

AN ACT concerning business.

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

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

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

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

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

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

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

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

(805 ILCS 180/1-5)

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

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

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

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

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

"Bankruptcy" means bankruptcy under the Federal Bankruptcy

Code of 1978, Title 11, Chapter 7 of the United States Code.

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

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

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

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

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

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

"Entity" means a person other than an individual.

"Federal employer identification number" means either (i) the federal employer identification number assigned by the Internal Revenue Service to the limited liability company or foreign limited liability company or (ii) in the case of a

limited liability company or foreign limited liability company not required to have a federal employer identification number, any other number that may be assigned by the Internal Revenue Service for purposes of identification.

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

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

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

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

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

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

"Member" means a person who becomes a member of the limited

liability company upon formation of the company or in the manner and at the time provided in the operating agreement or, if the operating agreement does not so provide, in the manner and at the time provided in this Act.

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

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

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

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

"Person" means an individual, partnership, domestic or foreign limited partnership, limited liability company or foreign limited liability company, trust, estate, association, corporation, governmental body, or other juridical being.

"Registered office" means that office maintained by the limited liability company in this State, the address, including street, number, city and county, 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 limited liability company.

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

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

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

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

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

(805 ILCS 180/Art. 37 heading)

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

(805 ILCS 180/50-10)

Sec. 50-10. Fees.

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

- (1) Fees for filing documents.
- (2) Miscellaneous charges.
- (3) Fees for the sale of lists of filings and for copies of any documents.

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

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

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

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

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

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

(6) Filing a notice of a transfer of a reserved name, \$100.

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

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

(9) Filing an application for use of an assumed name under Section 1-20 of this Act, \$150 for each year or part thereof ending in 0 or 5, \$120 for each year or part thereof ending in 1 or 6, \$90 for each year or part thereof

ending in 2 or 7, \$60 for each year or part thereof ending in 3 or 8, \$30 for each year or part thereof ending in 4 or 9, and a renewal for each assumed name, \$150.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(805 ILCS 206/105)

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

(a) A statement may be filed in the office of the Secretary of State. A certified copy of a statement that is filed in an office in another State may be filed in the office of the Secretary of State. Either filing has the effect provided in

this Act with respect to partnership property located in or transactions that occur in this State.

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

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

(d) A person authorized by this Act to file a statement may amend or cancel the statement by filing an amendment or cancellation that names the partnership, identifies the statement, and states the substance of the amendment or cancellation.

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

statement as to a person not a partner.

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

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

(805 ILCS 206/105.5 new)

Sec. 105.5. 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 partnership, as the case may be, and that the facts stated therein are true. Compliance with this Section shall satisfy the signature provisions of Section 105 of this Act, which shall otherwise apply.

(805 ILCS 206/108)

Sec. 108. Fees.

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

- (1) fees for filing documents;
- (2) miscellaneous charges; and

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

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

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

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

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

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

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

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

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

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

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

(10) for filing a renewal statement for a limited liability partnership organized under the laws of this State, \$100 for each partner, but in no event shall the fee

be less than \$200 or exceed \$5,000;

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

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

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

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

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

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

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

(d) There is hereby continued in the State treasury a special fund to be known as the Division of Corporations Limited Liability Partnership Fund. Moneys deposited into the Fund shall, subject to appropriation, be used by the Business Services Division of the Office of the Secretary of State to administer the responsibilities of the Secretary of State under this Act. The balance of the Fund at the end of any fiscal year shall not exceed \$200,000, and any amount in excess thereof shall be transferred to the General Revenue Fund.

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

Sec. 1004. Reinstatement of limited liability partnership status.

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

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

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

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

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

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

(2) the date of expiration;

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

(c) When a partnership whose status as a limited liability partnership or foreign limited liability partnership has

expired has complied with the provisions of this Section, the Secretary of State shall file the application for reinstatement.

