

AN ACT concerning business.

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

Section 5. The Business Corporation Act of 1983 is amended by changing Section 1.80 and by adding Section 1.11 as follows:

(805 ILCS 5/1.11 new)

Sec. 1.11. Electronic filing. Documents or reports transmitted for filing electronically must include the name of the person making the submission. The inclusion shall constitute the affirmation or acknowledgment of the person, under penalties of perjury, that the instrument is his or her act and deed or the act and deed of the corporation, as the case may be, and that the facts stated therein are true. Compliance with this Section shall satisfy the signature provisions of Section 1.10 of this Act, which shall otherwise apply.

(805 ILCS 5/1.80) (from Ch. 32, par. 1.80)

Sec. 1.80. Definitions. As used in this Act, unless the context otherwise requires, the words and phrases defined in this Section shall have the meanings set forth herein.

(a) "Corporation" or "domestic corporation" means a corporation subject to the provisions of this Act, except a

foreign corporation.

(b) "Foreign corporation" means a corporation for profit organized under laws other than the laws of this State, but shall not include a banking corporation organized under the laws of another state or of the United States, a foreign banking corporation organized under the laws of a country other than the United States and holding a certificate of authority from the Commissioner of Banks and Real Estate issued pursuant to the Foreign Banking Office Act, or a banking corporation holding a license from the Commissioner of Banks and Real Estate issued pursuant to the Foreign Bank Representative Office Act.

(c) "Articles of incorporation" means the original articles of incorporation, including the articles of incorporation of a new corporation set forth in the articles of consolidation, and all amendments thereto, whether evidenced by articles of amendment, articles of merger, articles of exchange, statement of correction affecting articles, resolution establishing series of shares or a statement of cancellation under Section 9.05. Restated articles of incorporation shall supersede the original articles of incorporation and all amendments thereto prior to the effective date of filing the articles of amendment incorporating the restated articles of incorporation.

(d) "Subscriber" means one who subscribes for shares in a corporation, whether before or after incorporation.

(e) "Incorporator" means one of the signers of the original articles of incorporation.

(f) "Shares" means the units into which the proprietary interests in a corporation are divided.

(g) "Shareholder" means one who is a holder of record of shares in a corporation.

(h) "Certificate" representing shares means a written instrument executed by the proper corporate officers, as required by Section 6.35 of this Act, evidencing the fact that the person therein named is the holder of record of the share or shares therein described. If the corporation is authorized to issue uncertificated shares in accordance with Section 6.35 of this Act, any reference in this Act to shares represented by a certificate shall also refer to uncertificated shares and any reference to a certificate representing shares shall also refer to the written notice in lieu of a certificate provided for in Section 6.35.

(i) "Authorized shares" means the aggregate number of shares of all classes which the corporation is authorized to issue.

(j) "Paid-in capital" means the sum of the cash and other consideration received, less expenses, including commissions, paid or incurred by the corporation, in connection with the issuance of shares, plus any cash and other consideration contributed to the corporation by or on behalf of its shareholders, plus amounts added or transferred to paid-in

capital by action of the board of directors or shareholders pursuant to a share dividend, share split, or otherwise, minus reductions as provided elsewhere in this Act. Irrespective of the manner of designation thereof by the laws under which a foreign corporation is or may be organized, paid-in capital of a foreign corporation shall be determined on the same basis and in the same manner as paid-in capital of a domestic corporation, for the purpose of computing license fees, franchise taxes and other charges imposed by this Act.

(k) "Net assets", for the purpose of determining the right of a corporation to purchase its own shares and of determining the right of a corporation to declare and pay dividends and make other distributions to shareholders is equal to the difference between the assets of the corporation and the liabilities of the corporation.

(l) "Registered office" means that office maintained by the corporation in this State, the address of which is on file in the office of the Secretary of State, at which any process, notice or demand required or permitted by law may be served upon the registered agent of the corporation.

(m) "Insolvent" means that a corporation is unable to pay its debts as they become due in the usual course of its business.

(n) "Anniversary" means that day each year exactly one or more years after:

(1) the date of filing the articles of incorporation

prescribed by Section 2.10 of this Act, in the case of a domestic corporation;

(2) the date of filing the application for authority prescribed by Section 13.15 of this Act, in the case of a foreign corporation; or

(3) the date of filing the articles of consolidation prescribed by Section 11.25 of this Act in the case of a consolidation, unless the plan of consolidation provides for a delayed effective date, pursuant to Section 11.40.

(o) "Anniversary month" means the month in which the anniversary of the corporation occurs.

(p) "Extended filing month" means the month (if any) which shall have been established in lieu of the corporation's anniversary month in accordance with Section 14.01.

(q) "Taxable year" means that 12 month period commencing with the first day of the anniversary month of a corporation through the last day of the month immediately preceding the next occurrence of the anniversary month of the corporation, except that in the case of a corporation that has established an extended filing month "taxable year" means that 12 month period commencing with the first day of the extended filing month through the last day of the month immediately preceding the next occurrence of the extended filing month.

(r) "Fiscal year" means the 12 month period with respect to which a corporation ordinarily files its federal income tax return.

(s) "Close corporation" means a corporation organized under or electing to be subject to Article 2A of this Act, the articles of incorporation of which contain the provisions required by Section 2.10, and either the corporation's articles of incorporation or an agreement entered into by all of its shareholders provide that all of the issued shares of each class shall be subject to one or more of the restrictions on transfer set forth in Section 6.55 of this Act.

(t) "Common shares" means shares which have no preference over any other shares with respect to distribution of assets on liquidation or with respect to payment of dividends.

