

1 AN ACT concerning business.

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

4 Section 5. The Business Corporation Act of 1983 is amended
5 by changing Sections 9.05, 9.20, 12.45, and 13.60, as follows:

6 (805 ILCS 5/9.05) (from Ch. 32, par. 9.05)

7 Sec. 9.05. Power of corporation to acquire its own shares.

8 (a) A corporation may acquire its own shares, subject to
9 limitations set forth in Section 9.10 of this Act.

10 (b) If a corporation acquires its own shares after the
11 effective date of this amendatory Act of 1993, the shares
12 constitute treasury shares until cancelled as provided by
13 subsection (d) of this Section.

14 (c) A corporation shall file a report under Section 14.25
15 of this Act in the case of its acquisition of its own shares
16 that occurs either prior to January 1, 1991 or on or prior to
17 the last day of the third month immediately preceding the
18 corporation's anniversary month in 1991. A corporation shall
19 file a report under Section 14.30 of this Act in the case of
20 its acquisition and cancellation of its own shares that occurs
21 after both December 31, 1990 and the last day of such third
22 month. However, if the articles of incorporation provide that
23 the number of authorized shares is reduced by an acquisition
24 and cancellation of shares, then the corporation shall, within
25 60 days after the date of acquisition, execute and file in
26 duplicate in accordance with Section 1.10 of this Act, a
27 statement of cancellation which sets forth:

28 (1) The name of the corporation.

29 (2) The aggregate number of shares which the
30 corporation has authority to issue, itemized by classes and
31 series, if any, within a class before giving effect to the
32 cancellation.

1 (3) The aggregate number of issued shares, itemized by
2 classes and series, if any, within a class before giving
3 effect to the cancellation.

4 (4) The number of shares cancelled, itemized by classes
5 and series, if any, within a class.

6 (5) The aggregate number of shares which the
7 corporation has the authority to issue, itemized by classes
8 and series, if any, within a class after giving effect to
9 the cancellation.

10 (6) The aggregate number of issued shares, itemized by
11 classes and series, if any, within a class, after giving
12 effect to the cancellation.

13 (7) A statement, expressed in dollars, of the amount of
14 the paid-in capital of the corporation before giving effect
15 to the cancellation.

16 (8) A statement, expressed in dollars, of the amount of
17 the paid-in capital of the corporation after giving effect
18 to the cancellation.

19 Upon the filing of the statement of cancellation by the
20 Secretary of State, the paid-in capital of the corporation
21 shall be deemed to be reduced by that part of the paid-in
22 capital which was, at the time of the cancellation, represented
23 by the shares so cancelled, to the extent of the cost from the
24 paid-in capital of the reacquired and cancelled shares or a
25 lesser amount as may be elected by the corporation, and the
26 statement of cancellation shall operate as an amendment to the
27 articles of incorporation so as to reduce the number of
28 authorized shares by the number of shares so cancelled.

29 (d) A corporation, by resolution of the board of directors,
30 may cancel any of its treasury shares. When cancelled, the
31 shares shall constitute authorized but unissued shares unless
32 the articles of incorporation provide that the shares shall not
33 be reissued, in which case the number of authorized shares
34 shall be reduced by the number of shares cancelled.

35 (e) Until the report required by subsection (c) of this
36 Section, or the report required by Section 14.25 or Section

1 14.30 of this Act reporting a reduction in paid-in capital,
2 shall have been filed in the office of the Secretary of State,
3 the basis of the annual franchise tax payable by the
4 corporation shall not be reduced, provided, however, in no
5 event shall the annual franchise tax for any taxable year be
6 reduced if such report is not filed prior to the first day of
7 the anniversary month or, in the case of a corporation which
8 has established an extended filing month, the extended filing
9 month of that taxable year and before payment of its annual
10 franchise tax.

11 (Source: P.A. 88-151.)

12 (805 ILCS 5/9.20)

13 Sec. 9.20. Reduction of paid-in capital.

14 (a) A corporation may reduce its paid-in capital:

15 (1) by resolution of its board of directors by charging
16 against its paid-in capital (i) the paid-in capital
17 represented by shares acquired and cancelled by the
18 corporation as permitted by law, to the extent of the cost
19 from the paid-in capital of the reacquired and cancelled
20 shares or a lesser amount as may be elected by the
21 corporation, (ii) dividends paid on preferred shares, or
22 (iii) distributions as liquidating dividends; or

23 (2) pursuant to an approved reorganization in
24 bankruptcy that specifically directs the reduction to be
25 effected.

