

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 8.65, 12.40, 12.45, and 12.80 as follows:

6 (805 ILCS 5/8.65) (from Ch. 32, par. 8.65)

7 Sec. 8.65. Liability of directors in certain cases.

8 (a) In addition to any other liabilities imposed by law  
9 upon directors of a corporation, they are liable as follows:

10 (1) The directors of a corporation who vote for or  
11 assent to any distribution prohibited by Section 9.10 of  
12 this Act shall be jointly and severally liable to the  
13 corporation for the amount of such distribution.

14 (2) If a dissolved corporation shall proceed to bar any  
15 known claims against it under Section 12.75, the directors  
16 of such corporation who fail to take reasonable steps to  
17 cause the notice required by Section 12.75 of this Act to  
18 be given to any known creditor of such corporation shall be  
19 jointly and severally liable to such creditor for all loss  
20 and damage occasioned thereby.

21 (3) Unless dissolution is subsequently revoked  
22 pursuant to Section 12.25 of this Act, the ~~The~~ directors of  
23 a corporation that carries on its business after the filing

1 by the Secretary of State of articles of dissolution with  
2 respect to a voluntary dissolution authorized as provided  
3 by this Act, otherwise than ~~so far as may be~~ necessary or  
4 appropriate to wind up and liquidate its business and  
5 affairs ~~for the winding up thereof~~, shall be jointly and  
6 severally liable to the creditors of such corporation for  
7 all debts and liabilities of the corporation incurred in so  
8 carrying on its business. Directors of a corporation that  
9 carries on its business during a period of administrative  
10 dissolution shall not be liable under this paragraph (a) (3)  
11 if the Secretary of State subsequently files an application  
12 for reinstatement under subsection (c) of Section 12.45,  
13 which reinstatement shall have the effect described in  
14 subsection (d) of Section 12.45.

15 (b) A director of a corporation who is present at a meeting  
16 of its board of directors at which action on any corporate  
17 matter is taken is conclusively presumed to have assented to  
18 the action taken unless his or her dissent is entered in the  
19 minutes of the meeting or unless he or she files his or her  
20 written dissent to such action with the person acting as the  
21 secretary of the meeting before the adjournment thereof or  
22 forwards such dissent by registered or certified mail to the  
23 secretary of the corporation immediately after the adjournment  
24 of the meeting. Such right to dissent does not apply to a  
25 director who voted in favor of such action.

26 (c) A director shall not be liable for a distribution of

1 assets to the shareholders of a corporation in excess of the  
2 amount authorized by Section 9.10 of this Act if he or she  
3 relied and acted in good faith upon a balance sheet and profit  
4 and loss statement of the corporation represented to him or her  
5 to be correct by the president or the officer of such  
6 corporation having charge of its books of account, or certified  
7 by an independent public or certified public accountant or firm  
8 of such accountants to fairly reflect the financial condition  
9 of such corporation, nor shall he or she be so liable if in  
10 good faith in determining the amount available for any such  
11 dividend or distribution he or she considered the assets to be  
12 of their book value.

13 (d) Any director against whom a claim is asserted under  
14 this Section and who is held liable thereon, is entitled to  
15 contribution from the other directors who are likewise liable  
16 thereon.

17 Any director against whom a claim is asserted for the  
18 improper distribution of assets of a corporation and who is  
19 held liable thereon, is entitled to contribution from the  
20 shareholders who knowingly accepted or received any such  
21 distribution in proportion to the amounts received by them  
22 respectively.

23 (Source: P.A. 84-924.)

24 (805 ILCS 5/12.40) (from Ch. 32, par. 12.40)

25 Sec. 12.40. Procedure for administrative dissolution.

1           (a) After the Secretary of State determines that one or  
2 more grounds exist under Section 12.35 for the administrative  
3 dissolution of a corporation, he or she shall send by regular  
4 mail to each delinquent corporation a Notice of Delinquency to  
5 its registered office, or, if the corporation has failed to  
6 maintain a registered office, then to the president or other  
7 principal officer at the last known office of said officer.

