged in the profession to be licensed by the Department of Financial and Professional Regulation shall not open, operate, or maintain an establishment for a purpose for which a limited liability company may be organized under the Act without obtaining a certificate of registration under the Professional Limited Liability Company Act. Effective July 1, 2017, except certain provisions take effect immediately.

LRB100 04359 KTG 14365 b

FISCAL NOTE ACT
MAY APPLY

A BILL FOR

1 AN ACT concerning business.

2 **Be it enacted by the People of the State of Illinois,**
3 **represented in the General Assembly:**

4 (805 ILCS 180/1-28 rep.)

5 Section 5. The Limited Liability Company Act is amended by
6 repealing Section 1-28.

7 Section 10. The Uniform Partnership Act (1997) is amended
8 by changing Section 108 and by adding Section 1209 as follows:

9 (805 ILCS 206/108)

10 Sec. 108. Fees.

11 (a) The Secretary of State shall charge and collect in
12 accordance with the provisions of this Act and rules
13 promulgated under its authority:

14 (1) fees for filing documents;

15 (2) miscellaneous charges; and

16 (3) fees for the sale of lists of filings and for
17 copies of any documents.

18 (b) The Secretary of State shall charge and collect:

19 (1) for furnishing a copy or certified copy of any
20 document, instrument, or paper relating to a registered
21 limited liability partnership, \$25;

22 (2) for the transfer of information by computer process

- 1 media to any purchaser, fees established by rule;
- 2 (3) for filing a statement of partnership authority,
- 3 \$25;
- 4 (4) for filing a statement of denial, \$25;
- 5 (5) for filing a statement of dissociation, \$25;
- 6 (6) for filing a statement of dissolution, \$100;
- 7 (7) for filing a statement of merger, \$100;
- 8 (8) for filing a statement of qualification for a
- 9 limited liability partnership organized under the laws of
- 10 this State, \$100 for each partner, but in no event shall
- 11 the fee be less than \$200 or exceed \$5,000;
- 12 (9) for filing a statement of foreign qualification,
- 13 \$500;
- 14 (10) for filing a renewal statement for a limited
- 15 liability partnership organized under the laws of this
- 16 State, \$100 for each partner, but in no event shall the fee
- 17 be less than \$200 or exceed \$5,000;
- 18 (11) for filing a renewal statement for a foreign
- 19 limited liability partnership, \$300;
- 20 (12) for filing an amendment or cancellation of a
- 21 statement, \$25;
- 22 (13) for filing a statement of withdrawal, \$100;
- 23 (14) for the purposes of changing the registered agent
- 24 name or registered office, or both, \$25;
- 25 (15) for filing an application for reinstatement,
- 26 \$200;

1 (16) for filing any other document, \$25.

2 (c) All fees collected pursuant to this Act shall be
3 deposited into the Division of Corporations Registered Limited
4 Liability Partnership Fund.

5 (d) There is hereby continued in the State treasury a
6 special fund to be known as the Division of Corporations
7 Registered Limited Liability Partnership Fund. Moneys
8 deposited into the Fund shall, subject to appropriation, be
9 used by the Business Services Division of the Office of the
10 Secretary of State to administer the responsibilities of the
11 Secretary of State under this Act. The balance in the Fund at
12 the end of any fiscal year shall not exceed \$600,000 and any
13 amount in excess of \$600,000 ~~On or before August 31 of each~~
14 ~~year, the balance in the Fund in excess of \$200,000~~ shall be
15 transferred to the General Revenue Fund.

16 (Source: P.A. 99-620, eff. 1-1-17; 99-933, eff. 1-27-17;
17 revised 2-2-17.)

18 (805 ILCS 206/1209 new)

19 Sec. 1209. Expedited services; fees.

20 (a) As used in this Section:

21 "Department" means the Department of Business Services of
22 the Office of the Secretary of State.

23 "Expedited services" means services rendered within the
24 same day or within 24 hours after the time the request therefor
25 is submitted by the filer, law firm, service company, or

1 messenger physically, in person, or, at the Secretary of
2 State's discretion, by electronic means to the Department's
3 Springfield office or Chicago office and includes requests for
4 certified copies, photocopies, and certificates of existence
5 or abstracts of computer record made to the Department's
6 Springfield office in person, by mail, or by fax or requests
7 for certificates of existence or abstracts of computer record
8 made in person, by mail, or by fax to the Department's Chicago
9 office.

10 (b) The Secretary of State shall charge and collect the
11 following fees for expedited services:

12 (1) Statement of Qualification or Foreign
13 Qualification, \$100.

14 (2) Application for Reinstatement, \$100.

15 (3) Statement of Merger, \$200.

16 (4) Certificate of existence or computer abstract,
17 \$20.

18 (5) All other filings and copies of documents, \$50.

19 (c) All fees collected by and payable to the Secretary of
20 State under this Section shall be deposited into the Division
21 of Corporations Registered Limited Liability Partnership Fund
22 to the credit of an account within the Fund. Subject to
23 appropriation, moneys in the account shall be used by the
24 Department to create and maintain the capability to perform
25 expedited services in response to special requests made by the
26 public for same-day or 24-hour service and shall also be used

1 for purposes including, but not limited to, expenditures for
2 personal services, retirement, Social Security, contractual
3 services, equipment, electronic data processing, and
4 telecommunications. No other fees or charges collected under
5 this Act shall be credited to the account established under
6 this subsection (c)

7 Section 15. The Business Corporation Act of 1983 is amended
8 by changing Sections 12.43 and 14.05 as follows:

9 (805 ILCS 5/12.43)

10 Sec. 12.43. Administrative dissolution; corporate name.
11 The Secretary of State shall not allow another corporation or
12 limited liability company to use the name of a domestic
13 corporation that has been administratively dissolved until 3
14 years have elapsed following the date of issuance of the
15 certificate of dissolution. If the domestic corporation that
16 has been administratively dissolved is reinstated within 3
17 years after the date of issuance of the certificate of
18 dissolution, the domestic corporation shall continue under its
19 previous name without impacting its continuous legal status,
20 unless the corporation petitions to change its name upon
21 reinstatement.