26 (b) Notwithstanding anything to the contrary contained in
27 this Act, at no time shall the paid-in capital be reduced to an
28 amount less than the aggregate par value of all issued shares
29 having a par value.

30 (c) Until the report under Section 14.30 has been filed in
31 the Office of the Secretary of State showing a reduction in
32 paid-in capital, the basis of the annual franchise tax payable
33 by the corporation shall not be reduced; provided, however,
34 that in no event shall the annual franchise tax for any taxable
35 year be reduced if the report is not filed prior to the first

1 day of the anniversary month or, in the case of a corporation
2 that has established an extended filing month, the extended
3 filing month of the corporation of that taxable year and before
4 payment of its annual franchise tax.

5 (d) A corporation that reduced its paid-in capital after
6 December 31, 1986 by one or more of the methods described in
7 subsection (a) may report the reduction pursuant to Section
8 14.30, subject to the restrictions of subsections (b) and (c)
9 of this Section. ~~A reduction in paid in capital reported
10 pursuant to this subsection shall have no effect for any
11 purpose under this Act with respect to a taxable year ending
12 before the report is filed.~~

13 (e) Nothing in this Section shall be construed to forbid
14 any reduction in paid-in capital to be effected under Section
15 9.05 of this Act.

16 (f) In the case of a vertical merger, the paid-in capital
17 of a subsidiary may be eliminated if either (1) it was created,
18 totally funded, and ~~or~~ wholly owned by the parent or (2) the
19 amount of the parent's investment in the subsidiary was equal
20 to or exceeded the subsidiary's paid-in capital.

21 (Source: P.A. 92-33, eff. 7-1-01.)

22 (805 ILCS 5/12.45) (from Ch. 32, par. 12.45)

23 Sec. 12.45. Reinstatement following administrative
24 dissolution.

25 (a) A domestic corporation administratively dissolved
26 under Section 12.40 may be reinstated by the Secretary of State
27 ~~within five years~~ following the date of issuance of the
28 certificate of dissolution upon:

29 (1) The filing of an application for reinstatement.

30 (2) The filing with the Secretary of State by the
31 corporation of all reports then due and theretofore
32 becoming due.

33 (3) The payment to the Secretary of State by the
34 corporation of all fees, franchise taxes, and penalties
35 then due and theretofore becoming due.

1 (b) The application for reinstatement shall be executed and
2 filed in duplicate in accordance with Section 1.10 of this Act
3 and shall set forth:

4 (1) The name of the corporation at the time of the
5 issuance of the certificate of dissolution.

6 (2) If such name is not available for use as determined
7 by the Secretary of State at the time of filing the
8 application for reinstatement, the name of the corporation
9 as changed, provided however, and any change of name is
10 properly effected pursuant to Section 10.05 and Section
11 10.30 of this Act.

12 (3) The date of the issuance of the certificate of
13 dissolution.

14 (4) The address, including street and number, or rural
15 route number of the registered office of the corporation
16 upon reinstatement thereof, and the name of its registered
17 agent at such address upon the reinstatement of the
18 corporation, provided however, that any change from either
19 the registered office or the registered agent at the time
20 of dissolution is properly reported pursuant to Section
21 5.10 of this Act.

22 (c) When a dissolved corporation has complied with the
23 provisions of this Sec the Secretary of State shall file the
24 application for reinstatement.

25 (d) Upon the filing of the application for reinstatement,
26 the corporate existence shall be deemed to have continued
27 without interruption from the date of the issuance of the
28 certificate of dissolution, and the corporation shall stand
29 revived with such powers, duties and obligations as if it had
30 not been dissolved; and all acts and proceedings of its
31 officers, directors and shareholders, acting or purporting to
32 act as such, which would have been legal and valid but for such
33 dissolution, shall stand ratified and confirmed.

34 (Source: P.A. 92-33, eff. 7-1-01.)

35 (805 ILCS 5/13.60) (from Ch. 32, par. 13.60)

1 Sec. 13.60. Reinstatement following revocation.

2 (a) A foreign corporation revoked under Section 13.55 may
3 be reinstated by the Secretary of State ~~within five years~~
4 following the date of issuance of the certificate of revocation
5 upon:

6 (1) The filing of an application for reinstatement.

7 (2) The filing with the Secretary of State by the
8 corporation of all reports then due and theretofore
9 becoming due.

10 (3) The payment to the Secretary of State by the
11 corporation of all fees, franchise taxes, and penalties
12 then due and theretofore becoming due.

13 (b) The application for reinstatement shall be executed and
14 filed in duplicate in accordance with Section 1.10 of this Act
15 and shall set forth:

16 (1) The name of the corporation at the time of the
17 issuance of the certificate of revocation.