8           (b) If the corporation does not correct the default  
9 described in paragraphs (a) through (e) of Section 12.35 within  
10 90 days following such notice, the Secretary of State shall  
11 thereupon dissolve the corporation by issuing a certificate of  
12 dissolution that recites the ground or grounds for dissolution  
13 and its effective date. If the corporation does not correct the  
14 default described in paragraphs (f) through (h) of Section  
15 12.35, within 30 days following such notice, the Secretary of  
16 State shall thereupon dissolve the corporation by issuing a  
17 certificate of dissolution as herein prescribed. The Secretary  
18 of State shall file the original of the certificate in his or  
19 her office and mail one copy to the corporation at its  
20 registered office or, if the corporation has failed to maintain  
21 a registered office, then to the president or other principal  
22 officer at the last known office of said officer.

23           (c) The administrative dissolution of a corporation  
24 terminates its corporate existence and such a dissolved  
25 corporation shall not thereafter carry on any business,  
26 provided however, that such a dissolved corporation may take

1 all action authorized under Section 12.75 or as otherwise  
2 necessary or appropriate to wind up and liquidate its business  
3 and affairs under Section 12.30.

4 (Source: P.A. 96-1121, eff. 1-1-11.)

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

6 Sec. 12.45. Reinstatement following administrative  
7 dissolution.

8 (a) A domestic corporation administratively dissolved  
9 under Section 12.40 may be reinstated by the Secretary of State  
10 following the date of issuance of the certificate of  
11 dissolution upon:

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

13 (2) The filing with the Secretary of State by the  
14 corporation of all reports then due and theretofore  
15 becoming due.

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

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

22 (1) The name of the corporation at the time of the  
23 issuance of the certificate of dissolution.

24 (2) If such name is not available for use as determined  
25 by the Secretary of State at the time of filing the

1 application for reinstatement, the name of the corporation  
2 as changed, provided however, and any change of name is  
3 properly effected pursuant to Section 10.05 and Section  
4 10.30 of this Act.

5 (3) The date of the issuance of the certificate of  
6 dissolution.

7 (4) The address, including street and number, or rural  
8 route number of the registered office of the corporation  
9 upon reinstatement thereof, and the name of its registered  
10 agent at such address upon the reinstatement of the  
11 corporation, provided however, that any change from either  
12 the registered office or the registered agent at the time  
13 of dissolution is properly reported pursuant to Section  
14 5.10 of this Act.

15 (c) When a dissolved corporation has complied with the  
16 provisions of this Section the Secretary of State shall file  
17 the application for reinstatement.

18 (d) Upon the filing of the application for reinstatement,  
19 the corporate existence for all purposes shall be deemed to  
20 have continued without interruption from the date of the  
21 issuance of the certificate of dissolution, and the corporation  
22 shall stand revived with such powers, duties and obligations as  
23 if it had not been dissolved; and all acts and proceedings of  
24 its ~~officers, directors and~~ shareholders, directors, officers,  
25 employees, and agents, acting or purporting to act in that  
26 capacity ~~as such,~~ and which would have been legal and valid but

1 for such dissolution, shall stand ratified and confirmed.

2 (e) Without limiting the generality of subsection (d), upon  
3 the filing of the application for reinstatement, no  
4 shareholder, director, or officer shall be personally liable,  
5 under Section 8.65 of this Act or otherwise, for the debts and  
6 liabilities of the corporation incurred during the period of  
7 administrative dissolution by reason of the fact that the  
8 corporation was administratively dissolved at the time the  
9 debts or liabilities were incurred.

10 (Source: P.A. 96-328, eff. 8-11-09.)