(u) "Delivered", for the purpose of determining if any notice required by this Act is effective, means:

- (1) transferred or presented to someone in person; or
- (2) deposited in the United States Mail addressed to the person at his, her or its address as it appears on the records of the corporation, with sufficient first-class postage prepaid thereon.

(v) "Property" means gross assets including, without limitation, all real, personal, tangible, and intangible property.

(w) "Taxable period" means that 12-month period commencing with the first day of the second month preceding the corporation's anniversary month in the preceding year and prior to the first day of the second month immediately preceding its anniversary month in the current year, except that, in the case

of a corporation that has established an extended filing month, "taxable period" means that 12-month period ending with the last day of its fiscal year immediately preceding the extended filing month. In the case of a newly formed domestic corporation or a newly registered foreign corporation that had not commenced transacting business in this State prior to obtaining authority, "taxable period" means that period commencing with the filing of the articles of incorporation or, in the case of a foreign corporation, of filing of the application for authority, and prior to the first day of the second month immediately preceding its anniversary month in the next succeeding year.

(x) "Treasury shares" mean (1) shares of a corporation that have been issued, have been subsequently acquired by and belong to the corporation, and have not been cancelled or restored to the status of authorized but unissued shares and (2) shares (i) declared and paid as a share dividend on the shares referred to in clause (1) or this clause (2), or (ii) issued in a share split of the shares referred to in clause (1) or this clause (2). Treasury shares shall be deemed to be "issued" shares but not "outstanding" shares. Treasury shares may not be voted, directly or indirectly, at any meeting or otherwise. Shares converted into or exchanged for other shares of the corporation shall not be deemed to be treasury shares.

(y) "Gross amount of business" means gross receipts, from whatever source derived.

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

Section 10. The Professional Service Corporation Act is amended by changing Section 5 as follows:

(805 ILCS 10/5) (from Ch. 32, par. 415-5)

Sec. 5. A professional corporation organized under this Act may consolidate or merge only with another domestic professional corporation organized under this Act to render the same specific professional service or related professional services or with a domestic limited liability company organized under the Limited Liability Company Act to render the same specific professional service or related professional services and a merger or consolidation with any foreign corporation or foreign limited liability company is prohibited. A professional association organized under the "Act to Authorize Professional Associations", approved August 9, 1961, as amended, may merge with a professional corporation formed under this Act by complying with Section 4 of this Act.

(Source: P.A. 78-783.)

Section 15. The General Not For Profit Corporation Act of 1986 is amended by changing Section 108.05 and by adding Section 101.11 as follows:

(805 ILCS 105/101.11 new)



Sec. 101.11. Electronic filing. Documents or reports submitted for filing electronically must include the name of the person making the submission. The inclusion shall constitute the affirmation or acknowledgement of the person, under penalties of perjury, that the instrument is his or her act and deed or the act and deed of the corporation, as the case may be, and that the facts stated therein are true. Compliance with this Section shall satisfy the signature provisions of Section 101.10 of this Act, which shall otherwise apply.

(805 ILCS 105/108.05) (from Ch. 32, par. 108.05)

Sec. 108.05. Board of directors.

(a) Each corporation shall have a board of directors, and except as provided in articles of incorporation ~~or the bylaws,~~ the affairs of the corporation shall be managed by or under the direction of the board of directors.

(b) The articles of incorporation or bylaws may prescribe qualifications for directors. A director need not be a resident of this State or a member of the corporation unless the articles of incorporation or bylaws so prescribe. The articles of incorporation or the bylaws may prescribe other qualifications for directors.

(c) Unless otherwise provided in the articles of incorporation or bylaws, the board of directors, by the affirmative vote of a majority of the directors then in office,

shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise, notwithstanding the provisions of Section 108.60 of this Act.

(d) No director may act by proxy on any matter.

(Source: P.A. 87-854.)

Section 20. The Limited Liability Company Act is amended by changing Sections 5-25, 5-47, and 37-40 and by adding Section 5-46 as follows:

(805 ILCS 180/5-25)

Sec. 5-25. Articles of amendment. The articles of amendment shall be executed and filed in duplicate and shall set forth the following:

(1) The name of the limited liability company.

(2) The text of each amendment adopted.

(3) A statement that the amendment was approved as required by the operating agreement or this Act, as applicable. ~~When the amendment was adopted by the managers:~~

~~(A) a statement that the amendment was approved by not less than the minimum number of managers necessary to approve the amendment; and~~

~~(B) a statement that member action was not required.~~

(4) (Blank.) ~~When the amendment was adopted by the members, a statement that the amendment was approved by not less than~~

~~the minimum number of members necessary to approve the amendment.~~

(5) The date on which the amendment is to become effective, if the amendment is to become effective after the date on which the articles of amendment are filed. The date shall not exceed 30 days after the date of filing by the Secretary of State.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/5-46 new)

Sec. 5-46. Electronic filing. Documents or reports transmitted for filing electronically must include the name of the person making the submission. The inclusion shall constitute the affirmation or acknowledgement of the person, under penalties of perjury, that the instrument is his or her act and deed or the act and deed of the limited liability company, as the case may be, and that the facts stated therein are true. Compliance with this Section shall satisfy the signature provisions of Section 5-45 of this Act, which shall otherwise apply.

(805 ILCS 180/5-47)

Sec. 5-47. Statement of correction.