18 (2) If such name is not available for use as determined
19 by the Secretary of State at the time of filing the
20 application for reinstatement, the name of the corporation
21 as changed; provided, however, that any change of name is
22 properly effected pursuant to Section 13.30 and Section
23 13.40 of this Act.

24 (3) The date of the issuance of the certificate of
25 revocation.

26 (4) The address, including street and number, or rural
27 route number, of the registered office of the corporation
28 upon reinstatement thereof, and the name of its registered
29 agent at such address upon the reinstatement of the
30 corporation; provided, however, that any change from
31 either the registered office or the registered agent at the
32 time of revocation is properly reported pursuant to Section
33 5.10 of this act.

34 (c) When a revoked corporation has complied with the
35 provisions of this Section, the Secretary of State shall file
36 the application for reinstatement.

1 (d) Upon the filing of the application for reinstatement,
2 the authority of the corporation to transact business in this
3 State shall be deemed to have continued without interruption
4 from the date of the issuance of the certificate of revocation,
5 and the corporation shall stand revived as if its ~~certificate~~
6 ~~of~~ authority had not been revoked; and all acts and proceedings
7 of its officers, directors and shareholders, acting or
8 purporting to act as such, which would have been legal and
9 valid but for such revocation, shall stand ratified and
10 confirmed.

11 (Source: P.A. 92-33, eff. 7-1-01.)

12 Section 10. The General Not For Profit Corporation Act of
13 1986 is amended by changing Sections 105.10, 112.45, 113.60,
14 114.05, and 115.10 as follows:

15 (805 ILCS 105/105.10) (from Ch. 32, par. 105.10)

16 Sec. 105.10. Change of registered office or registered
17 agent.

18 (a) A domestic corporation or a foreign corporation may
19 from time to time change the address of its registered office.
20 A domestic corporation or a foreign corporation shall change
21 its registered agent if the office of registered agent shall
22 become vacant for any reason, or if its registered agent
23 becomes disqualified or incapacitated to act, or if the
24 corporation revokes the appointment of its registered agent.

25 (b) A domestic corporation or a foreign corporation may
26 change the address of its registered office or change its
27 registered agent, or both, ~~by so indicating on the statement of~~
28 ~~change on the annual report of that corporation filed pursuant~~
29 ~~to Section 114.10 of this Act or~~ by executing and filing in
30 duplicate, in accordance with Section 101.10 of this Act, a
31 statement setting forth:

32 (1) the name of the corporation;

33 (2) the address, including street and number, or rural
34 route number, of its then registered office;

1 (3) if the address of its registered office be changed,
2 the address, including street and number, or rural route
3 number, to which the registered office is to be changed;

4 (4) the name of its then registered agent;

5 (5) if its registered agent be changed, the name of its
6 successor registered agent;

7 (6) that the address of its registered office and the
8 address of the business office of its registered agent, as
9 changed, will be identical;

10 (7) that such change was authorized by resolution duly
11 adopted by the board of directors.

12 (c) (Blank). ~~A legible copy of the statement of change as~~
13 ~~on the annual report returned by the Secretary of State shall~~
14 ~~be filed for record within the time prescribed by this Act in~~
15 ~~the office of the Recorder of the county in which the~~
16 ~~registered office of the corporation in this State was situated~~
17 ~~before the filing of the statement in the Office of the~~
18 ~~Secretary of State.~~

19 (d) If the registered office is changed from one county to
20 another county, then the corporation shall also file for record
21 within the time prescribed by this Act in the office of the
22 Recorder of the county to which such registered office is
23 changed:

24 (1) In the case of a domestic corporation:

25 (i) A copy of its articles of incorporation
26 certified by the Secretary of State.

27 (ii) A copy of the statement of change of address
28 of its registered office, certified by the Secretary of
29 State.

30 (2) In the case of a foreign corporation:

31 (i) A copy of its application for authority to
32 transact business in this State, certified by the
33 Secretary of State.

34 (ii) A copy of all amendments to such ~~certificate~~
35 ~~of~~ authority, if any, likewise certified by the
36 Secretary of State.

1 (iii) A copy of the statement of change of address
2 of its registered office certified by the Secretary of
3 State.

4 (e) The change of address of the registered office, or the
5 change of registered agent, or both, as the case may be, shall
6 become effective upon the filing of such statement by the
7 Secretary of State.

8 (Source: P.A. 91-357, eff. 7-29-99; 92-33, eff. 7-1-01.)