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

(805 ILCS 206/1005 new)

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

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

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

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

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

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

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

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

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

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

(805 ILCS 206/1106 new)

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

(a) The agent for service of process may at any time resign by filing in the Office of the Secretary of State written notice thereof and by mailing a copy thereof to the foreign limited liability partnership at its chief executive office. The notice must be mailed at least 10 days before the date of

filing thereof with the Secretary of State. The notice shall be executed by the agent for service of process. The notice shall set forth all of the following:

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

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

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

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

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

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

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

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

Section 20. The Uniform Limited Partnership Act (2001) is amended by changing Sections 116, 117, 202, 206, 809, 810, 906,

1302, and 1308 and by adding Sections 204.5, 902.5, and 906.5 as follows:

(805 ILCS 215/116)

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

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

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

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

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

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

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

(6) The address of the designated office of the limited

partnership as it is known to the registered agent.

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

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

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

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

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

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

(1) serving upon the Secretary of State, or upon any employee having responsibility for administering this Act, a copy of the process, notice, or demand, together with any papers required by law to be delivered in connection with service and paying the fee prescribed by Section 1302 of this Act;

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

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

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

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

~~(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. 95-368, eff. 8-23-07.)

(805 ILCS 215/202)

Sec. 202. Amendment or restatement of certification.

(a) In order to amend its certificate of limited partnership, a limited partnership must deliver to the Secretary of State for filing an amendment or, pursuant to Article 11, articles of merger stating:

(1) the name of the limited partnership;

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

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

(b) A limited partnership shall promptly deliver to the

Secretary of State for filing an amendment to a certificate of limited partnership to reflect:

- (1) the admission of a new general partner;
- (2) the dissociation of a person as a general partner;

or

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

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

- (1) cause the certificate to be amended; or
- (2) if appropriate, deliver to the Secretary of State for filing a statement of change pursuant to Section 115 or a statement of correction pursuant to Section 207.

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

(e) A restated certificate of limited partnership may be delivered to the Secretary of State for filing in the same manner as an amendment. A restated certificate of limited partnership shall supersede the original certificate of limited partnership and all amendments thereto filed prior to the effective date of filing the restated certificate of limited partnership.

(f) Subject to Section 206(c), an amendment or restated

certificate is effective when filed by the Secretary of State.

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

(805 ILCS 215/204.5 new)

Sec. 204.5. 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 partnership, as the case may be, and that the facts stated therein are true. Compliance with this Section shall satisfy the signature provisions of Section 204 of this Act, which shall otherwise apply.

(805 ILCS 215/206)

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

(a) A record authorized or required to be delivered to the Secretary of State for filing under this Act must be captioned to describe the record's purpose, be in a medium permitted by the Secretary of State, and be delivered to the Secretary of State. Unless the Secretary of State determines that a record does not comply with the filing requirements of this Act, and if all filing fees have been paid, the Secretary of State shall file the record and:

(1) for a statement of dissociation, send:

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

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

(2) for a statement of withdrawal, send:

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

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

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

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

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

(1) if the record does not specify an effective time

and does not specify a delayed effective date, on the date and at the time the record is filed as evidenced by the Secretary of State's endorsement of the date and time on the record;

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

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

(A) the specified date; or

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

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

(A) the specified date; or

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

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

(805 ILCS 215/809)

Sec. 809. Administrative dissolution.

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

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

(2) file ~~deliver~~ its annual report with ~~to~~ the

Secretary of State; ~~or-~~

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

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

(c) If within 60 days after service of the copy of the record of determination the limited partnership does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of State does not exist, the Secretary of State shall administratively dissolve the limited partnership by preparing, signing, and filing a declaration of dissolution that states the grounds for dissolution. The Secretary of State shall send a copy to the limited partnership's agent for service of process in this State, or if the limited partnership does not appoint and maintain a proper agent, to the limited partnership's designated office ~~serve the limited partnership with a copy of the filed declaration.~~

(d) A limited partnership administratively dissolved

continues its existence but may carry on only activities necessary to wind up its activities and liquidate its assets under Sections 803 and 812 and to notify claimants under Sections 806 and 807.

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

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

(805 ILCS 215/810)

Sec. 810. Reinstatement following administrative dissolution.