(a) Whenever any instrument authorized to be filed with the Secretary of State under any provision of this Act has been so filed and, as of the date of the action therein referred to, contains any misstatement of fact, typographical error, error

of transcription, or any other error or defect or was defectively or erroneously executed, such instrument may be corrected by filing, in accordance with Section 5-45 of this Act, a statement of correction.

(b) A statement of correction shall set forth ~~the following:~~

(1) The name of the limited liability company and the state or country under the laws of which it is organized.

(2) The title of the instrument being corrected and the date it was filed by ~~with~~ the Secretary of State.

(3) The inaccuracy, error, or defect to be corrected and the portion of the instrument in corrected form.

(c) A statement of correction shall be executed in the same manner in which the instrument being corrected was required to be executed.

(d) The corrected instrument shall be effective as of the date the original instrument was filed.

(e) A statement of correction shall not ~~do any of the following:~~

(1) Effect any change or amendment of articles which would not in all respects have complied with the requirements of this Act at the time of filing the instrument being corrected.

(2) Take the place of any document, statement, or report otherwise required to be filed by this Act.

(3) Affect any right or liability accrued or incurred

before such filing, except that any right or liability accrued or incurred by reason of the error or defect being corrected shall be extinguished by such filing if the person having such right has not detrimentally relied on the original instrument.

(4) Alter the provisions of the articles of organization with respect to the limited liability company name, ~~or~~ purpose, ability to establish series, or ~~and~~ the names and addresses of the organizers, initial manager or managers, and initial member or members.

(5) Alter the provisions of the application for admission to transact business as a foreign limited liability company with respect to the limited liability name or ability to establish series.

(6) Alter the provisions of the application to adopt or change an assumed limited liability company name with respect to the assumed limited liability company name.

(7) Alter the wording of any resolution as filed in any document with the Secretary of State and which was in fact adopted by the members or managers.

(Source: P.A. 93-59, eff. 7-1-03.)

(805 ILCS 180/37-40)

Sec. 37-40. Series of members, managers or limited liability company interests.

(a) An operating agreement may establish or provide for the

establishment of designated series of members, managers or limited liability company interests having separate rights, powers or duties with respect to specified property or obligations of the limited liability company or profits and losses associated with specified property or obligations, and to the extent provided in the operating agreement, any such series may have a separate business purpose or investment objective.

(b) Notwithstanding anything to the contrary set forth in this Section or under other applicable law, in the event that an operating agreement creates one or more series, and if separate and distinct records are maintained for any such series and the assets associated with any such series are held (directly or indirectly, including through a nominee or otherwise) and accounted for separately from the other assets of the limited liability company, or any other series thereof, and if the operating agreement so provides, and notice of the limitation on liabilities of a series as referenced in this subsection is set forth in the articles of organization of the limited liability company and if the limited liability company has filed a certificate of designation for each series which is to have limited liability under this Section, then the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series shall be enforceable against the assets of such series only, and not against the assets of the limited liability company generally

or any other series thereof, and unless otherwise provided in the operating agreement, none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the limited liability company generally or any other series thereof shall be enforceable against the assets of such series. The fact that the articles of organization contain the foregoing notice of the limitation on liabilities of a series and a certificate of designation for a series is on file in the Office of the Secretary of State shall constitute notice of such limitation on liabilities of a series. A series with limited liability shall be treated as a separate entity to the extent set forth in the articles of organization. Each series with limited liability may, in its own name, contract, hold title to assets, grant security interests, sue and be sued and otherwise conduct business and exercise the powers of a limited liability company under this Act. The limited liability company and any of its series may elect to consolidate their operations as a single taxpayer to the extent permitted under applicable law, elect to work cooperatively, elect to contract jointly or elect to be treated as a single business for purposes of qualification to do business in this or any other state. Such elections shall not affect the limitation of liability set forth in this Section except to the extent that the series have specifically accepted joint liability by contract.

(c) Except in the case of a foreign limited liability

company that has adopted an assumed name pursuant to Section 45-15, the ~~The~~ name of the series with limited liability must contain the entire name of the limited liability company and be distinguishable from the names of the other series set forth in the articles of organization. In the case of a foreign limited liability company that has adopted an assumed name pursuant to Section 45-15, the name of the series with limited liability must contain the entire name under which the foreign limited liability company has been admitted to transact business in this State.

(d) Upon the filing of the certificate of designation with the Secretary of State setting forth the name of each series with limited liability, the series' existence shall begin, and each of the duplicate copies stamped "Filed" and marked with the filing date shall be conclusive evidence, except as against the State, that all conditions precedent required to be performed have been complied with and that the series has been or shall be, ~~on a later date if so specified in the articles of organization or certificate of designation,~~ legally organized and formed under this Act. If different from the limited liability company, the certificate of designation for each series shall list the names of the members if the series is member managed or the names of the managers if the series is manager managed. The name of a series with limited liability under subsection (b) of this Section may be changed by filing with the Secretary of State a certificate of designation



identifying the series whose name is being changed and the new name of such series. If not the same as the limited liability company, the names of the members of a member managed series or of the managers of a manager managed series may be changed by filing a new certificate of designation with the Secretary of State. A series with limited liability under subsection (b) of this Section may be dissolved by filing with the Secretary of State a certificate of designation identifying the series being dissolved or by the dissolution of the limited liability company as provided in subsection (m) of this Section. Certificates of designation may be executed ~~filed~~ by the limited liability company or any manager, person or entity designated in the operating agreement for the limited liability company.

(e) A series of a limited liability company will be deemed to be in good standing as long as the limited liability company is in good standing.

(f) The registered agent and registered office for the limited liability company in Illinois shall serve as the agent and office for service of process in Illinois for each series.