9 (805 ILCS 105/112.45) (from Ch. 32, par. 112.45)

10 Sec. 112.45. Reinstatement following administrative
11 dissolution.

12 (a) A domestic corporation administratively dissolved
13 under Section 112.40 of this Act may be reinstated by the
14 Secretary of State ~~within five years~~ following the date of
15 issuance of the certificate of dissolution upon:

16 (1) The filing of an application for reinstatement;

17 (2) The filing with the Secretary of State by the
18 corporation of all reports then due and theretofore
19 becoming due;

20 (3) The payment to the Secretary of State by the
21 corporation of all fees and penalties then due and
22 theretofore becoming due.

23 (b) The application for reinstatement shall be executed and
24 filed in duplicate in accordance with Section 101.10 of this
25 Act and shall set forth:

26 (1) The name of the corporation at the time of the
27 issuance of the certificate of dissolution;

28 (2) If such name is not available for use as determined
29 by the Secretary of State at the time of filing the
30 application for reinstatement, the name of the corporation
31 as changed; provided, however, that any change of name is
32 properly effected pursuant to Section 110.05 and Section
33 110.30 of this Act;

34 (3) The date of the issuance of the certificate of
35 dissolution;

1 (4) The address, including street and number, or rural
2 route number, of the registered office of the corporation
3 upon reinstatement thereof, and the name of its registered
4 agent at such address upon the reinstatement of the
5 corporation, provided however, that any change from either
6 the registered office or the registered agent at the time
7 of dissolution is properly reported pursuant to Section
8 105.10 of this Act.

9 (c) When a dissolved corporation has complied with the
10 provisions of this Section, the Secretary of State shall file
11 the application for reinstatement.

12 (d) Upon the filing of the application for reinstatement,
13 the corporate existence shall be deemed to have continued
14 without interruption from the date of the issuance of the
15 certificate of dissolution, and the corporation shall stand
16 revived with such powers, duties and obligations as if it had
17 not been dissolved; and all acts and proceedings of its
18 officers, directors and members, acting or purporting to act as
19 such, which would have been legal and valid but for such
20 dissolution, shall stand ratified and confirmed.

21 (Source: P.A. 92-33, eff. 7-1-01.)

22 (805 ILCS 105/113.60) (from Ch. 32, par. 113.60)

23 Sec. 113.60. Reinstatement following revocation.

24 (a) A foreign corporation revoked under Section 113.55 of
25 this Act may be reinstated by the Secretary of State ~~within~~
26 ~~five years~~ following the date of issuance of the certificate of
27 revocation upon:

28 (1) The filing of an application for reinstatement;

29 (2) The filing with the Secretary of State by the
30 corporation of all reports then due and theretofore
31 becoming due; and

32 (3) The payment to the Secretary of State by the
33 corporation of all fees and penalties then due and
34 theretofore becoming due.

35 (b) The application for reinstatement shall be executed and

1 filed in duplicate in accordance with Section 101.10 of this
2 Act and shall set forth:

3 (1) The name of the corporation at the time of the
4 issuance of the certificate of revocation;

5 (2) If such name is not available for use as determined
6 by the Secretary of State at the time of filing the
7 application for reinstatement, the name of the corporation
8 as changed, or the assumed corporate name which the
9 corporation elects to adopt for use in this State in
10 accordance with Section 104.05; provided, however, that
11 any change of name is properly effected pursuant to
12 Sections 113.30 and Section 113.40 of this Act, and any
13 adoption of assumed corporate name is properly effected
14 pursuant to Section 104.15 of this Act;

15 (3) The date of the issuance of the certificate of
16 revocation; and

17 (4) The address, including street and number, or rural
18 route number, of the registered office of the corporation
19 upon reinstatement thereof, and the name of its registered
20 agent at such address upon the reinstatement of the
21 corporation; provided, however, that any change from
22 either the registered office or the registered agent at the
23 time of revocation is properly reported pursuant to Section
24 105.10 of this Act.

25 (c) When a revoked corporation has complied with the
26 provisions of this Section, the Secretary of State shall file
27 the application for reinstatement.

28 (d) Upon the filing of the application for reinstatement,
29 the authority of the corporation to conduct affairs in this
30 State shall be deemed to have continued without interruption
31 from the date of the issuance of the certificate of revocation,
32 and the corporation shall stand revived as if its authority had
33 not been revoked; and all acts and proceedings of its officers,
34 directors and members, acting or purporting to act as such,
35 which would have been legal and valid but for such revocation,
36 shall stand ratified and confirmed.

1 (Source: P.A. 92-33, eff. 7-1-01.)

