



Rep. Frank J. Mautino

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1 AMENDMENT TO SENATE BILL 1691

2 AMENDMENT NO. \_\_\_\_\_. Amend Senate Bill 1691 by replacing  
3 everything after the enacting clause with the following:

4 "Section 5. The General Not For Profit Corporation Act of  
5 1986 is amended by changing Section 115.15 as follows:

6 (805 ILCS 105/115.15) (from Ch. 32, par. 115.15)

7 Sec. 115.15. Miscellaneous charges. The Secretary of State  
8 shall charge and collect:

9 (a) For furnishing a copy or certified copy of any  
10 document, instrument, or paper relating to a corporation, or  
11 for a certificate, \$.50 per page, but not less than \$5, and \$5  
12 for the certificate and for affixing the seal thereto.

13 (b) At the time of any service of process, notice or demand  
14 on him or her as resident agent of a corporation, \$10, which  
15 amount may be recovered as taxable costs by the party to the  
16 suit or action causing such service to be made if such party

1 prevails in the suit or action.

2 (Source: P.A. 84-1423.)

3 Section 10. The Limited Liability Company Act is amended by  
4 changing Sections 1-5 and 50-10 and the heading of Article 37  
5 as follows:

6 (805 ILCS 180/1-5)

7 Sec. 1-5. Definitions. As used in this Act, unless the  
8 context otherwise requires:

9 "Anniversary" means that day every year exactly one or more  
10 years after: (i) the date the articles of organization filed  
11 under Section 5-5 of this Act were filed by the Office of the  
12 Secretary of State, in the case of a limited liability company;  
13 or (ii) the date the application for admission to transact  
14 business filed under Section 45-5 of this Act was filed by the  
15 Office of the Secretary of State, in the case of a foreign  
16 limited liability company.

17 "Anniversary month" means the month in which the  
18 anniversary of the limited liability company occurs.

19 "Articles of organization" means the articles of  
20 organization filed by the Secretary of State for the purpose of  
21 forming a limited liability company as specified in Article 5  
22 and all amendments thereto, whether evidenced by articles of  
23 amendment, articles of merger, or a statement of correction  
24 affecting the articles.

1 "Assumed limited liability company name" means any limited  
2 liability company name other than the true limited liability  
3 company name, except that the identification by a limited  
4 liability company of its business with a trademark or service  
5 mark of which it is the owner or licensed user shall not  
6 constitute the use of an assumed name under this Act.

7 "Bankruptcy" means bankruptcy under the Federal Bankruptcy  
8 Code of 1978, Title 11, Chapter 7 of the United States Code.

9 "Business" includes every trade, occupation, profession,  
10 and other lawful purpose, whether or not carried on for profit.

11 "Contribution" means any cash, property, or services  
12 rendered or a promissory note or other binding obligation to  
13 contribute cash or property or to perform services, that a  
14 person contributes to the limited liability company in that  
15 person's capacity as a member.

16 "Court" includes every court and judge having jurisdiction  
17 in a case.

18 "Debtor in bankruptcy" means a person who is the subject of  
19 an order for relief under Title 11 of the United States Code, a  
20 comparable order under a successor statute of general  
21 application, or a comparable order under federal, state, or  
22 foreign law governing insolvency.

23 "Distribution" means a transfer of money, property, or  
24 other benefit from a limited liability company to a member in  
25 the member's capacity as a member or to a transferee of the  
26 member's distributional interest.

1 "Distributional interest" means all of a member's interest  
2 in distributions by the limited liability company.

3 "Entity" means a person other than an individual.

4 "Federal employer identification number" means either (i)  
5 the federal employer identification number assigned by the  
6 Internal Revenue Service to the limited liability company or  
7 foreign limited liability company or (ii) in the case of a  
8 limited liability company or foreign limited liability company  
9 not required to have a federal employer identification number,  
10 any other number that may be assigned by the Internal Revenue  
11 Service for purposes of identification.

12 "Foreign limited liability company" means an  
13 unincorporated entity organized under laws other than the laws  
14 of this State that afford limited liability to its owners  
15 comparable to the liability under Section 10-10 and is not  
16 required to register to transact business under any law of this  
17 State other than this Act.

18 "Insolvent" means that a limited liability company is  
19 unable to pay its debts as they become due in the usual course  
20 of its business.

21 "Limited liability company" means a limited liability  
22 company organized under this Act.

23 "L3C" or "low-profit limited liability company" means a  
24 for-profit limited liability company which satisfies the  
25 requirements of Section 1-26 of this Act and does not have as a  
26 significant purpose the production of income or the

1 appreciation of property.

2 "Manager" means a person, whether or not a member of a  
3 manager-managed company, who is vested with authority under  
4 Section 13-5.

5 "Manager-managed company" means a limited liability  
6 company which is so designated in its articles of organization.

7 "Member" means a person who becomes a member of the limited  
8 liability company upon formation of the company or in the  
9 manner and at the time provided in the operating agreement or,  
10 if the operating agreement does not so provide, in the manner  
11 and at the time provided in this Act.

12 "Member-managed company" means a limited liability company  
13 other than a manager-managed company.

14 "Membership interest" means a member's rights in the  
15 limited liability company, including the member's right to  
16 receive distributions of the limited liability company's  
17 assets.

18 "Operating agreement" means the agreement under Section  
19 15-5 concerning the relations among the members, managers, and  
20 limited liability company. The term "operating agreement"  
21 includes amendments to the agreement.

22 "Organizer" means one of the signers of the original  
23 articles of organization.

24 "Person" means an individual, partnership, domestic or  
25 foreign limited partnership, limited liability company or  
26 foreign limited liability company, trust, estate, association,

1 corporation, governmental body, or other juridical being.