(g) An operating agreement may provide for classes or groups of members or managers associated with a series having such relative rights, powers and duties as the operating agreement may provide, and may make provision for the future creation of additional classes or groups of members or managers associated with the series having such relative rights, powers

and duties as may from time to time be established, including rights, powers and duties senior to existing classes and groups of members or managers associated with the series.

(h) A series may be managed by either the member or members associated with the series or by a manager or managers chosen by the members of such series, as provided in the operating agreement. Unless otherwise provided in an operating agreement, the management of a series shall be vested in the members associated with such series.

(i) An operating agreement may grant to all or certain identified members or managers or a specified class or group of the members or managers associated with a series the right to vote separately or with all or any class or group of the members or managers associated with the series, on any matter. An operating agreement may provide that any member or class or group of members associated with a series shall have no voting rights.

(j) Except to the extent modified in this Section, the provisions of this Act which are generally applicable to limited liability companies, their managers, members and transferees shall be applicable to each particular series with respect to the operation of such series.

(k) Except as otherwise provided in an operating agreement, any event under this Act or in an operating agreement that causes a manager to cease to be a manager with respect to a series shall not, in itself, cause such manager to cease to be

a manager of the limited liability company or with respect to any other series thereof.

(l) Except as otherwise provided in an operating agreement, any event under this Act or an operating agreement that causes a member to cease to be associated with a series shall not, in itself, cause such member to cease to be associated with any other series or terminate the continued membership of a member in the limited liability company or cause the termination of the series, regardless of whether such member was the last remaining member associated with such series.

(m) Except to the extent otherwise provided in the operating agreement, a series may be dissolved and its affairs wound up without causing the dissolution of the limited liability company. The dissolution of a series established in accordance with subsection (b) of this Section shall not affect the limitation on liabilities of such series provided by subsection (b) of this Section. A series is terminated and its affairs shall be wound up upon the dissolution of the limited liability company under Article Section ~~Section~~ 35 of this Act.

(n) If a limited liability company with the ability to establish a series does not register to do business in a foreign jurisdiction for itself and certain of its series, a series of a limited liability company may itself register to do business as a limited liability company in the foreign jurisdiction in accordance with the laws of the foreign jurisdiction.

(o) If a foreign limited liability company, as permitted in the jurisdiction of its organization, has established a series having separate rights, powers or duties and has limited the liabilities of such series so that the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series are enforceable against the assets of such series only, and not against the assets of the limited liability company generally or any other series thereof, or so that the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the limited liability company generally or any other series thereof are not enforceable against the assets of such series, then the limited liability company, on behalf of itself or any of its series, or any of its series on their own behalf may register to do business in the State in accordance with Section 45-5 of this Act. The limitation of liability shall be so stated on the application for admission as a foreign limited liability company and a certificate of designation shall be filed for each series being registered to do business in the State by the limited liability company. Unless otherwise provided in the operating agreement, the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series of such a foreign limited liability company shall be enforceable against the assets of such series only, and not against the assets of the foreign limited liability company generally or any other series thereof

and none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to such a foreign limited liability company generally or any other series thereof shall be enforceable against the assets of such series.

(Source: P.A. 94-607, eff. 8-16-05.)

Section 25. The Uniform Partnership Act (1997) is amended by changing Sections 101, 1003, 1103, and 1104 and by adding Section 1208 as follows:

(805 ILCS 206/101)

Sec. 101. Definitions. In this Act:

(a) "Business" includes every trade, occupation, and profession.

(b) "Debtor in bankruptcy" means a person who is the subject of:

(1) an order for relief under Title 11 of the United States Code or a comparable order under a successor statute of general application; or

(2) a comparable order under federal, state, or foreign law governing insolvency.

(c) "Distribution" means a transfer of money or other property from a partnership to a partner in the partner's capacity as a partner or to the partner's transferee.

(d) "Foreign limited liability partnership" means a

partnership that:

(1) is formed under laws other than the laws of this State; and

(2) has the status of a limited liability partnership under those laws.

(e) "Limited liability partnership" means a partnership that has filed a statement of qualification under Section 1001 and does not have a similar statement in effect in any other jurisdiction.

(f) "Partnership" means an association of 2 or more persons to carry on as co-owners a business for profit formed under Section 202 of this Act, predecessor law, or comparable law of another jurisdiction.

(g) "Partnership agreement" means the agreement, whether written, oral, or implied, among the partners concerning the partnership, including amendments to the partnership agreement.

(h) "Partnership at will" means a partnership in which the partners have not agreed to remain partners until the expiration of a definite term or the completion of a particular undertaking.

(i) "Partnership interest" or "partner's interest in the partnership" means all of a partner's interests in the partnership, including the partner's transferable interest and all management and other rights.

(j) "Person" means an individual, corporation, limited

liability company, business trust, estate, trust, partnership, association, joint venture, government, governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

(k) "Property" means all property, real, personal, or mixed, tangible or intangible, or any interest therein.

(l) "State" means a state of the United States, the District of Columbia, the Commonwealth of Puerto Rico, or any territory or insular possession subject to the jurisdiction of the United States.

(m) "Statement" means a statement of partnership authority under Section 303 of this Act, a statement of denial under Section 304, a statement of dissociation under Section 704, a statement of dissolution under Section 805, a statement of merger under Section 907 or 908, a statement of qualification under Section 1001, a statement of withdrawal under Section 1001 or 1102, a statement of foreign qualification under Section 1102, or an amendment or cancellation of any of the foregoing.

(n) "Transfer" includes an assignment, conveyance, lease, mortgage, deed, and encumbrance.