22 (Source: P.A. 95-507, eff. 8-28-07.)

23 (805 ILCS 5/14.05) (from Ch. 32, par. 14.05)

1 Sec. 14.05. Annual report of domestic or foreign
2 corporation. Each domestic corporation organized under any
3 general law or special act of this State authorizing the
4 corporation to issue shares, other than homestead
5 associations, building and loan associations, banks and
6 insurance companies (which includes a syndicate or limited
7 syndicate regulated under Article V 1/2 of the Illinois
8 Insurance Code or member of a group of underwriters regulated
9 under Article V of that Code), and each foreign corporation
10 (except members of a group of underwriters regulated under
11 Article V of the Illinois Insurance Code) authorized to
12 transact business in this State, shall file, within the time
13 prescribed by this Act, an annual report setting forth:

14 (a) The name of the corporation.

15 (b) The address, including street and number, or rural
16 route number, of its registered office in this State, and
17 the name of its registered agent at that address.

18 (c) The address, including street and number, or rural
19 route number, of its principal office.

20 (d) The names and respective addresses, including
21 street and number, or rural route number, of its directors
22 and officers.

23 (e) A statement of the aggregate number of shares which
24 the corporation has authority to issue, itemized by classes
25 and series, if any, within a class.

26 (f) A statement of the aggregate number of issued

1 shares, itemized by classes, and series, if any, within a
2 class.

3 (g) A statement, expressed in dollars, of the amount of
4 paid-in capital of the corporation as defined in this Act.

5 (h) Either a statement that (1) all the property of the
6 corporation is located in this State and all of its
7 business is transacted at or from places of business in
8 this State, or the corporation elects to pay the annual
9 franchise tax on the basis of its entire paid-in capital,
10 or (2) a statement, expressed in dollars, of the value of
11 all the property owned by the corporation, wherever
12 located, and the value of the property located within this
13 State, and a statement, expressed in dollars, of the gross
14 amount of business transacted by the corporation and the
15 gross amount thereof transacted by the corporation at or
16 from places of business in this State as of the close of
17 its fiscal year on or immediately preceding the last day of
18 the third month prior to the anniversary month or in the
19 case of a corporation which has established an extended
20 filing month, as of the close of its fiscal year on or
21 immediately preceding the last day of the third month prior
22 to the extended filing month; however, in the case of a
23 domestic corporation that has not completed its first
24 fiscal year, the statement with respect to property owned
25 shall be as of the last day of the third month preceding
26 the anniversary month and the statement with respect to

1 business transacted shall be furnished for the period
2 between the date of incorporation and the last day of the
3 third month preceding the anniversary month. In the case of
4 a foreign corporation that has not been authorized to
5 transact business in this State for a period of 12 months
6 and has not commenced transacting business prior to
7 obtaining authority, the statement with respect to
8 property owned shall be as of the last day of the third
9 month preceding the anniversary month and the statement
10 with respect to business transacted shall be furnished for
11 the period between the date of its authorization to
12 transact business in this State and the last day of the
13 third month preceding the anniversary month. If the data
14 referenced in item (2) of this subsection is not completed,
15 the franchise tax provided for in this Act shall be
16 computed on the basis of the entire paid-in capital.

17 (i) A statement, including the basis therefor, of
18 status as a "minority owned business" or as a "female owned
19 business" as those terms are defined in the Business
20 Enterprise for Minorities, Females, and Persons with
21 Disabilities Act.

22 (j) Additional information as may be necessary or
23 appropriate in order to enable the Secretary of State to
24 administer this Act and to verify the proper amount of fees
25 and franchise taxes payable by the corporation.

26 The annual report shall be made on forms prescribed and

1 furnished by the Secretary of State, and the information
2 therein required by paragraphs (a) through (d), both inclusive,
3 of this Section, shall be given as of the date of the execution
4 of the annual report and the information therein required by
5 paragraphs (e), (f) and (g) of this Section shall be given as
6 of the last day of the third month preceding the anniversary
7 month, except that the information required by paragraphs (e),
8 (f) and (g) shall, in the case of a corporation which has
9 established an extended filing month, be given in its final
10 transition annual report and each subsequent annual report as
11 of the close of its fiscal year on or immediately preceding the
12 last day of the third month prior to its extended filing month.

13 It shall be executed by the corporation by its president, a
14 vice-president, secretary, assistant secretary, treasurer or
15 other officer duly authorized by the board of directors of the
16 corporation to execute those reports, and verified by him or
17 her, or, if the corporation is in the hands of a receiver or
18 trustee, it shall be executed on behalf of the corporation and
19 verified by the receiver or trustee.

20 (Source: P.A. 92-16, eff. 6-28-01; 92-33, eff. 7-1-01; 93-59,
21 7-1-03.)

22 Section 99. Effective date. This Act takes effect July 1,
23 2017, except that Section 5 and this Section take effect upon
24 becoming law.

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2

Statutes amended in order of appearance

3

805 ILCS 180/1-28 rep.

4

805 ILCS 206/108

5

805 ILCS 206/1209 new

6

805 ILCS 5/12.43

7

805 ILCS 5/14.05

from Ch. 32, par. 14.05