11 (805 ILCS 5/12.80) (from Ch. 32, par. 12.80)

12 Sec. 12.80. Survival of remedy after dissolution. The  
13 dissolution of a corporation either (1) by filing articles of  
14 dissolution in accordance with Section 12.20 of this Act, (2)  
15 by the issuance of a certificate of dissolution in accordance  
16 with Section 12.40 of this Act, (3) by a judgment of  
17 dissolution by a circuit court of this State, or (4) by  
18 expiration of its period of duration, shall not take away nor  
19 impair any civil remedy available to or against such  
20 corporation, its directors, or shareholders, for any right or  
21 claim existing, or any liability accrued or incurred, either  
22 prior to, at the time of, or after such dissolution if action  
23 or other proceeding thereon is commenced within five years  
24 after the date of such dissolution. Any such action or  
25 proceeding by or against the corporation may be prosecuted or

1 defended by the corporation in its corporate name. This  
2 provision does not extend any applicable statute of  
3 limitations.

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

5 Section 10. The General Not For Profit Corporation Act of  
6 1986 is amended by changing Sections 108.65, 112.40, and 112.45  
7 as follows:

8 (805 ILCS 105/108.65) (from Ch. 32, par. 108.65)

9 Sec. 108.65. Liability of directors in certain cases.

10 (a) In addition to any other liabilities imposed by law  
11 upon directors of a corporation, they are liable as follows:

12 (1) The directors of a corporation who vote for or  
13 assent to any distribution not authorized by Section 109.10  
14 or Article 12 of this Act shall be jointly and severally  
15 liable to the corporation for the amount of such  
16 distribution.

17 (2) If a dissolved corporation shall proceed to bar any  
18 known claims against it under Section 112.75 of this Act,  
19 the directors of such corporation who fail to take  
20 reasonable steps to cause the notice required by Section  
21 112.75 of this Act to be given to any known creditor of  
22 such corporation shall be jointly and severally liable to  
23 such creditor for all loss and damage occasioned thereby.

24 (3) Unless dissolution is subsequently revoked



1 pursuant to Section 112.25 of this Act, the ~~The~~ directors  
2 of a corporation that conducts its affairs after the filing  
3 by the Secretary of State of articles of dissolution with  
4 respect to a voluntary dissolution authorized as provided  
5 by this Act, otherwise than ~~so far~~ as ~~may be~~ necessary or  
6 appropriate to wind up and liquidate its affairs ~~for the~~  
7 ~~winding up thereof,~~ shall be jointly and severally liable  
8 to the creditors of such corporation for all debts and  
9 liabilities of the corporation incurred in so conducting  
10 its affairs. Directors of a corporation that conducts its  
11 affairs during a period of administrative dissolution  
12 shall not be liable under this paragraph (a)(3) if the  
13 Secretary of State subsequently files an application for  
14 reinstatement under subsection (c) of Section 112.45,  
15 which reinstatement shall have the effect described in  
16 subsection (d) of Section 112.45.

17 (b) A director of a corporation who is present at a meeting  
18 of its board of directors at which action on any corporate  
19 matter is taken is conclusively presumed to have assented to  
20 the action taken unless his or her dissent or abstention is  
21 entered in the minutes of the meeting or unless he or she files  
22 his or her written dissent or abstention to such action with  
23 the person acting as the secretary of the meeting before the  
24 adjournment thereof or forwards such dissent or abstention by  
25 registered or certified mail to the secretary of the  
26 corporation immediately after the adjournment of the meeting.

1 Such right to dissent or abstain does not apply to a director  
2 who voted in favor of such action.

3 (c) A director shall not be liable for a distribution of  
4 assets to any person in excess of the amount authorized by  
5 Section 109.10 or Article 12 of this Act if he or she relied  
6 and acted in good faith upon a balance sheet and profit and  
7 loss statement of the corporation represented to him or her to  
8 be correct by the president or the officer of such corporation  
9 having charge of its books of account, or certified by an  
10 independent public or certified public accountant or firm of  
11 such accountants to fairly reflect the financial condition of  
12 such corporation, nor shall he or she be so liable if in good  
13 faith in determining the amount available for any such  
14 distribution he or she considered the assets to be of their  
15 book value.