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

(805 ILCS 206/1003)

Sec. 1003. Renewal statements.

(a) A limited liability partnership, and a foreign limited

liability partnership authorized to transact business in this State, shall file a renewal statement in the Office of the Secretary of State which contains:

(1) the name of the partnership;

(2) the street address of the partnership's chief executive office ~~and, if different, the street address of an office in this State, if any;~~

(3) the name and street address of the partnership's agent for service of process;

(4) ~~if the partnership is a domestic limited liability partnership,~~ the number of partners in the limited liability partnership;

(5) a brief statement of the business in which the partnership engages; and

(6) if the partnership is a foreign limited liability partnership, a current certificate of status in good standing as a registered limited liability partnership under the laws of that state or jurisdiction.

(b) Qualification as a limited liability partnership, whether pursuant to an original statement or a renewal statement, is renewed if, during the 60 day period preceding the date the initial statement or renewal statement otherwise would have expired, the partnership files with the Secretary of State a renewal statement. A renewal statement expires one year after the date an original statement would have expired if the last renewal of the statement had not occurred. Proof of the



satisfaction of the Secretary of State that, prior to the expiration date, the renewal statement together with all fees prescribed by this Act was deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid, shall be deemed a compliance with this requirement. If the Secretary of State finds that the report conforms to the requirements of this Act, he or she shall file it. If the Secretary of State finds that it does not conform, he or she shall promptly return it to the limited liability partnership for any necessary corrections, in which event expiration will not occur if the statement is corrected to conform to the requirements of this Act and returned to the Secretary of State within 30 days of the date the report was returned for corrections.

(c) The Secretary of State shall renew the registration of any limited liability partnership of any partnership that timely submits a renewal statement with the required fee.

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

(805 ILCS 206/1103)

Sec. 1103. Effect of failure to qualify.

(a) A foreign limited liability partnership transacting business in this State may not maintain an action or proceeding in this State unless it has in effect a statement of foreign qualification.

(b) The failure of a foreign limited liability partnership

to have in effect a statement of foreign qualification does not impair the validity of a contract or act of the foreign limited liability partnership or preclude it from defending an action or proceeding in this State.

(c) A limitation on personal liability of a partner is not waived solely by transacting business in this State without a statement of foreign qualification.

(d) If a foreign limited liability partnership transacts business in this State without a statement of foreign qualification, the Secretary of State is its agent for service of process with respect to a right of action arising out of the transaction of business in this State.

(e) Service of any process, notice, or demand on the Secretary of State may be made by delivering to and leaving with the Secretary of State duplicate copies of the process, notice, or demand. If a process, notice, or demand is served on the Secretary of State, the Secretary of State shall forward one of the copies by registered or certified mail, return receipt requested, to the foreign limited liability partnership and its designated office. An affidavit of compliance with this Section in substantially the form that the Secretary of State may prescribe by rule shall be attached to the process, notice, or demand.

(f) Service is effected under subsection (e) at the earliest of:

(1) the date the foreign limited liability partnership

receives the process, notice, or demand;

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

(3) 5 days after the process, notice, or demand is deposited in the mail if mailed postpaid and correctly addressed.

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

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

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

(805 ILCS 206/1104)

Sec. 1104. Activities not constituting transacting business.

(a) Without excluding other activities that may not constitute transacting business in this State, a foreign partnership or registered limited liability partnership shall not be considered to be transacting business in this State, for purposes of this Article 9, by reason of carrying on in this State any one or more of the following activities:

(1) maintaining, defending, or settling any proceeding;

(2) holding meetings of the partners or carrying on

other activities concerning internal partnership affairs;

(3) maintaining bank accounts;

(4) maintaining offices or agencies for the transfer, exchange, and registration of the limited liability partnership's own securities or maintaining trustees or depositaries with respect to those securities;

(5) selling through independent contractors;

(6) soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if orders require acceptance outside this State before they become contracts;

(7) owning, without more, real or personal property;

(8) conducting an isolated transaction that is completed within 120 days and that is not one in the course of repeated transactions of a like nature; or

(9) having a partner who is a resident of this State.

(b) This Section has no application to the question of whether any partnership or registered limited liability partnership is subject to service of process and suit in this State under any law of this State.

~~(a) Activities of a foreign limited liability partnership which do not constitute transacting business for the purpose of this Article include:~~

~~(1) maintaining, defending, or settling an action or proceeding;~~

~~(2) holding meetings of its partners or carrying on any~~

~~other activity concerning its internal affairs;~~

~~(3) maintaining bank accounts;~~

~~(4) maintaining offices or agencies for the transfer, exchange, and registration of the partnership's own securities or maintaining trustees or depositories with respect to those securities;~~

~~(5) selling through independent contractors;~~

~~(6) soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this State before they become contracts;~~

~~(7) creating or acquiring indebtedness, with or without a mortgage, or other security interest in property;~~

~~(8) collecting debts or foreclosing mortgages or other security interests in property securing the debts, and holding, protecting, and maintaining property so acquired;~~

~~(9) conducting an isolated transaction that is completed within 30 days and is not one in the course of similar transactions; and~~

~~(10) transacting business in interstate commerce.~~

~~(b) For purposes of this Article, the ownership in this State of income-producing real property or tangible personal property, other than property excluded under subsection (a) of this Section, constitutes transacting business in this State.~~

~~(c) This Section does not apply in determining the contacts or activities that may subject a foreign limited liability~~

~~partnership to service of process, taxation, or regulation under any other law of this State.~~

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

(805 ILCS 206/1208 new)

Sec. 1208. Powers of the Secretary of State; rulemaking.