2 "Registered office" means that office maintained by the  
3 limited liability company in this State, the address, including  
4 street, number, city and county, of which is on file in the  
5 office of the Secretary of State, at which, any process,  
6 notice, or demand required or permitted by law may be served  
7 upon the registered agent of the limited liability company.

8 "Registered agent" means a person who is an agent for  
9 service of process on the limited liability company who is  
10 appointed by the limited liability company and whose address is  
11 the registered office of the limited liability company.

12 "Restated articles of organization" means the articles of  
13 organization restated as provided in Section 5-30.

14 "State" means a state, territory, or possession of the  
15 United States, the District of Columbia, or the Commonwealth of  
16 Puerto Rico.

17 "Transfer" includes an assignment, conveyance, deed, bill  
18 of sale, lease, mortgage, security interest, encumbrance, and  
19 gift.

20 (Source: P.A. 96-126, eff. 1-1-10.)

21 (805 ILCS 180/Art. 37 heading)

22 Article 37. Conversions, ~~and~~ mergers, and series

23 (805 ILCS 180/50-10)

24 Sec. 50-10. Fees.

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

4 (1) Fees for filing documents.

5 (2) Miscellaneous charges.

6 (3) Fees for the sale of lists of filings and for  
7 copies of any documents.

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

10 (1) Filing articles of organization (domestic),  
11 application for admission (foreign), and restated articles  
12 of organization (domestic), \$500. Notwithstanding the  
13 foregoing, the fee for filing articles of organization  
14 (domestic), application for admission (foreign), and  
15 restated articles of organization (domestic) in connection  
16 with a limited liability company with ability to establish  
17 ~~a~~ series pursuant to Section 37-40 of this Act is \$750.

18 (2) Filing articles of amendment or an amended  
19 application for admission ~~amendments (domestic or~~  
20 ~~foreign)~~, \$150.

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

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

24 (5) Filing a notice of cancellation of a ~~Renewal fee~~  
25 ~~for~~ reserved name, \$100.

26 (6) Filing a notice of a transfer of a reserved name,

1           \$100.

2           (7) Registration of a name, \$300.

3           (8) Renewal of registration of a name, \$100.

4           (9) Filing an application for use of an assumed name  
5 under Section 1-20 of this Act, \$150 for each year or part  
6 thereof ending in 0 or 5, \$120 for each year or part  
7 thereof ending in 1 or 6, \$90 for each year or part thereof  
8 ending in 2 or 7, \$60 for each year or part thereof ending  
9 in 3 or 8, \$30 for each year or part thereof ending in 4 or  
10 9, and a renewal for each assumed name, \$150.

11           (10) Filing an application for change or cancellation  
12 of an assumed name, \$100.

13           (11) Filing an annual report of a limited liability  
14 company or foreign limited liability company, \$250, if  
15 filed as required by this Act, plus a penalty if  
16 delinquent. Notwithstanding the foregoing, the fee for  
17 filing an annual report of a limited liability company or  
18 foreign limited liability company with ability to  
19 establish series is \$250 plus \$50 for each series for which  
20 a certificate of designation has been filed pursuant to  
21 Section 37-40 of this Act and active on the last day of the  
22 third month preceding the company's anniversary month,  
23 plus a penalty if delinquent.

24           (12) Filing an application for reinstatement of a  
25 limited liability company or foreign limited liability  
26 company \$500.



1 (13) Filing Articles of Merger, \$100 plus \$50 for each  
2 party to the merger in excess of the first 2 parties.

3 (14) Filing an Agreement of Conversion or Statement of  
4 Conversion, \$100.

5 (15) Filing a statement of change of address of  
6 registered office or change of registered agent, or both,  
7 or filing a statement of correction, \$25.

8 (16) Filing a petition for refund, \$15.

9 (17) Filing any other document, \$100.

10 (18) Filing a certificate of designation of a limited  
11 liability company with the ability to establish a series  
12 pursuant to Section 37-40 of this Act, \$50.

13 (c) The Secretary of State shall charge and collect all of  
14 the following:

15 (1) For furnishing a copy or certified copy of any  
16 document, instrument, or paper relating to a limited  
17 liability company or foreign limited liability company, or  
18 for a certificate, \$25.

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

21 (Source: P.A. 94-605, eff. 1-1-06; 94-607, eff. 8-16-05;  
22 95-331, eff. 8-21-07.)

23 Section 15. The Uniform Partnership Act (1997) is amended  
24 by changing Sections 105 and 108 and by adding Sections 105.5,  
25 1004, 1005, and 1106 as follows:

1 (805 ILCS 206/105)

2 Sec. 105. Execution, filing, and recording of statements.

3 (a) A statement may be filed in the office of the Secretary  
4 of State. A certified copy of a statement that is filed in an  
5 office in another State may be filed in the office of the  
6 Secretary of State. Either filing has the effect provided in  
7 this Act with respect to partnership property located in or  
8 transactions that occur in this State.

9 (b) A certified copy of a statement that has been filed in  
10 the office of the Secretary of State and recorded in the office  
11 for recording transfers of real property has the effect  
12 provided for recorded statements in this Act. A recorded  
13 statement that is not a certified copy of a statement filed in  
14 the office of the Secretary of State does not have the effect  
15 provided for recorded statements in this Act.

16 (c) A statement of qualification or foreign qualification  
17 filed by a partnership must be executed by at least 2 partners.  
18 Other statements must be executed by a partner or other person  
19 authorized by this Act. An individual who executes a statement  
20 as, or on behalf of, a partner or other person named as a  
21 partner in a statement shall personally declare under penalty  
22 of perjury that the contents of the statement are accurate.

23 (d) A person authorized by this Act to file a statement may  
24 amend or cancel the statement by filing an amendment or  
25 cancellation that names the partnership, identifies the

1 statement, and states the substance of the amendment or  
2 cancellation.