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

(1) the filing of an application for reinstatement;

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

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

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

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

(2) the date of dissolution;

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

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

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

~~(a) A limited partnership that has been administratively dissolved may apply to the Secretary of State for reinstatement after the effective date of dissolution. The application must be delivered to the Secretary of State for filing and state:~~

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

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

~~(3) that the limited partnership's name satisfies the~~

~~requirements of Section 108.~~

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

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

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

(805 ILCS 215/902.5 new)

Sec. 902.5. Amended application for certificate of authority.

(a) In order to amend its application for certificate of authority, a foreign limited partnership must deliver to the Secretary of State for filing an amended application for certificate of authority stating:

(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 date of filing the application for certificate

of authority; and

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

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

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

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

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

(1) cause the certificate to be amended; or

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

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

(805 ILCS 215/906)

Sec. 906. Revocation of certificate of authority.

(a) A certificate of authority of a foreign limited partnership to transact business in this State may be revoked by the Secretary of State in the manner provided in subsections

(b) and (c) if the foreign limited partnership does not:

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

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

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

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

(b) If the Secretary of State determines that a ground exists for revoking the certificate of authority of a foreign limited partnership, the Secretary of State shall file a record of the determination and send a copy of the filed record to the foreign limited partnership's agent for service of process in this State, or if the foreign limited partnership does not appoint and maintain a proper agent, to the foreign limited partnership's designated office.

(c) If within 60 days after service of the copy of the record of determination the foreign limited partnership does

not correct each ground for revocation or demonstrate to the reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of State does not exist, the Secretary of State shall revoke the certificate of authority of the foreign limited partnership by preparing, signing, and filing a declaration of revocation that states the grounds for the revocation. The Secretary of State shall send a copy of the filed declaration to the foreign limited partnership's agent for service of process in this State, or if the foreign limited partnership does not appoint and maintain a proper agent, to the foreign limited partnership's designated office.

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

~~(b) In order to revoke a certificate of authority, the Secretary of State must prepare, sign, and file a notice of revocation and send a copy to the foreign limited partnership's agent for service of process in this State, or if the foreign limited partnership does not appoint and maintain a proper agent in this State, to the foreign limited partnership's designated office. The notice must state:~~

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

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

~~revocation.~~

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

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

(805 ILCS 215/906.5 new)

Sec. 906.5. Reinstatement following revocation.

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

(1) the filing of an application for reinstatement;

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

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

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

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

(2) the date of revocation;

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

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

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

(805 ILCS 215/1302)

Sec. 1302. Fees.

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

- (1) fees for filing documents;
- (2) miscellaneous charges;
- (3) fees for the sale of lists of filings and for ~~7~~ copies of any documents, ~~and for the sale or release of any information.~~

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

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

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

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

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

(5) filing an application for use of an assumed name under Section 108.5 of this Act, \$150 for each year or part thereof ending in 0 or 5, \$120 for each year or part thereof ending in 1 or 6, \$90 for each year or part thereof ending in 2 or 7, \$60 for each year or part thereof ending in 3 or 8, \$30 for each year or part thereof ending in 4 or 9, and a renewal for each assumed name, \$150;

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

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

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

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

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

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

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

(805 ILCS 215/1308)

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

(a) A special fund in the State Treasury is created and shall be known as the Department of Business Services Special Operations Fund. Moneys deposited into the Fund shall, subject to appropriation, be used by the Department of Business Services of the Office of the Secretary of State, hereinafter "Department", to create and maintain the capability to perform expedited services in response to special requests made by the public for same day or 24 hour service. Moneys deposited into the Fund shall be used for, but not limited to, expenditures for personal services, retirement, Social Security, ~~social security~~ contractual services, equipment, electronic data

processing, and telecommunications.

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

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

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

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

Merger or conversion, \$200;

Certificate of limited partnership, \$100;

Certificate of amendment, \$100;

Reinstatement, \$100;

Application for admission to transact business, \$100;

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

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

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

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

(805 ILCS 215/1305 rep.)

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

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