(a) The Secretary of State shall have the power and authority reasonably necessary to administer this Act efficiently and to perform the duties herein imposed. The Secretary of State's function under this Act is to be a central depository for the statements of qualification for limited liability partnership and statements of foreign qualification required by this Act.

(b) The Secretary of State shall have the power and authority to promulgate rules, in accordance with the Illinois Administrative Procedure Act, necessary to administer this Act efficiently and to perform the duties therein imposed.

Section 30. The Uniform Limited Partnership Act (2001) is amended by changing Sections 108, 109, 114, 117, 201, 210, 902, 1303, and 1305 as follows:

(805 ILCS 215/108)

Sec. 108. Name.

(a) The name of a limited partnership may contain the name of any partner.

(b) The name of a limited partnership that is not a limited liability limited partnership must contain the phrase "limited partnership" or the abbreviation "L.P." or "LP" and may not contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P."

(c) The name of a limited liability limited partnership must contain the phrase "limited liability limited partnership" or the abbreviation "LLLP" or "L.L.L.P." and must not contain the abbreviation "L.P." or "LP".

(d) ~~The~~ Unless authorized by subsection (c), the name of a limited partnership must be distinguishable upon ~~in~~ the records of the Secretary of State from:

(1) the name of any limited partnership ~~each person other than an individual incorporated,~~ organized, or authorized to transact business in this State under this Act or any other Act; ~~and~~

(2) the name for which an exclusive right has been reserved in the Office of the Secretary of State under Section 109; and each name reserved under Section 109, assumed name under Section 108.5 or other Illinois law allowing the reservation or registration of business names, including fictitious or assumed name provisions, except for the Assumed Business Name Act, 805 ILCS 405/.

(3) the assumed name of any limited partnership that is registered with the Secretary of State under Section 108.5.

(e) The name of a limited partnership shall not contain any

~~of the following terms: "Corporation", "Corp.", "Incorporated", "Inc.", "Company", "Co.", "Limited Liability Company", "L.L.C.", "LLC", "L.L.P.", or "LLP". A limited partnership may apply to the Secretary of State for authorization to use a name that does not comply with subsection (d). The Secretary of State shall authorize use of the name applied for if, as to each conflicting name:~~

~~(1) the present user, registrant, or owner of the conflicting name consents in a signed record to the use and submits an undertaking in a form satisfactory to the Secretary of State to change the conflicting name to a name that complies with subsection (d) and is distinguishable in the records of the Secretary of State from the name applied for;~~

~~(2) the applicant delivers to the Secretary of State a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use in this State the name applied for; or~~

~~(3) the applicant delivers to the Secretary of State proof satisfactory to the Secretary of State that the present user, registrant, or owner of the conflicting name:~~

~~(A) has merged into the applicant;~~

~~(B) has been converted into the applicant; or~~

~~(C) has transferred substantially all of its assets, including the conflicting name, to the applicant.~~



(f) Subject to Section 905, this Section applies to any foreign limited partnership transacting business in this State, having a certificate of authority to transact business in this State, or applying for a certificate of authority.

(g) Nothing in this Section shall:

(1) require any limited partnership existing under the "Uniform Limited Partnership Act", filed June 28, 1917, as amended, to modify or otherwise change its name; or

(2) abrogate or limit the common law or statutory law of unfair competition or unfair trade practices, nor derogate from the common law or principles of equity or the statutes of this State or of the United States with respect to the right to acquire and protect copyrights, trade names, trademarks, service marks, service names, or any other right to the exclusive use of names or symbols.

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

(805 ILCS 215/109)

Sec. 109. Reservation of name.

(a) The exclusive right to the use of a name that complies with Section 108 may be reserved by:

(1) a person intending to organize a limited partnership under this Act and to adopt the name;

(2) a limited partnership or a foreign limited partnership authorized to transact business in this State intending to adopt the name;

(3) a foreign limited partnership intending to obtain a certificate of authority to transact business in this State and adopt the name;

(4) a person intending to organize a foreign limited partnership and intending to have it obtain a certificate of authority to transact business in this State and adopt the name;

(5) a foreign limited partnership formed under the name; or

(6) a foreign limited partnership formed under a name that does not comply with Section 108(b) or (c), but the name reserved under this paragraph may differ from the foreign limited partnership's name only to the extent necessary to comply with Section 108(b) and (c).

(b) A person may apply to reserve a name under subsection (a) by delivering to the Secretary of State for filing an application that states the name to be reserved and the paragraph of subsection (a) which applies. If the Secretary of State finds that the name is available for use by the applicant, the Secretary of State shall file a statement of name reservation and thereby reserve the name for the exclusive use of the applicant for 90 ~~120~~ days or until surrendered by a written cancellation document signed by the applicant, whichever is sooner.

(c) An applicant that has reserved a name pursuant to subsection (b) may reserve the same name for additional 90-day

~~120-day periods. A person having a current reservation for a name may not apply for another 120-day period for the same name until 90 days have elapsed in the current reservation.~~

(d) A person that has reserved a name under this Section may deliver to the Secretary of State for filing a notice of transfer that states the reserved name, the name and street and mailing address of some other person to which the reservation is to be transferred, and the paragraph of subsection (a) which applies to the other person. Subject to Section 206(c), the transfer is effective when the Secretary of State files the notice of transfer.

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

(805 ILCS 215/114)

Sec. 114. Office and agent for service of process.