3 (e) A person who files a statement pursuant to this Section  
4 shall promptly send a copy of the statement to every nonfiling  
5 partner and to any other person named as a partner in the  
6 statement. Failure to send a copy of a statement to a partner  
7 or other person does not limit the effectiveness of the  
8 statement as to a person not a partner.

9 (f) The Secretary of State may collect a fee for filing or  
10 providing a certified copy of a statement as provided in  
11 Section 108. The officer responsible for recording transfers of  
12 real property may collect a fee for recording a statement.

13 (Source: P.A. 92-740, eff. 1-1-03.)

14 (805 ILCS 206/105.5 new)

15 Sec. 105.5. Electronic filing. Documents or reports  
16 transmitted for filing electronically must include the name of  
17 the person making the submission. The inclusion shall  
18 constitute the affirmation or acknowledgement of the person,  
19 under penalties of perjury, that the instrument is his or her  
20 act and deed or the act and deed of the limited liability  
21 partnership, as the case may be, and that the facts stated  
22 therein are true. Compliance with this Section shall satisfy  
23 the signature provisions of Section 105 of this Act, which  
24 shall otherwise apply.

1 (805 ILCS 206/108)

2 Sec. 108. Fees.

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

6 (1) fees for filing documents;

7 (2) miscellaneous charges; and

8 (3) fees for the sale of lists of filings and for  
9 copies of any documents, ~~and the sale or release of any~~  
10 ~~information.~~

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

12 (1) for furnishing a copy or certified copy of any  
13 document, instrument, or paper relating to a registered  
14 limited liability partnership, ~~\$1 per page, but not less~~  
15 ~~than \$25, and \$25 for the certificate and for affixing the~~  
16 ~~seal to the certificate;~~

17 (2) for the transfer of information by computer process  
18 media to any purchaser, fees established by rule;

19 (3) for filing a statement of partnership authority,  
20 \$25;

21 (4) for filing a statement of denial, \$25;

22 (5) for filing a statement of dissociation, \$25;

23 (6) for filing a statement of dissolution, \$100;

24 (7) for filing a statement of merger, \$100;

25 (8) for filing a statement of qualification for a  
26 limited liability partnership organized under the laws of

1 this State, \$100 for each partner, but in no event shall  
2 the fee be less than \$200 or exceed \$5,000;

3 (9) for filing a statement of foreign qualification,  
4 \$500;

5 (10) for filing a renewal statement for a limited  
6 liability partnership organized under the laws of this  
7 State, \$100 for each partner, but in no event shall the fee  
8 be less than \$200 or exceed \$5,000;

9 (11) for filing a renewal statement for a foreign  
10 limited liability partnership, ~~\$300;~~

11 (12) for filing an amendment or cancellation of a  
12 statement, \$25;

13 (13) for filing a statement of withdrawal, \$100;

14 (14) for the purposes of changing the registered agent  
15 name or registered office, or both, ~~\$25;~~

16 (15) for filing an application for reinstatement,  
17 \$200;

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

19 (c) All fees collected pursuant to this Act shall be  
20 deposited into the Division of Corporations Limited Liability  
21 Partnership Fund.

22 (d) There is hereby continued in the State treasury a  
23 special fund to be known as the Division of Corporations  
24 Limited Liability Partnership Fund. Moneys deposited into the  
25 Fund shall, subject to appropriation, be used by the Business  
26 Services Division of the Office of the Secretary of State to

1 administer the responsibilities of the Secretary of State under  
2 this Act. The balance of the Fund at the end of any fiscal year  
3 shall not exceed \$200,000, and any amount in excess thereof  
4 shall be transferred to the General Revenue Fund.

5 (Source: P.A. 92-740, eff. 1-1-03.)

6 (805 ILCS 206/1004 new)

7 Sec. 1004. Reinstatement of limited liability partnership  
8 status.

9 (a) A partnership whose status as a limited liability  
10 partnership or foreign limited liability partnership has  
11 expired as a result of the failure to file a renewal report  
12 required by Section 1003 may reinstate such status as a limited  
13 liability partnership or foreign limited liability partnership  
14 upon:

15 (1) the filing with the Secretary of State of an  
16 application for reinstatement;

17 (2) the filing with the Secretary of State of all  
18 reports then due and becoming due; and

19 (3) the payment to the Secretary of State of all fees  
20 then due and becoming due.

21 (b) The application for reinstatement shall be executed and  
22 filed in duplicate in accordance with Section 105 and shall set  
23 forth all of the following:

24 (1) the name of the limited liability partnership at  
25 the time of expiration;

1           (2) the date of expiration;

2           (3) the name and address of the agent for service of  
3           process; provided that any change to either the agent for  
4           service of process or the address of the agent for service  
5           of process is properly reported.

6           (c) When a partnership whose status as a limited liability  
7           partnership or foreign limited liability partnership has  
8           expired has complied with the provisions of this Section, the  
9           Secretary of State shall file the application for  
10           reinstatement.

11           (d) Upon filing of the application for reinstatement: (i)  
12           status as a limited liability partnership or foreign limited  
13           liability partnership shall be deemed to have continued without  
14           interruption from the date of expiration and shall stand  
15           revived with the powers, duties, and obligations, as if it had  
16           not expired, and (ii) all acts and proceedings of its partners,  
17           acting or purporting to act in that capacity, that would have  
18           been legal and valid but for the expiration shall stand  
19           ratified and confirmed.

20           (805 ILCS 206/1005 new)

21           Sec. 1005. Resignation of agent for service of process upon  
22           a limited liability partnership.

23           (a) The agent for service of process may at any time resign  
24           by filing in the Office of the Secretary of State written  
25           notice thereof and by mailing a copy thereof to the limited

1 liability partnership at its chief executive office. The notice  
2 must be mailed at least 10 days before the date of filing  
3 thereof with the Secretary of State. The notice shall be  
4 executed by the agent for service of process. The notice shall  
5 set forth all of the following:

6 (1) The name of the limited liability partnership for  
7 which the agent for service of process is acting.