2 (805 ILCS 105/114.05) (from Ch. 32, par. 114.05)

3 Sec. 114.05. Annual report of domestic or foreign
4 corporation. Each domestic corporation organized under this
5 Act, and each foreign corporation authorized to conduct affairs
6 in this State, shall file, within the time prescribed by this
7 Act, an annual report setting forth:

8 (a) The name of the corporation.

9 (b) The address, including street and number, or rural
10 route number, of its registered office in this State, and the
11 name of its registered agent at such address ~~and a statement of~~
12 ~~change of its registered office or registered agent, or both,~~
13 ~~if any.~~

14 (c) The address, including street and number, if any, of
15 its principal office.

16 (d) The names and respective addresses, including street
17 and number, or rural route number, of its directors and
18 officers.

19 (e) A brief statement of the character of the affairs which
20 the corporation is actually conducting from among the purposes
21 authorized in Section 103.05 of this Act.

22 (f) Whether the corporation is a Condominium Association as
23 established under the Condominium Property Act, a Cooperative
24 Housing Corporation defined in Section 216 of the Internal
25 Revenue Code of 1954 or a Homeowner Association which
26 administers a common-interest community as defined in
27 subsection (c) of Section 9-102 of the Code of Civil Procedure.

28 (g) Such additional information as may be necessary or
29 appropriate in order to enable the Secretary of State to
30 administer this Act and to verify the proper amount of fees
31 payable by the corporation.

32 Such annual report shall be made on forms prescribed and
33 furnished by the Secretary of State, and the information
34 therein required by subsections (a) to (d), both inclusive, of
35 this Section, shall be given as of the date of the execution of

1 the annual report. It shall be executed by the corporation by
2 any authorized officer and verified by him or her, or, if the
3 corporation is in the hands of a receiver or trustee, it shall
4 be executed on behalf of the corporation and verified by such
5 receiver or trustee.

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

7 (805 ILCS 105/115.10) (from Ch. 32, par. 115.10)

8 Sec. 115.10. Fees for filing documents. The Secretary of
9 State shall charge and collect for:

10 (a) Filing articles of incorporation, \$50.

11 (b) Filing articles of amendment, \$25, unless the amendment
12 is a restatement of the articles of incorporation, in which
13 case the fee shall be \$100.

14 (c) Filing articles of merger or consolidation, \$25.

15 (d) Filing articles of dissolution, \$5.

16 (e) Filing application to reserve a corporate name, \$25.

17 (f) Filing a notice of transfer or cancellation of a
18 reserved corporate name, \$25.

19 (g) Filing statement of change of address of registered
20 office or change of registered agent, or both, ~~if other than on~~
21 ~~an annual report,~~ \$5.

22 (h) Filing an application of a foreign corporation for
23 authority to conduct affairs in this State, \$50.

24 (i) Filing an application of a foreign corporation for
25 amended authority to conduct affairs in this State, \$25.

26 (j) Filing a copy of amendment to the articles of
27 incorporation of a foreign corporation holding authority to
28 conduct affairs in this State, \$25, unless the amendment is a
29 restatement of the articles of incorporation, in which case the
30 fee shall be \$100.

31 (k) Filing a copy of articles of merger of a foreign
32 corporation holding authority to conduct affairs in this State,
33 \$25.

34 (l) Filing an application for withdrawal and final report
35 or a copy of articles of dissolution of a foreign corporation,

1 \$5.

2 (m) Filing an annual report of a domestic or foreign
3 corporation, \$5.

4 (n) Filing an application for reinstatement of a domestic
5 or a foreign corporation, \$25.

6 (o) Filing an application for use of an assumed corporate
7 name, \$150 for each year or part thereof ending in 0 or 5, \$120
8 for each year or part thereof ending in 1 or 6, \$90 for each
9 year or part thereof ending in 2 or 7, \$60 for each year or part
10 thereof ending in 3 or 8, \$30 for each year or part thereof
11 ending in 4 or 9, and a renewal fee for each assumed corporate
12 name, \$150.

13 (p) Filing an application for change or cancellation of an
14 assumed corporate name, \$5.

15 (q) Filing an application to register the corporate name of
16 a foreign corporation, \$50; and an annual renewal fee for the
17 registered name, \$50.

18 (r) Filing an application for cancellation of a registered
19 name of a foreign corporation, \$5.

20 (s) Filing a statement of correction, \$25.

21 (t) Filing an election to accept this Act, \$25.

22 (u) Filing any other statement or report, \$5.

23 (Source: P.A. 92-33, eff. 7-1-01; 92-651, eff. 7-11-02; 93-59,
24 eff. 7-1-03.)