16 (d) Any director against whom a claim is asserted under  
17 this Section and who is held liable thereon, is entitled to  
18 contribution from the other directors who are likewise liable  
19 thereon. Any director against whom a claim is asserted for the  
20 improper distribution of assets of a corporation, and who is  
21 held liable thereon, is entitled to contribution from the  
22 persons who knowingly accepted or received any such  
23 distribution in proportion to the amounts received by them  
24 respectively.

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

1 (805 ILCS 105/112.40) (from Ch. 32, par. 112.40)

2 Sec. 112.40. Procedure for administrative dissolution.

3 (a) After the Secretary of State determines that one or  
4 more grounds exist under Section 112.35 of this Act for the  
5 administrative dissolution of a corporation, he or she shall  
6 send by regular mail to each delinquent corporation a Notice of  
7 Delinquency to its registered office, or, if the corporation  
8 has failed to maintain a registered office, then to the  
9 president or other principal officer at the last known office  
10 of said officer.

11 (b) If the corporation does not correct the default within  
12 90 days following such notice, the Secretary of State shall  
13 thereupon dissolve the corporation by issuing a certificate of  
14 dissolution that recites the ground or grounds for dissolution  
15 and its effective date. The Secretary of State shall file the  
16 original of the certificate in his or her office and mail one  
17 copy to the corporation at its registered office or, if the  
18 corporation has failed to maintain a registered office, then to  
19 the president or other principal officer at the last known  
20 office of said officer.

21 (c) The administrative dissolution of a corporation  
22 terminates its corporate existence and such a dissolved  
23 corporation shall not thereafter carry on any affairs, provided  
24 however, that such a dissolved corporation may take all action  
25 authorized under Section 112.75 of this Act or as otherwise  
26 necessary or appropriate to wind up and liquidate its affairs

1 under Section 112.30 of this Act.

2 (Source: P.A. 96-1121, eff. 1-1-11.)

3 (805 ILCS 105/112.45) (from Ch. 32, par. 112.45)

4 Sec. 112.45. Reinstatement following administrative  
5 dissolution.

6 (a) A domestic corporation administratively dissolved  
7 under Section 112.40 of this Act may be reinstated by the  
8 Secretary of State following the date of issuance of the  
9 certificate of dissolution upon:

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

11 (2) The filing with the Secretary of State by the  
12 corporation of all reports then due and theretofore  
13 becoming due;

14 (3) The payment to the Secretary of State by the  
15 corporation of all fees and penalties then due and  
16 theretofore becoming due.

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

20 (1) The name of the corporation at the time of the  
21 issuance of the certificate of dissolution;

22 (2) If such name is not available for use as determined  
23 by the Secretary of State at the time of filing the  
24 application for reinstatement, the name of the corporation  
25 as changed; provided, however, that any change of name is

1 properly effected pursuant to Section 110.05 and Section  
2 110.30 of this Act;

3 (3) The date of the issuance of the certificate of  
4 dissolution;

5 (4) The address, including street and number, or rural  
6 route number, of the registered office of the corporation  
7 upon reinstatement thereof, and the name of its registered  
8 agent at such address upon the reinstatement of the  
9 corporation, provided however, that any change from either  
10 the registered office or the registered agent at the time  
11 of dissolution is properly reported pursuant to Section  
12 105.10 of this Act.

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

16 (d) Upon the filing of the application for reinstatement,  
17 the corporate existence for all purposes shall be deemed to  
18 have continued without interruption from the date of the  
19 issuance of the certificate of dissolution, and the corporation  
20 shall stand revived with such powers, duties and obligations as  
21 if it had not been dissolved; and all acts and proceedings of  
22 its shareholders, members, officers, employees, and agents  
23 ~~officers, directors and members,~~ acting or purporting to act in  
24 that capacity ~~as such,~~ and which would have been legal and  
25 valid but for such dissolution, shall stand ratified and  
26 confirmed.