8 (2) The name of the agent for service of process.

9 (3) The address, including street, number, city, and  
10 county of the limited liability partnership's then address  
11 of its agent for service of process in this State.

12 (4) That the agent for service of process resigns.

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

15 (6) The address of the chief executive office of the  
16 limited liability partnership as it is known to the agent  
17 for service of process.

18 (7) A statement that a copy of the notice has been sent  
19 by registered or certified mail to the chief executive  
20 office of the limited liability partnership within the time  
21 and in the manner prescribed by this Section.

22 (b) A new agent for service of process must be placed on  
23 record within 60 days after an agent's notice of resignation  
24 under this Section.



1       Sec. 1106. Resignation of agent for service of process upon  
2 a foreign limited liability partnership.

3       (a) The agent for service of process may at any time resign  
4 by filing in the Office of the Secretary of State written  
5 notice thereof and by mailing a copy thereof to the foreign  
6 limited liability partnership at its chief executive office.  
7 The notice must be mailed at least 10 days before the date of  
8 filing thereof with the Secretary of State. The notice shall be  
9 executed by the agent for service of process. The notice shall  
10 set forth all of the following:

11           (1) The name of the foreign limited liability  
12 partnership for which the agent for service of process is  
13 acting.

14           (2) The name of the agent for service of process.

15           (3) The address, including street, number, city, and  
16 county of the foreign limited liability partnership's then  
17 address of its agent for service of process in this State.

18           (4) That the agent for service of process resigns.

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

21           (6) The address of the chief executive office of the  
22 foreign limited liability partnership as it is known to the  
23 agent for service of process.

24           (7) A statement that a copy of the notice has been sent  
25 by registered or certified mail to the chief executive  
26 office of the limited liability partnership within the time

1       and in the manner prescribed by this Section.

2       (b) A new agent for service of process must be placed on  
3 record within 60 days after an agent's notice of resignation  
4 under this Section.

5       Section 20. The Uniform Limited Partnership Act (2001) is  
6 amended by changing Sections 116, 117, 202, 206, 809, 810, 906,  
7 1302, and 1308 and by adding Sections 204.5, 902.5, and 906.5  
8 as follows:

9       (805 ILCS 215/116)

10       Sec. 116. Resignation of agent for service of process.

11       (a) The agent for service of process may at any time resign  
12 by filing in the Office of the Secretary of State written  
13 notice thereof and by mailing a copy thereof to the limited  
14 partnership or foreign limited partnership at its designated  
15 office and another copy to the principal office if the address  
16 of the office appears in the records of the Secretary of State  
17 and is different from the address of the designated office. The  
18 notice must be mailed at least 10 days before the date of  
19 filing thereof with the Secretary of State. The notice shall be  
20 executed by the agent for service of process. The notice shall  
21 set forth all of the following:

22       (1) The name of the limited partnership for which the  
23 agent for service of process is acting.

24       (2) The name of the agent for service of process.

1           (3) The address, including street, number, and city of  
2           the limited partnership's then address of its agent for  
3           service of process in this State.

4           (4) That the agent for service of process resigns.

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

7           (6) The address of the designated office of the limited  
8           partnership as it is known to the registered agent.

9           (7) A statement that a copy of the notice has been sent  
10          by registered or certified mail to the designated office of  
11          the limited partnership within the time and in the manner  
12          prescribed by this Section.

13          (b) A new agent for service of process must be placed on  
14          record within 60 days after an agent's notice of resignation  
15          under this Section.

16          ~~(a) In order to resign as an agent for service of process~~  
17          ~~of a limited partnership or foreign limited partnership, the~~  
18          ~~agent must deliver to the Secretary of State for filing a~~  
19          ~~statement of resignation containing the name of the limited~~  
20          ~~partnership or foreign limited partnership.~~

21          ~~(b) After receiving a statement of resignation, the~~  
22          ~~Secretary of State shall file it and mail a copy to the~~  
23          ~~designated office of the limited partnership or foreign limited~~  
24          ~~partnership and another copy to the principal office if the~~  
25          ~~address of the office appears in the records of the Secretary~~  
26          ~~of State and is different from the address of the designated~~

1 ~~office.~~

2 ~~(c) An agency for service of process is terminated on the~~  
3 ~~31st day after the Secretary of State files the statement of~~  
4 ~~resignation.~~

5 (Source: P.A. 93-967, eff. 1-1-05.)

6 (805 ILCS 215/117)

7 Sec. 117. Service of process.

8 (a) An agent for service of process appointed by a limited  
9 partnership or foreign limited partnership is an agent of the  
10 limited partnership or foreign limited partnership for service  
11 of any process, notice, or demand required or permitted by law  
12 to be served upon the limited partnership or foreign limited  
13 partnership.

14 (b) If a limited partnership or foreign limited partnership  
15 does not appoint or maintain an agent for service of process in  
16 this State or the agent for service of process cannot with  
17 reasonable diligence be found at the agent's address, the  
18 Secretary of State is an agent of the limited partnership or  
19 foreign limited partnership upon whom process, notice, or  
20 demand may be served.

21 (c) Service under subsection (b) shall be made by the  
22 person instituting the action by doing all of the following:

23 (1) serving upon the Secretary of State, or upon any  
24 employee having responsibility for administering this Act,  
25 a copy of the process, notice, or demand, together with any

1 papers required by law to be delivered in connection with  
2 service and paying the fee prescribed by Section 1302 of  
3 this Act;

4 (2) transmitting notice of the service upon the  
5 Secretary of State and a copy of the process, notice, or  
6 demand and accompanying papers to the limited partnership  
7 being served, by registered or certified mail:

8 (A) at the last address of the agent for service of  
9 process for the limited partnership or foreign limited  
10 partnership shown by the records on file in the Office  
11 of the Secretary of State; and

12 (B) at the address the use of which the person  
13 instituting the action, suit, or proceeding knows or,  
14 on the basis of reasonable inquiry, has reason to  
15 believe, is most likely to result in actual notice.