(a) A limited partnership shall designate and continuously maintain in this State:

(1) an office, which need not be a place of its activity in this State; and

(2) an agent for service of process.

(b) A foreign limited partnership shall designate and continuously maintain in this State an agent for service of process.

(c) An agent for service of process of a limited partnership or foreign limited partnership must be an individual who is a resident of this State or other person

authorized to do business in this State.

(d) If a limited partnership or foreign limited partnership fails to designate and continuously maintain an agent for service of process, the Secretary of State shall:

(1) declare any limited partnership or foreign limited partnership to be delinquent and not in good standing; and

(2) not file any additional documents, amendments, reports, or other papers relating to the limited partnership or foreign limited partnership organized under or subject to the provisions of this Act until the delinquency is satisfied.

(e) If a limited partnership or foreign limited partnership fails to designate and continuously maintain an agent for service of process, the Secretary of State may show the limited partnership or foreign limited partnership as not in good standing in response to inquiries received from any party regarding a limited partnership that is delinquent.

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

(805 ILCS 215/117)

Sec. 117. Service of process.

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

partnership.

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

(c) Service of any process, notice, or demand on the Secretary of State may be made by delivering to and leaving with the Secretary of State duplicate copies of the process, notice, or demand. If a process, notice, or demand is served on the Secretary of State, the Secretary of State shall forward one of the copies by registered or certified mail, return receipt requested, to the limited partnership or foreign limited partnership at its designated office. An affidavit of compliance with this Section, in substantially the form that the Secretary of State may prescribe by rule, shall be attached to the process, notice, or demand.

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

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

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

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

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

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

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

(805 ILCS 215/201)

Sec. 201. Formation of limited partnership; certificate of limited partnership.

(a) In order for a limited partnership to be formed, a certificate of limited partnership must be delivered to the Secretary of State for filing. The certificate must state:

(1) the name of the limited partnership, which must comply with Section 108;

(2) the street and mailing address of the initial designated office and the name and street and mailing address of the initial agent for service of process;

(3) the name and the street and mailing address of each general partner;

(4) whether the limited partnership is a limited liability limited partnership; ~~and~~

(5) any additional information required by Article 11;  
and-

(6) the purpose or purposes for which the limited partnership is organized, which may be stated to be or to include, the transaction of any or all lawful businesses for which limited partnerships may be organized under this Act.

(b) A certificate of limited partnership may also contain any other matters but may not vary or otherwise affect the provisions specified in Section 110(b) in a manner inconsistent with that Section.

(c) If there has been substantial compliance with subsection (a), subject to Section 206(c) a limited partnership is formed when the Secretary of State files the certificate of limited partnership.

(d) Subject to subsection (b), if any provision of a partnership agreement is inconsistent with the filed certificate of limited partnership or with a filed statement of dissociation, termination, or change or filed articles of conversion or merger:

(1) the partnership agreement prevails as to partners and transferees; and

(2) the filed certificate of limited partnership, statement of dissociation, termination, or change or articles of conversion or merger prevail as to persons, other than partners and transferees, that reasonably rely

on the filed record to their detriment.

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

(805 ILCS 215/210)

Sec. 210. Annual report for Secretary of State.

(a) A limited partnership or a foreign limited partnership authorized to transact business in this State shall deliver to the Secretary of State for filing an annual report that states:

(1) the name of the limited partnership or foreign limited partnership;

(2) the street and mailing address of its designated office and the name and street and mailing address of its agent for service of process in this State;

(3) in the case of a limited partnership, the street and mailing address of its principal office;

(4) in the case of a foreign limited partnership, the State or other jurisdiction under whose law the foreign limited partnership is formed and any alternate name adopted under Section 905(a);

(5) Additional information that may be necessary or appropriate in order to enable the Secretary of State to administer this Act and to verify the proper amount of fees payable by the limited partnership; and

(6) The annual report shall be made on forms prescribed and furnished by the Secretary of State, and the information therein, required by paragraphs (1) through



(4) of subsection (a), both inclusive, shall be given as of the date of signing of the annual report. The annual report shall be signed by a general partner.

(b) Information in an annual report must be current as of the date the annual report is delivered to the Secretary of State for filing.

(c) The annual report, together with all fees and charges prescribed by this Act, shall be delivered to the Secretary of State within 60 days immediately preceding the first day of the anniversary month. Proof to the satisfaction of the Secretary of State that, before the first day of the anniversary month of the limited partnership or the foreign limited partnership, the report, together with all fees and charges as prescribed by this Act, was deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid, shall be deemed compliance with this requirement.

(d) If an annual report does not contain the information required in subsection (a), the Secretary of State shall promptly notify the reporting limited partnership or foreign limited partnership and return the report to it for correction. If the report is corrected to contain the information required in subsection (a) and delivered to the Secretary of State within 30 days after the effective date of the notice, it is timely delivered.

(e) If a limited partnership or foreign limited partnership fails to file its annual report and pay the requisite fee as

required by this Act before the first day of the anniversary month in the year which it is due, the Secretary of State shall:

(1) declare any limited partnership or foreign limited partnership to be delinquent and not in good standing; and

(2) not file any additional documents, amendments, reports, or other papers relating to the limited partnership or foreign limited partnership organized under or subject to the provisions of this Act until the delinquency is satisfied.

(e) If a limited partnership or foreign limited partnership fails to file its annual report and pay the requisite fee as required by this Act before the first day of the anniversary month in the year in which it is due, the Secretary of State may show the limited partnership or foreign limited partnership as not in good standing in response to inquiries received from any party regarding a limited partnership that is delinquent.