1       (e) Without limiting the generality of subsection (d), upon  
2       filing of the application for reinstatement, no shareholder,  
3       director, or officer shall be personally liable, under Section  
4       108.65 of this Act or otherwise, for the debts and liabilities  
5       of the corporation incurred during the period of administrative  
6       dissolution by reason of the fact that the corporation was  
7       administratively dissolved at the time the debts or liabilities  
8       were incurred.

9       (Source: P.A. 94-605, eff. 1-1-06.)

10       Section 15. The Limited Liability Company Act is amended by  
11       changing Sections 35-30 and 35-40 as follows:

12       (805 ILCS 180/35-30)

13       Sec. 35-30. Procedure for administrative dissolution.

14       (a) After the Secretary of State determines that one or  
15       more grounds exist under Section 35-25 for the administrative  
16       dissolution of a limited liability company, the Secretary of  
17       State shall send a notice of delinquency by regular mail to  
18       each delinquent limited liability company at its registered  
19       office or, if the limited liability company has failed to  
20       maintain a registered office, then to the last known address  
21       shown on the records of the Secretary of State for the  
22       principal place of business of the limited liability company.

23       (b) If the limited liability company does not correct the  
24       default described in paragraphs (1) or (2) of Section 35-25

1 within 120 days following the date of the notice of  
2 delinquency, the Secretary of State shall thereupon dissolve  
3 the limited liability company by issuing a certificate of  
4 dissolution that recites the grounds for dissolution and its  
5 effective date. If the limited liability company does not  
6 correct the default described in paragraphs (2.5), (3), (4), or  
7 (5) of Section 35-25 within 60 days following the notice, the  
8 Secretary of State shall dissolve the limited liability company  
9 by issuing a certificate of dissolution that recites the  
10 grounds for dissolution and its effective date. The Secretary  
11 of State shall file the original of the certificate in his or  
12 her office and mail one copy to the limited liability company  
13 at its registered office or, if the limited liability company  
14 has failed to maintain a registered office, then to the last  
15 known address shown on the records of the Secretary of State  
16 for the principal place of business of the limited liability  
17 company.

18 (c) Upon the administrative dissolution of a limited  
19 liability company, a dissolved limited liability company shall  
20 continue for only the purpose of winding up its business. A  
21 dissolved limited liability company may take all action  
22 authorized under Section 1-30 or otherwise necessary or  
23 appropriate to wind up its business and affairs and terminate.

24 (Source: P.A. 98-171, eff. 8-5-13.)

25 (805 ILCS 180/35-40)

1           Sec. 35-40. Reinstatement following administrative  
2 dissolution.

3           (a) A limited liability company administratively dissolved  
4 under Section 35-25 may be reinstated by the Secretary of State  
5 following the date of issuance of the notice of dissolution  
6 upon:

7                   (1) The filing of an 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 theretofore 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 theretofore becoming due.

14           (b) The application for reinstatement shall be executed and  
15 filed in duplicate in accordance with Section 5-45 of this Act  
16 and shall 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 dissolution.

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 of  
23 name is properly effected under Section 1-10 and Section  
24 5.25 of this Act.

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

26                   (4) The address, including street and number or rural



1 route number of the registered office of the limited  
2 liability company upon reinstatement thereof and the name  
3 of its registered agent at that address upon the  
4 reinstatement of the limited liability company, provided  
5 that any change from either the registered office or the  
6 registered agent at the time of dissolution is properly  
7 reported under Section 1-35 of this Act.

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

11 (d) Upon the filing of the application for reinstatement,  
12 the limited liability company existence shall be deemed to have  
13 continued without interruption from the date of the issuance of  
14 the notice of dissolution, and the limited liability company  
15 shall stand revived with the powers, duties, and obligations as  
16 if it had not been dissolved; and all acts and proceedings of  
17 its members, ~~or~~ managers, officers, employees, and agents,  
18 acting or purporting to act in that capacity, and which that  
19 would have been legal and valid but for the dissolution, shall  
20 stand ratified and confirmed.