16 (3) attaching an affidavit of compliance with this  
17 Section, in substantially the form that the Secretary of  
18 State may by rule or regulation prescribe, to the process,  
19 notice, or demand.

20 ~~(c) Service of any process, notice, or demand on the~~  
21 ~~Secretary of State may be made by delivering to and leaving~~  
22 ~~with the Secretary of State duplicate copies of the process,~~  
23 ~~notice, or demand. If a process, notice, or demand is served on~~  
24 ~~the Secretary of State, the Secretary of State shall forward~~  
25 ~~one of the copies by registered or certified mail, return~~  
26 ~~receipt requested, to the limited partnership or foreign~~

1 ~~limited partnership at its designated office. An affidavit of~~  
2 ~~compliance with this Section, in substantially the form that~~  
3 ~~the Secretary of State may prescribe by rule, shall be attached~~  
4 ~~to the process, notice, or demand.~~

5 (d) Service is effected under subsection (c) at the  
6 earliest of:

7 (1) the date the limited partnership or foreign limited  
8 partnership receives the process, notice, or demand;

9 (2) the date shown on the return receipt, if signed on  
10 behalf of the limited partnership or foreign limited  
11 partnership; or

12 (3) five days after the process, notice, or demand is  
13 deposited in the mail, if mailed postpaid and correctly  
14 addressed.

15 (e) The Secretary of State shall keep a record of each  
16 process, notice, and demand served pursuant to this Section and  
17 record the time of, and the action taken regarding, the  
18 service.

19 (f) This Section does not affect the right to serve  
20 process, notice, or demand in any other manner provided by law.

21 (Source: P.A. 95-368, eff. 8-23-07.)

22 (805 ILCS 215/202)

23 Sec. 202. Amendment or restatement of certification.

24 (a) In order to amend its certificate of limited  
25 partnership, a limited partnership must deliver to the

1 Secretary of State for filing an amendment or, pursuant to  
2 Article 11, articles of merger stating:

3 (1) the name of the limited partnership;

4 (2) the date of filing of its initial certificate; and

5 (3) the changes the amendment makes to the certificate  
6 as most recently amended or restated.

7 (b) A limited partnership shall promptly deliver to the  
8 Secretary of State for filing an amendment to a certificate of  
9 limited partnership to reflect:

10 (1) the admission of a new general partner;

11 (2) the dissociation of a person as a general partner;

12 or

13 (3) the appointment of a person to wind up the limited  
14 partnership's activities under Section 803(c) or (d).

15 (c) A general partner that knows that any information in a  
16 filed certificate of limited partnership was false when the  
17 certificate was filed or has become false due to changed  
18 circumstances shall promptly:

19 (1) cause the certificate to be amended; or

20 (2) if appropriate, deliver to the Secretary of State  
21 for filing a statement of change pursuant to Section 115 or  
22 a statement of correction pursuant to Section 207.

23 (d) Except as provided in Section 210, a ~~A~~ certificate of  
24 limited partnership may be amended at any time for any other  
25 proper purpose as determined by the limited partnership.

26 (e) A restated certificate of limited partnership may be

1 delivered to the Secretary of State for filing in the same  
2 manner as an amendment. A restated certificate of limited  
3 partnership shall supersede the original certificate of  
4 limited partnership and all amendments thereto filed prior to  
5 the effective date of filing the restated certificate of  
6 limited partnership.

7 (f) Subject to Section 206(c), an amendment or restated  
8 certificate is effective when filed by the Secretary of State.

9 (Source: P.A. 93-967, eff. 1-1-05.)

10 (805 ILCS 215/204.5 new)

11 Sec. 204.5. Electronic filing. Documents or reports  
12 transmitted for filing electronically must include the name of  
13 the person making the submission. The inclusion shall  
14 constitute the affirmation or acknowledgement of the person,  
15 under penalties of perjury, that the instrument is his or her  
16 act and deed or the act and deed of the limited partnership, as  
17 the case may be, and that the facts stated therein are true.  
18 Compliance with this Section shall satisfy the signature  
19 provisions of Section 204 of this Act, which shall otherwise  
20 apply.

21 (805 ILCS 215/206)

22 Sec. 206. Delivery to and filing of records by Secretary of  
23 State; effective time and date.

24 (a) A record authorized or required to be delivered to the



1 Secretary of State for filing under this Act must be captioned  
2 to describe the record's purpose, be in a medium permitted by  
3 the Secretary of State, and be delivered to the Secretary of  
4 State. Unless the Secretary of State determines that a record  
5 does not comply with the filing requirements of this Act, and  
6 if all filing fees have been paid, the Secretary of State shall  
7 file the record and:

8 (1) for a statement of dissociation, send:

9 (A) a copy of the filed statement and a receipt for  
10 the fees to the person which the statement indicates  
11 has dissociated as a general partner; and

12 (B) a copy of the filed statement and receipt to  
13 the limited partnership;

14 (2) for a statement of withdrawal, send:

15 (A) a copy of the filed statement and a receipt for  
16 the fees to the person on whose behalf the record was  
17 filed; and

18 (B) if the statement refers to an existing limited  
19 partnership, a copy of the filed statement and receipt  
20 to the limited partnership; and

21 (3) for all other records except annual reports filed  
22 pursuant to Section 210, send a copy of the filed record  
23 and a receipt for the fees to the person on whose behalf  
24 the record was filed.