25 Section 15. The Limited Liability Company Act is amended by
26 changing Sections 1-35, 35-40, 45-65, 50-10, and 50-15 and by
27 adding Sections 1-36 and 1-37 as follows:

28 (805 ILCS 180/1-35)

29 Sec. 1-35. Registered office and registered agent.

30 (a) Each limited liability company and foreign limited
31 liability company shall continuously maintain in this State a
32 registered agent and registered office, which agent must be an
33 individual resident of this State, a domestic corporation, or a
34 foreign corporation having a place of business in, and

1 authorized to do business in, this State. If the agent is a
2 corporation, the corporation must be authorized by its articles
3 of incorporation to act as an agent.

4 (b) A limited liability company or foreign limited
5 liability company may change its registered agent or the
6 address of its registered office pursuant to Section 1-36 and
7 the registered agent of a limited liability company or a
8 foreign limited liability company may change the address of its
9 registered office pursuant to Section 1-37 ~~5-15~~.

10 (c) The registered agent may at any time resign by filing
11 in the Office of the Secretary of State written notice thereof
12 and by mailing a copy thereof to the limited liability company
13 or foreign limited liability company at its principal office as
14 it is known to the resigning registered agent. The notice must
15 be mailed at least 10 days before the date of filing thereof
16 with the Secretary of State. The notice shall be executed by
17 the registered agent, if an individual, or by a principal
18 officer, if the registered agent is a corporation. The notice
19 shall set forth all of the following:

20 (1) The name of the limited liability company for which
21 the registered agent is acting.

22 (2) The name of the registered agent.

23 (3) The address, including street, number, city and
24 county of the limited liability company's then registered
25 office in this State.

26 (4) That the registered agent resigns.

27 (5) The effective date of the resignation, which shall
28 not be sooner than 30 days after the date of filing.

29 (6) The address of the principal office of the limited
30 liability company as it is known to the registered agent.

31 (7) A statement that a copy of the notice has been sent
32 by registered or certified mail to the principal office of
33 the limited liability company within the time and in the
34 manner prescribed by this Section.

35 (d) A new registered agent must be placed on record within
36 60 days after a registered agent's notice of resignation under

1 this Section.

2 (Source: P.A. 90-424, eff. 1-1-98; 91-354, eff. 1-1-00.)

3 (805 ILCS 180/1-36 new)

4 Sec. 1-36. Change of registered office or registered agent.

5 (a) A domestic limited liability company or a foreign
6 limited liability company may from time to time change the
7 address of its registered office. A domestic limited liability
8 company or a foreign limited liability company shall change its
9 registered agent if the office of registered agent shall become
10 vacant for any reason, or if its registered agent becomes
11 disqualified or incapacitated to act.

12 (b) A domestic limited liability company or a foreign
13 limited liability company may change the address of its
14 registered office or change its registered agent, or both, by
15 executing and filing, in duplicate, in accordance with Section
16 5-45 of this Act a statement setting forth:

17 (1) The name of the limited liability company.

18 (2) The address, including street and number, or rural
19 route number, of its then registered office.

20 (3) If the address of its registered office be changed,
21 the address, including street and number, or rural route
22 number, to which the registered office is to be changed.

23 (4) The name of its then registered agent.

24 (5) If its registered agent be changed, the name of its
25 successor registered agent.

26 (6) That the address of its registered office and the
27 address of the business office of its registered agent, as
28 changed, will be identical.

29 (7) That such change was authorized by resolution duly
30 adopted by the members or managers.

31 (c) The change of address of the registered office, or the
32 change of registered agent, or both, as the case may be, shall
33 become effective upon the filing of such statement by the
34 Secretary of State.

1 (805 ILCS 180/1-37 new)

2 Sec. 1-37. Change of address of registered agent.

3 (a) A registered agent may change the address of the
4 registered office of the domestic limited liability company or
5 of the foreign limited liability company, for which he or she
6 or it is a registered agent, to another address in this State,
7 by filing, in duplicate, in accordance with Section 5-45 of
8 this Act a statement setting forth:

9 (1) The name of the limited liability company.

10 (2) The address, including street and number, or rural
11 route number, of its then registered office.

12 (3) The address, including street and number, or rural
13 route number, to which the registered office is to be
14 changed.

15 (4) The name of its registered agent.

16 (5) That the address of its registered office and the
17 address of the business office of its registered agent, as
18 changed, will be identical.

19 Such statement shall be executed by the registered agent.

20 (b) The change of address of the registered office shall
21 become effective upon the filing of such statement by the
22 Secretary of State.