~~If a filed annual report contains an address of a designated office or the name or address of an agent for service of process which differs from the information shown in the records of the Secretary of State immediately before the filing, the differing information in the annual report is considered a statement of change under Section 115.~~

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

Sec. 902. Application for certificate of authority.

(a) A foreign limited partnership may apply for a certificate of authority to transact business in this State by delivering an application to the Secretary of State for filing.

The application must state:

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

(2) the name of the state or other jurisdiction under whose law the foreign limited partnership is organized;

(3) the street and mailing address of the foreign limited partnership's principal office and, if the laws of the jurisdiction under which the foreign limited partnership is organized require the foreign limited partnership to maintain an office in that jurisdiction, the street and mailing address of the required office;

(4) the name and street and mailing address of the foreign limited partnership's initial agent for service of process in this State;

(5) the name and street and mailing address of each of the foreign limited partnership's general partners; ~~and~~

(6) whether the foreign limited partnership is a foreign limited liability limited partnership; ~~and~~

(7) the purpose or purposes for which it was organized and the purpose or purposes that it proposes to conduct in the transaction of business in this State; and

(8) all additional information that may be necessary or appropriate in order to enable the Secretary of State to determine whether the limited partnership is entitled to transact business in this State.

(b) A foreign limited partnership shall deliver with the completed application a certificate of existence or a record of similar import signed by the Secretary of State or other official having custody of the foreign limited partnership's publicly filed records in the state or other jurisdiction under whose law the foreign limited partnership is organized.

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

(805 ILCS 215/1303)

Sec. 1303. Powers of the Secretary of State and rulemaking.

(a) The Secretary of State shall have the power and authority reasonably necessary to administer this Act efficiently and to perform the duties herein imposed. The Secretary of State's function under ~~pursuant to~~ this Act is to be a central depository for the certificates of limited partnership and certificates of admission required by this Act and to record the assumed names used by limited partnerships and foreign limited partnerships.

(b) The Secretary of State shall have the power and authority to promulgate rules, ~~pursuant to~~ in accordance with the Illinois Administrative Procedure Act, ~~as are~~ necessary to administer this Act efficiently and to perform the duties

therein ~~herein~~ imposed.

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

(805 ILCS 215/1305)

Sec. 1305. Federal Employers Identification Number.

(a) All documents required by this Act to be filed in the Office of the Secretary of State shall contain the Federal Employers Identification Number of the limited partnership or foreign limited partnership with respect to which the document is filed, unless the partnership has not obtained a Federal Employer Identification Number at the time of filing. In the event a limited partnership or foreign limited partnership does not have a Federal Employer Identification Number at the time of such filing, such a number shall be obtained on behalf of such partnership and shall be given to the Secretary of State within 180 days after filing its initial document with the Secretary of State.

(b) If a limited partnership or foreign limited partnership fails to provide the Federal Employer Identification Number within the time period prescribed by this Section, the Secretary of State shall:

(1) declare any limited partnership or foreign limited partnership to be delinquent and not in good standing; and

(2) not file any additional documents, amendments, reports, or other papers relating to the limited partnership or foreign limited partnership organized under

or subject to the provisions of this Act until the delinquency is satisfied.

(e) If a limited partnership or foreign limited partnership fails to provide the Federal Employer Identification Number within the time period prescribed by this Section, the Secretary of State may show the limited partnership or foreign limited partnership as not in good standing in response to inquiries received from any party regarding a limited partnership that is delinquent.

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

Section 35. The Co-operative Act is amended by changing Section 22 as follows:

(805 ILCS 310/22) (from Ch. 32, par. 326)

Sec. 22. No corporation or association hereafter organized or doing business for profit in this State shall be entitled to use the term "Co-operative" as a part of its corporate or other business name or title unless it has complied with the provisions of this Act, except (1) a corporation ~~or association~~ organized under the Business Corporation Act of 1983 ~~General Not For Profit Corporation Act of 1986~~ for the purpose of ownership or administration of residential property on a cooperative basis, or (2) a cooperative corporation organized under the General Not For Profit Corporation Act of 1986 or its predecessor or successor statutes, ~~or a corporation or~~

Public Act 095-0368

SB0368 Enrolled

LRB095 10827 LCT 31089 b

~~association organized under the Business Corporation Act of 1983 for the same purpose.~~ Any corporation or association violating the provision of this Section may be enjoined from doing business under such name at the instance of any shareholder of any association or corporation organized under this Act.

(Source: P.A. 90-233, eff. 7-25-97.)

Section 99. Effective date. This Act takes effect July 1, 2007.

INDEX

Statutes amended in order of appearance

805 ILCS 5/1.11 new

805 ILCS 5/1.80 from Ch. 32, par. 1.80

805 ILCS 10/5 from Ch. 32, par. 415-5

805 ILCS 105/101.11 new

805 ILCS 105/108.05 from Ch. 32, par. 108.05

805 ILCS 180/5-25

805 ILCS 180/5-46 new

805 ILCS 180/5-47

805 ILCS 180/37-40

805 ILCS 206/101

805 ILCS 206/1003

805 ILCS 206/1103

805 ILCS 206/1104

805 ILCS 206/1208 new

805 ILCS 215/108

805 ILCS 215/109

805 ILCS 215/114

805 ILCS 215/117

805 ILCS 215/201

805 ILCS 215/210

805 ILCS 215/902

805 ILCS 215/1303

805 ILCS 215/1305



Public Act 095-0368

SB0368 Enrolled

LRB095 10827 LCT 31089 b

805 ILCS 310/22

from Ch. 32, par. 326