25 (b) Upon request and payment of a fee, the Secretary of  
26 State shall send to the requester a certified copy of the

1 requested record.

2 (c) Except as otherwise provided in Sections 116 and 207, a  
3 record delivered to the Secretary of State for filing under  
4 this Act may specify an effective time and a delayed effective  
5 date. Except as otherwise provided in this Act, a record filed  
6 by the Secretary of State is effective:

7 (1) if the record does not specify an effective time  
8 and does not specify a delayed effective date, on the date  
9 and at the time the record is filed as evidenced by the  
10 Secretary of State's endorsement of the date and time on  
11 the record;

12 (2) if the record specifies an effective time but not a  
13 delayed effective date, on the date the record is filed at  
14 the time specified in the record;

15 (3) if the record specifies a delayed effective date  
16 but not an effective time, at 12:01 a.m. on the earlier of:

17 (A) the specified date; or

18 (B) the 90th day after the record is filed; or

19 (4) if the record specifies an effective time and a  
20 delayed effective date, at the specified time on the  
21 earlier of:

22 (A) the specified date; or

23 (B) the 90th day after the record is filed.

24 (Source: P.A. 93-967, eff. 1-1-05.)

25 (805 ILCS 215/809)

1           Sec. 809. Administrative dissolution.

2           (a) The Secretary of State may dissolve a limited  
3 partnership administratively if the limited partnership does  
4 not, within 60 days after the due date:

5           (1) pay any fee, tax, or penalty due to the Secretary  
6 of State under this Act or other law; ~~or~~

7           (2) file ~~deliver~~ its annual report with ~~to~~ the  
8 Secretary of State; or ~~-~~

9           (3) appoint and maintain an agent for service of  
10 process in Illinois after a registered agent's notice of  
11 resignation under Section 116.

12           (b) If the Secretary of State determines that a ground  
13 exists for administratively dissolving a limited partnership,  
14 the Secretary of State shall file a record of the determination  
15 and send a copy of the filed record to the limited  
16 partnership's agent for service of process in this State, or if  
17 the limited partnership does not appoint and maintain a proper  
18 agent, to the limited partnership's designated office ~~serve the~~  
19 ~~limited partnership with a copy of the filed record.~~

20           (c) If within 60 days after service of the copy of the  
21 record of determination the limited partnership does not  
22 correct each ground for dissolution or demonstrate to the  
23 reasonable satisfaction of the Secretary of State that each  
24 ground determined by the Secretary of State does not exist, the  
25 Secretary of State shall administratively dissolve the limited  
26 partnership by preparing, signing, and filing a declaration of

1 dissolution that states the grounds for dissolution. The  
2 Secretary of State shall send a copy to the limited  
3 partnership's agent for service of process in this State, or if  
4 the limited partnership does not appoint and maintain a proper  
5 agent, to the limited partnership's designated office ~~serve the~~  
6 ~~limited partnership with a copy of the filed declaration.~~

7 (d) A limited partnership administratively dissolved  
8 continues its existence but may carry on only activities  
9 necessary to wind up its activities and liquidate its assets  
10 under Sections 803 and 812 and to notify claimants under  
11 Sections 806 and 807.

12 (e) The administrative dissolution of a limited  
13 partnership does not terminate the authority of its agent for  
14 service of process.

15 (Source: P.A. 93-967, eff. 1-1-05.)

16 (805 ILCS 215/810)

17 Sec. 810. Reinstatement following administrative  
18 dissolution.

19 (a) A limited partnership that has been administratively  
20 dissolved under Section 809 may be reinstated by the Secretary  
21 of State following the date of dissolution upon:

22 (1) the filing of an application for reinstatement;

23 (2) the filing with the Secretary of State of all  
24 reports then due and becoming due; and

25 (3) the payment to the Secretary of State of all fees

1 and penalties then due and becoming due.

2 (b) The application for reinstatement shall be executed and  
3 filed in duplicate in accordance with Section 204 and shall set  
4 forth all of the following:

5 (1) the name of the limited partnership at the time of  
6 dissolution;

7 (2) the date of dissolution;

8 (3) the agent for service of process and the address of  
9 the agent for service of process; provided that any change  
10 to either the agent for service of process or the address  
11 of the agent for service of process is properly reported  
12 under Section 115.

13 (c) When a limited partnership that has been  
14 administratively dissolved has complied with the provisions of  
15 this Section, the Secretary of State shall file the application  
16 for reinstatement.

17 (d) Upon filing of the application for reinstatement: (i)  
18 the limited partnership shall be deemed to have continued  
19 without interruption from the date of dissolution and shall  
20 stand revived with the powers, duties, and obligations, as if  
21 it had not been dissolved, and (ii) all acts and proceedings of  
22 its partners, acting or purporting to act in that capacity,  
23 that would have been legal and valid but for the dissolution  
24 shall stand ratified and confirmed.

25 ~~(a) A limited partnership that has been administratively~~  
26 ~~dissolved may apply to the Secretary of State for reinstatement~~

1 ~~after the effective date of dissolution. The application must~~  
2 ~~be delivered to the Secretary of State for filing and state:~~

3 ~~(1) the name of the limited partnership and the~~  
4 ~~effective date of its administrative dissolution;~~

5 ~~(2) that the grounds for dissolution either did not~~  
6 ~~exist or have been eliminated; and~~

7 ~~(3) that the limited partnership's name satisfies the~~  
8 ~~requirements of Section 108.~~

9 ~~(b) If the Secretary of State determines that an~~  
10 ~~application contains the information required by subsection~~  
11 ~~(a) and that the information is correct, the Secretary of State~~  
12 ~~shall prepare a declaration of reinstatement that states this~~  
13 ~~determination, sign, and file the original of the declaration~~  
14 ~~of reinstatement, and serve the limited partnership with a~~  
15 ~~copy.~~

16 ~~(c) When reinstatement becomes effective, it relates back~~  
17 ~~to and takes effect as of the effective date of the~~  
18 ~~administrative dissolution and the limited partnership may~~  
19 ~~resume its activities as if the administrative dissolution had~~  
20 ~~never occurred.~~

21 (Source: P.A. 93-967, eff. 1-1-05.)