23 (805 ILCS 180/35-40)

24 Sec. 35-40. Reinstatement following administrative
25 dissolution.

26 (a) A limited liability company administratively dissolved
27 under Section 35-25 may be reinstated by the Secretary of State
28 ~~within 5 years~~ following the date of issuance of the notice of
29 dissolution upon ~~the occurrence of all of the following:~~

30 (1) The filing of an application for reinstatement.

31 (2) The filing with the Secretary of State by the
32 limited liability company of all reports then due and
33 theretofore becoming due.

34 (3) The payment to the Secretary of State by the
35 limited liability company of all fees and penalties then

1 due and theretofore becoming due.

2 (b) The application for reinstatement shall be executed and
3 filed in duplicate in accordance with Section 5-45 of this Act
4 and shall set forth all of the following:

5 (1) The name of the limited liability company at the
6 time of the issuance of the notice of dissolution.

7 (2) If the name is not available for use as determined
8 by the Secretary of State at the time of filing the
9 application for reinstatement, the name of the limited
10 liability company as changed, provided that any change of
11 name is properly effected under Section 1-10 and Section
12 5.25 ~~1-15~~ of this Act.

13 (3) The date of issuance of the notice of dissolution.

14 (4) The address, including street and number or rural
15 route number of the registered office of the limited
16 liability company upon reinstatement thereof and the name
17 of its registered agent at that address upon the
18 reinstatement of the limited liability company, provided
19 that any change from either the registered office or the
20 registered agent at the time of dissolution is properly
21 reported under Section 1-35 of this Act.

22 (c) When a dissolved limited liability company has complied
23 with the provisions of the Section, the Secretary of State
24 shall file the application for reinstatement.

25 (d) Upon the filing of the application for reinstatement,
26 the limited liability company existence shall be deemed to have
27 continued without interruption from the date of the issuance of
28 the notice of dissolution, and the limited liability company
29 shall stand revived with the powers, duties, and obligations as
30 if it had not been dissolved; and all acts and proceedings of
31 its members or managers, acting or purporting to act in that
32 capacity, that would have been legal and valid but for the
33 dissolution, shall stand ratified and confirmed.

34 (Source: P.A. 92-33, eff. 7-1-01.)

35 (805 ILCS 180/45-65)

1 Sec. 45-65. Reinstatement following revocation.

2 (a) A limited liability company whose admission has been
3 revoked under Section 45-35 may be reinstated by the Secretary
4 of State ~~within 5 years~~ following the date of issuance of the
5 certificate of revocation upon ~~the occurrence of all of the~~
6 ~~following:~~

7 (1) The filing of the application for reinstatement.

8 (2) The filing with the Secretary of State by the
9 limited liability company of all reports then due and
10 becoming due.

11 (3) The payment to the Secretary of State by the
12 limited liability company of all fees and penalties then
13 due and becoming due.

14 (b) The application for reinstatement shall be executed and
15 filed in duplicate in accordance with Section 5-45 and shall
16 set forth all of the following:

17 (1) The name of the limited liability company at the
18 time of the issuance of the notice of revocation.

19 (2) If the name is not available for use as determined
20 by the Secretary of State at the time of filing the
21 application for reinstatement, the name of the limited
22 liability company as changed, provided that any change is
23 properly effected under Sections 1-10 and 45-25.

24 (3) The date of the issuance of the notice of
25 revocation.

26 (4) The address, including street and number or rural
27 route number of the registered office of the limited
28 liability company upon reinstatement and the name of its
29 registered agent at that address upon the reinstatement of
30 the limited liability company, provided that any change
31 from either the registered office or the registered agent
32 at the time of revocation is properly reported under
33 Section 1-35.

34 (c) When a limited liability company whose admission has
35 been revoked has complied with the provisions of this Section,
36 the Secretary of State shall file the application for

1 reinstatement.

2 (d) Upon the filing of the application for reinstatement:

3 (i) the admission of the limited liability company to transact
4 business in this State shall be deemed to have continued
5 without interruption from the date of the issuance of the
6 notice of revocation, (ii) the limited liability company shall
7 stand revived with the powers, duties, and obligations as if
8 its admission had not been revoked, and (iii) all acts and
9 proceedings of its members or managers, acting or purporting to
10 act in that capacity, that would have been legal and valid but
11 for the revocation, shall stand ratified and confirmed.

12 (Source: P.A. 92-33, eff. 7-1-01.)

13 (805 ILCS 180/50-10)

14 Sec. 50-10. Fees.

15 (a) The Secretary of State shall charge and collect in
16 accordance with the provisions of this Act and rules
17 promulgated under its authority all of the following:

18 (1) Fees for filing documents.