21 (e) Without limiting the generality of subsection (d), upon  
22 the filing of the application for reinstatement, no member,  
23 manager, or officer shall be personally liable for the debts  
24 and liabilities of the limited liability company incurred  
25 during the period of administrative dissolution by reason of  
26 the fact that the limited liability company was

1 administratively dissolved at the time the debts or liabilities  
2 were incurred.

3 (Source: P.A. 94-605, eff. 1-1-06.)

4 Section 20. The Uniform Limited Partnership Act (2001) is  
5 amended by changing Sections 809 and 810 as follows:

6 (805 ILCS 215/809)

7 Sec. 809. Administrative dissolution.

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

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

13 (2) file its annual report with the Secretary of State;

14 or

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

18 (b) If the Secretary of State determines that a ground  
19 exists for administratively dissolving a limited partnership,  
20 the Secretary of State shall file a record of the determination  
21 and send a copy of the filed record to the limited  
22 partnership's agent for service of process in this State, or if  
23 the limited partnership does not appoint and maintain a proper  
24 agent, to the limited partnership's designated office.

1 (c) If within 60 days after service of the copy of the  
2 record of determination the limited partnership does not  
3 correct each ground for dissolution or demonstrate to the  
4 reasonable satisfaction of the Secretary of State that each  
5 ground determined by the Secretary of State does not exist, the  
6 Secretary of State shall administratively dissolve the limited  
7 partnership by preparing, signing, and filing a declaration of  
8 dissolution that states the grounds for dissolution. The  
9 Secretary of State shall send a copy to the limited  
10 partnership's agent for service of process in this State, or if  
11 the limited partnership does not appoint and maintain a proper  
12 agent, to the limited partnership's designated office.

13 (d) A limited partnership administratively dissolved  
14 continues its existence but may carry on only activities  
15 necessary or appropriate to wind up its activities ~~and~~  
16 ~~liquidate its assets~~ under Sections 803 and 812 and to notify  
17 claimants under Sections 806 and 807.

18 (e) The administrative dissolution of a limited  
19 partnership does not terminate the authority of its agent for  
20 service of process.

21 (Source: P.A. 97-839, eff. 7-20-12.)

22 (805 ILCS 215/810)

23 Sec. 810. Reinstatement following administrative  
24 dissolution.

25 (a) A limited partnership that has been administratively

1 dissolved under Section 809 may be reinstated by the Secretary  
2 of State following the date of dissolution upon:

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

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

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

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

11 (1) the name of the limited partnership at the time of  
12 dissolution;

13 (2) the date of dissolution;

14 (3) the agent for service of process and the address of  
15 the agent for service of process; provided that any change  
16 to either the agent for service of process or the address  
17 of the agent for service of process is properly reported  
18 under Section 115.

19 (c) When a limited partnership that has been  
20 administratively dissolved has complied with the provisions of  
21 this Section, the Secretary of State shall file the application  
22 for reinstatement.

23 (d) Upon filing of the application for reinstatement, ~~the~~ ~~(i)~~  
24 the limited partnership existence shall be deemed to have  
25 continued without interruption from the date of dissolution and  
26 shall stand revived with such ~~the~~ powers, duties, and

1 obligations, as if it had not been dissolved. ~~, and (ii)~~ All  
2 ~~all~~ acts and proceedings of its partners, officers, employees,  
3 and agents, acting or purporting to act in that capacity, and  
4 which ~~that~~ would have been legal and valid but for the  
5 dissolution shall stand ratified and confirmed.

6 (e) Without limiting the generality of subsection (d), upon  
7 the filing of the application for reinstatement, no limited  
8 partner or officer of the partnership shall be personally  
9 liable for the debts and liabilities of the limited partnership  
10 incurred during the period of administrative dissolution by  
11 reason of the fact that the limited partnership was  
12 administratively dissolved at the time the debts or liabilities  
13 were incurred.

14 (Source: P.A. 97-839, eff. 7-20-12.)