22 (805 ILCS 215/902.5 new)

23 Sec. 902.5. Amended application for certificate of  
24 authority.

25 (a) In order to amend its application for certificate of

1 authority, a foreign limited partnership must deliver to the  
2 Secretary of State for filing an amended application for  
3 certificate of authority stating:

4 (1) the name of the foreign limited partnership and, if  
5 the name does not comply with Section 108, an alternate  
6 name adopted pursuant to Section 905 (a);

7 (2) the date of filing the application for certificate  
8 of authority; and

9 (3) the amendment to the application for certificate of  
10 authority.

11 (b) A foreign limited partnership shall promptly deliver to  
12 the Secretary of State for filing an amended application for  
13 certificate of authority to reflect:

14 (1) the admission of a new general partner; or

15 (2) the dissociation of a person as a general partner.

16 (c) A general partner who becomes aware that any statement  
17 in the application for certificate of authority was false when  
18 made or that any statement or facts therein have changed shall  
19 promptly:

20 (1) cause the certificate to be amended; or

21 (2) if appropriate, deliver to the Secretary of State  
22 for filing a statement of change pursuant to Section 115 or  
23 a statement of correction pursuant to Section 207.

24 (d) Except as provided in Section 210, an application for  
25 certificate of authority may be amended at any time for any  
26 other proper purpose as determined by the limited partnership.

1 (805 ILCS 215/906)

2 Sec. 906. Revocation of certificate of authority.

3 (a) A certificate of authority of a foreign limited  
4 partnership to transact business in this State may be revoked  
5 by the Secretary of State in the manner provided in subsections  
6 (b) and (c) if the foreign limited partnership does not:

7 (1) pay, within 60 days after the due date, any fee,  
8 tax or penalty due to the Secretary of State under this Act  
9 or other law;

10 (2) file ~~deliver~~, within 60 days after the due date,  
11 its annual report required under Section 210;

12 (3) appoint and maintain an agent for service of  
13 process in Illinois within 60 days after a registered  
14 agent's notice of resignation under Section 116 ~~as required~~  
15 ~~by Section 114(b)~~; or

16 (4) renew its alternate assumed name or apply to change  
17 its alternate assumed name under this Act when the limited  
18 partnership may only transact business within this State  
19 under its alternate assumed name ~~deliver for filing a~~  
20 ~~statement of a change under Section 115 within 30 days~~  
21 ~~after a change has occurred in the name or address of the~~  
22 ~~agent.~~

23 (b) If the Secretary of State determines that a ground  
24 exists for revoking the certificate of authority of a foreign  
25 limited partnership, the Secretary of State shall file a record



1 of the determination and send a copy of the filed record to the  
2 foreign limited partnership's agent for service of process in  
3 this State, or if the foreign limited partnership does not  
4 appoint and maintain a proper agent, to the foreign limited  
5 partnership's designated office.

6 (c) If within 60 days after service of the copy of the  
7 record of determination the foreign limited partnership does  
8 not correct each ground for revocation or demonstrate to the  
9 reasonable satisfaction of the Secretary of State that each  
10 ground determined by the Secretary of State does not exist, the  
11 Secretary of State shall revoke the certificate of authority of  
12 the foreign limited partnership by preparing, signing, and  
13 filing a declaration of revocation that states the grounds for  
14 the revocation. The Secretary of State shall send a copy of the  
15 filed declaration to the foreign limited partnership's agent  
16 for service of process in this State, or if the foreign limited  
17 partnership does not appoint and maintain a proper agent, to  
18 the foreign limited partnership's designated office.

19 (d) The authority of a foreign limited partnership to  
20 transact business in this State ceases on the date of  
21 revocation.

22 ~~(b) In order to revoke a certificate of authority, the~~  
23 ~~Secretary of State must prepare, sign, and file a notice of~~  
24 ~~revocation and send a copy to the foreign limited partnership's~~  
25 ~~agent for service of process in this State, or if the foreign~~  
26 ~~limited partnership does not appoint and maintain a proper~~

1 ~~agent in this State, to the foreign limited partnership's~~  
2 ~~designated office. The notice must state:~~

3 ~~(1) the revocation's effective date, which must be at~~  
4 ~~least 60 days after the date the Secretary of State sends~~  
5 ~~the copy; and~~

6 ~~(2) the foreign limited partnership's failures to~~  
7 ~~comply with subsection (a) which are the reason for the~~  
8 ~~revocation.~~

9 ~~(c) The authority of the foreign limited partnership to~~  
10 ~~transact business in this State ceases on the effective date of~~  
11 ~~the notice of revocation unless before that date the foreign~~  
12 ~~limited partnership cures each failure to comply with~~  
13 ~~subsection (a) stated in the notice. If the foreign limited~~  
14 ~~partnership cures the failures, the Secretary of State shall so~~  
15 ~~indicate on the filed notice.~~

16 (Source: P.A. 93-967, eff. 1-1-05.)

17 (805 ILCS 215/906.5 new)

18 Sec. 906.5. Reinstatement following revocation.

19 (a) A foreign limited partnership that has had its  
20 certificate of authority revoked under Section 906 may be  
21 reinstated by the Secretary of State following the date of  
22 revocation upon:

23 (1) the filing of an application for reinstatement;

24 (2) the filing with the Secretary of State of all  
25 reports then due and becoming due; and

1           (3) the payment to the Secretary of State of all fees  
2           and penalties then due and becoming due.