19 (2) Miscellaneous charges.

20 (3) Fees for the sale of lists of filings and for
21 copies of any documents.

22 (b) The Secretary of State shall charge and collect for all
23 of the following:

24 (1) Filing articles of organization ~~of limited~~
25 ~~liability companies~~ (domestic), application for admission
26 (foreign), and restated articles of organization
27 (domestic), \$500.

28 (2) Filing amendments (domestic or foreign), ~~+~~

29 ~~(A) For other than change of registered agent name~~
30 ~~or registered office, or both,~~ \$150.

31 ~~(B) For the purpose of changing the registered~~
32 ~~agent name or registered office, or both,~~ \$35.

33 (3) Filing articles of dissolution or application for
34 withdrawal, \$100.

35 (4) Filing an application to reserve a name, \$300.

- 1 (5) Renewal fee for reserved name, \$100. ~~(Blank).~~
- 2 (6) Filing a notice of a transfer of a reserved name,
3 \$100.
- 4 (7) Registration of a name, \$300.
- 5 (8) Renewal of registration of a name, \$100.
- 6 (9) Filing an application for use of an assumed name
7 under Section 1-20 of this Act, \$150 for each year or part
8 thereof ending in 0 or 5, \$120 for each year or part
9 thereof ending in 1 or 6, \$90 for each year or part thereof
10 ending in 2 or 7, \$60 for each year or part thereof ending
11 in 3 or 8, \$30 for each year or part thereof ending in 4 or
12 9, and a renewal for each assumed name, \$150.
- 13 (10) Filing an application for change of an assumed
14 name, \$100.
- 15 (11) Filing an annual report of a limited liability
16 company or foreign limited liability company, \$250, if
17 filed as required by this Act, plus a penalty if
18 delinquent.
- 19 (12) Filing an application for reinstatement of a
20 limited liability company or foreign limited liability
21 company \$500.
- 22 (13) Filing Articles of Merger, \$100 plus \$50 for each
23 party to the merger in excess of the first 2 parties.
- 24 (14) Filing an Agreement of Conversion or Statement of
25 Conversion, \$100.
- 26 (15) Filing a statement of change of address of
27 registered office or change of registered agent, or both,
28 or filing a statement of correction, \$25.
- 29 (16) Filing a petition for refund, \$15.
- 30 (17) Filing any other document, \$100.
- 31 (c) The Secretary of State shall charge and collect all of
32 the following:
- 33 (1) For furnishing a copy or certified copy of any
34 document, instrument, or paper relating to a limited
35 liability company or foreign limited liability company, or
36 for a certificate, \$25 ~~\$1 per page, but not less than \$25,~~

1 ~~and \$25 for the certificate and for affixing the seal~~
2 ~~thereto.~~

3 (2) For the transfer of information by computer process
4 media to any purchaser, fees established by rule.

5 (Source: P.A. 92-33, eff. 7-1-01; 93-32, eff. 12-1-03; 93-59,
6 eff. 7-1-03; revised 9-5-03.)

7 (805 ILCS 180/50-15)

8 Sec. 50-15. Penalty.

9 (a) The Secretary of State shall declare any limited
10 liability company or foreign limited liability company to be
11 delinquent and not in good standing if any of the following
12 occur:

13 (1) It has failed to file its annual report and pay the
14 requisite fee as required by this Act before the first day
15 of the anniversary month in the year in which it is due.

16 (2) It has failed to appoint and maintain a registered
17 agent in Illinois within 60 days of notification of the
18 Secretary of State by the resigning registered agent.

19 (3) (Blank).

20 (b) If the limited liability company or foreign limited
21 liability company has not corrected the default within the time
22 periods prescribed by this Act, the Secretary of State shall be
23 empowered to invoke any of the following penalties:

24 (1) For failure or refusal to comply with subsection
25 (a) of this Section within 60 days after the due date, a
26 penalty of \$300 plus \$100 for each year or fraction thereof
27 beginning with the second year of delinquency until
28 returned to good standing or until reinstatement is
29 effected.

30 (2) The Secretary of State shall not file any
31 additional documents, amendments, reports, or other papers
32 relating to any limited liability company or foreign
33 limited liability company organized under or subject to the
34 provisions of this Act until any delinquency under
35 subsection (a) is satisfied.

1 (3) In response to inquiries received in the Office of
2 the Secretary of State from any party regarding a limited
3 liability company that is delinquent, the Secretary of
4 State may show the limited liability company as not in good
5 standing.

6 (Source: P.A. 93-32, eff. 12-1-03.)