3           (b) The application for reinstatement shall be executed and  
4           filed in duplicate in accordance with Section 204 and shall set  
5           forth all of the following:

6           (1) the name of the foreign limited partnership at the  
7           time of revocation;

8           (2) the date of revocation;

9           (3) the agent for service of process and the address of  
10           the agent for service of process; provided that any change  
11           to either the agent for service of process or the address  
12           of the agent for service of process is properly reported  
13           under Section 115.

14           (c) When a limited partnership whose certificate of  
15           authority has been revoked has complied with the provisions of  
16           this Section, the Secretary of State shall file the application  
17           for reinstatement.

18           (d) Upon filing of the application for reinstatement: (i)  
19           the certificate of authority of the limited partnership to  
20           transact business in this State shall be deemed to have  
21           continued without interruption from the date of revocation,  
22           (ii) the limited partnership shall stand revived with the  
23           powers, duties, and obligations, as if its certificate of  
24           authority had not been revoked, and (iii) all acts and  
25           proceedings of its partners, acting or purporting to act in  
26           that capacity, that would have been legal and valid but for the

1 revocation shall stand ratified and confirmed.

2 (805 ILCS 215/1302)

3 Sec. 1302. Fees.

4 (a) The Secretary of State shall charge and collect in  
5 accordance with the provisions of this Act and rules  
6 promulgated pursuant to its authority:

7 (1) fees for filing documents;

8 (2) miscellaneous charges;

9 (3) fees for the sale of lists of filings and for ~~7~~  
10 copies of any documents, ~~and for the sale or release of any~~  
11 ~~information.~~

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

13 (1) filing a certificate ~~certificates~~ of limited  
14 partnership (domestic), a certificate ~~certificates~~ of  
15 authority admission (foreign), and a restated certificate  
16 ~~certificates~~ of limited partnership (domestic), ~~and~~  
17 ~~restated certificates of admission (foreign)~~, \$150;

18 (2) (blank) filing certificates ~~to be governed by this~~  
19 ~~Act~~, \$50;

20 (3) filing an amendment or certificate ~~amendments and~~  
21 ~~certificates~~ of amendment, \$50;

22 (4) filing a statement ~~certificates~~ of cancellation or  
23 notice of termination, \$25;

24 (5) filing an application for use of an assumed name  
25 under Section 108.5 of this Act, \$150 for each year or part

1           thereof ending in 0 or 5, \$120 for each year or part  
2           thereof ending in 1 or 6, \$90 for each year or part thereof  
3           ending in 2 or 7, \$60 for each year or part thereof ending  
4           in 3 or 8, \$30 for each year or part thereof ending in 4 or  
5           9, and a renewal for each assumed name, \$150;

6           (6) filing an annual report of a domestic or foreign  
7           limited partnership, \$100;

8           (7) filing an application for reinstatement of a  
9           domestic or foreign limited partnership, ~~and for issuing a~~  
10          ~~certificate of reinstatement,~~ \$200;

11          (8) filing any other document, \$50.

12          (c) The Secretary of State shall charge and collect:

13           (1) for furnishing a copy or certified copy of any  
14           document, instrument or paper relating to a limited  
15           partnership or foreign limited partnership, \$25; and

16           (2) for the transfer of information by computer process  
17           media to any purchaser, fees established by rule.

18          (Source: P.A. 93-967, eff. 1-1-05.)

19           (805 ILCS 215/1308)

20           Sec. 1308. Department of Business Services Special  
21           Operations Fund.

22           (a) A special fund in the State Treasury is created and  
23           shall be known as the Department of Business Services Special  
24           Operations Fund. Moneys deposited into the Fund shall, subject  
25           to appropriation, be used by the Department of Business

1 Services of the Office of the Secretary of State, hereinafter  
2 "Department", to create and maintain the capability to perform  
3 expedited services in response to special requests made by the  
4 public for same day or 24 hour service. Moneys deposited into  
5 the Fund shall be used for, but not limited to, expenditures  
6 for personal services, retirement, Social Security, ~~social~~  
7 ~~security~~ contractual services, equipment, electronic data  
8 processing, and telecommunications.

9 (b) The balance in the Fund at the end of any fiscal year  
10 shall not exceed \$600,000 and any amount in excess thereof  
11 shall be transferred to the General Revenue Fund.

12 (c) All fees payable to the Secretary of State under this  
13 Section shall be deposited into the Fund. No other fees or  
14 charges collected under this Act shall be deposited into the  
15 Fund.

16 (d) "Expedited services" means services rendered within  
17 the same day, or within 24 hours from the time the request  
18 therefor is submitted by the filer, law firm, service company,  
19 or messenger physically in person or, ~~or~~ at the Secretary of  
20 State's discretion, by electronic means, to the Department's  
21 Springfield Office or Chicago Office and includes requests for  
22 certified copies, photocopies, and certificates of existence  
23 or abstracts of computer record made to the Department's  
24 Springfield Office in person or by telephone, or requests for  
25 certificates of existence or abstracts of computer record made  
26 in person or by telephone to the Department's Chicago Office.

1 (e) Fees for expedited services shall be as follows:

2 Merger or conversion, \$200;

3 Certificate of limited partnership, \$100;

4 Certificate of amendment, \$100;

5 Reinstatement, \$100;

6 Application for admission to transact business, \$100;

7 ~~Certificate of cancellation of admission, \$100;~~

8 Certificate of existence or abstract of computer  
9 record, \$20.

10 All other filings, copies of documents, annual renewal  
11 reports, and copies of documents of canceled limited  
12 partnerships, \$50.

13 (Source: P.A. 93-967, eff. 1-1-05.)

14 (805 ILCS 215/1305 rep.)

15 Section 25. The Uniform Limited Partnership Act (2001) is  
16 amended by repealing Section 1305.

17 Section 99. Effective date. This Act takes effect upon  
18 becoming law."