

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 Sections 5.25 and 13.45 as follows:

(805 ILCS 5/5.25) (from Ch. 32, par. 5.25)

Sec. 5.25. Service of process on domestic or foreign corporation.

(a) Any process, notice, or demand required or permitted by law to be served upon a domestic corporation or a foreign corporation having authority to transact business in this State may be served either upon the registered agent appointed by the corporation or upon the Secretary of State as provided in this Section.

(b) The Secretary of State shall be irrevocably appointed as an agent of a domestic corporation or of a foreign corporation having authority upon whom any process, notice or demand may be served:

(1) Whenever the corporation shall fail to appoint or maintain a registered agent in this State, or

(2) Whenever the corporation's registered agent cannot with reasonable diligence be found at the registered office in this State, or

(3) When a domestic corporation has been dissolved, the conditions of paragraph (1) or paragraph (2) exist, and a civil action, suit or proceeding is instituted against or affecting the corporation within the five years after the issuance of a certificate of dissolution or the filing of a judgment of dissolution, or

(4) When a domestic corporation has been dissolved, the conditions of paragraph (1) or paragraph (2) exist, and a criminal proceeding has been instituted against or affecting the corporation, or

(5) When the authority of a foreign corporation to transact business in this State has been revoked or withdrawn.

(c) Service under subsection (b) shall be made by:

(1) Service on the Secretary of State, or on any clerk having charge of the corporation division of his or her office, of a copy of the process, notice or demand, together with any papers required by law to be delivered in connection with service, and a fee as prescribed by subsection (b) of Section 15.15 of this Act;

(2) Transmittal by the person instituting the action, suit or proceeding of notice of the service on the Secretary of State and a copy of the process, notice or demand and accompanying papers to the corporation being served, by registered or certified mail:

(i) At the last registered office of the

corporation as shown by the records on file in the office of the Secretary of State; and

(ii) At such 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; and

(3) Appendage, by the person instituting the action, suit or proceeding, of an affidavit of compliance with this Section, in substantially such form as the Secretary of State may by rule or regulation prescribe, to the process, notice or demand.

(d) Nothing herein contained shall limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

(e) The Secretary of State shall keep a record of all processes, notices, and demands served upon him or her under this Section, and shall record therein the time of such service and his or her action with reference thereto, but shall not be required to retain such information for a period longer than five years from his or her receipt of the service.

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

(805 ILCS 5/13.45) (from Ch. 32, par. 13.45)

Sec. 13.45. Withdrawal of foreign corporation. A foreign corporation authorized to transact business in this State may

withdraw from this State upon filing with the Secretary of State an application for withdrawal. In order to procure such withdrawal, the foreign corporation shall:

(a) execute and file in duplicate, in accordance with Section 1.10 of this Act, an application for withdrawal and a final report, which shall set forth:

(1) that no proportion of its issued shares is, on the date of the application, represented by business transacted or property located in this State;

(2) that it surrenders its authority to transact business in this State;

(3) that it revokes the authority of its registered agent in this State to accept service of process and consents that service of process in any suit, action, or proceeding based upon any cause of action arising in this State during the time the corporation was licensed to transact business in this State may thereafter be made on the corporation by service on the Secretary of State;

(4) a post-office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State;

(5) the name of the corporation and the state or country under the laws of which it is organized;

(6) a statement of the aggregate number of issued shares of the corporation itemized by classes, and

series, if any, within a class, as of the date of the final report;

(7) a statement of the amount of paid-in capital of the corporation as of the date of the final report; and

(8) such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine and assess any unpaid fees or franchise taxes payable by the foreign corporation as prescribed in this Act; or

(b) if it has been dissolved, file a copy of the articles of dissolution duly authenticated by the proper officer of the state or country under the laws of which the corporation was organized; or

(c) if it has been the non-survivor of a statutory merger and the surviving entity corporation was a foreign corporation or limited liability company which had not obtained authority to transact business in this State, file a copy of the articles of merger duly authenticated by the proper officer of the state or country under the laws of which the corporation or limited liability company was organized; or.

(d) if it has been converted into another entity, file a copy of the articles of conversion duly authenticated by the proper officer of the state or country under the laws of which the corporation was organized.

The application for withdrawal and the final report shall

be made on forms prescribed and furnished by the Secretary of State.

When the corporation has complied with subsection (a) of this Section, the Secretary of State shall file the application for withdrawal and mail a copy of the application to the corporation or its representative. If the provisions of subsection (b) of this Section have been followed, the Secretary of State shall file the copy of the articles of dissolution in his or her office.

Upon the filing of the application for withdrawal or copy of the articles of dissolution, the authority of the corporation to transact business in this State shall cease.

(Source: P.A. 92-16, eff. 6-28-01; 92-33, eff. 7-1-01; 93-59, eff. 7-1-03.)

Section 10. The General Not For Profit Corporation Act of 1986 is amended by changing Section 105.25 as follows:

(805 ILCS 105/105.25) (from Ch. 32, par. 105.25)

Sec. 105.25. Service of process on domestic or foreign corporation.

(a) Any process, notice, or demand required or permitted by law to be served upon a domestic corporation or a foreign corporation having authority to conduct affairs in this State may be served either upon the registered agent appointed by the corporation or upon the Secretary of State as provided in this

Section.

(b) The Secretary of State shall be irrevocably appointed as an agent of a domestic corporation or of a foreign corporation having authority upon whom any process, notice or demand may be served:

(1) Whenever the corporation shall fail to appoint or maintain a registered agent in this State; or

(2) Whenever the corporation's registered agent cannot with reasonable diligence be found at the registered office in this State; or

(3) When a domestic corporation has been dissolved, the conditions of paragraph (1) or paragraph (2) exist, and an action, suit or proceeding is instituted against or affecting the corporation within the two years after the dissolution or the filing of a judgment of dissolution; or

(3.5) When a domestic corporation has been dissolved, the conditions of paragraph (1) or (2) exist, and a criminal proceeding has been instituted against or affecting the corporation; or

(4) When the authority of a foreign corporation to transact business has been revoked or withdrawn.

(c) Service under subsection (b) shall be made by:

(1) Service on the Secretary of State, or on any clerk having charge of the corporation division at his or her office, of a copy of the process, notice or demand, together with any papers required by law to be delivered in

connection with service, and a fee as prescribed by subsection (b) of Section 115.15 of this Act;

(2) Transmittal by the person instituting the action, suit or proceeding of notice of the service on the Secretary of State and a copy of the process, notice or demand and accompanying papers to the corporation being served, by registered or certified mail:

(i) At the last registered office of the corporation as shown by the records on file in the office of the Secretary of State; or

(ii) At such 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; and

(3) Appendage by the person instituting the action, suit or proceeding of an affidavit of compliance with this Section in substantially such form as the Secretary of State may by rule or regulation prescribe, to the process, notice or demand.

(d) Nothing herein contained shall limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a corporation in any other manner now or hereafter permitted by law.

(e) The Secretary of State shall keep a record of all processes, notices, and demands served upon him or her under this Section, and shall record therein the time of such service

and his or her action with reference thereto but shall not be required to retain such information for a period longer than five years from his or her receipt of the service.

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

Section 15. The Limited Liability Company Act is amended by changing Sections 1-50, 5-5, 5-30, 35-25, 35-30, 45-5, 45-35, 45-40, and 45-50 and by adding Section 45-36 as follows:

(805 ILCS 180/1-50)

Sec. 1-50. Service of process on limited liability company.

(a) Any process, notice, or demand required or permitted by law to be served upon either a limited liability company or foreign limited liability company shall be served either upon the registered agent appointed by the limited liability company or upon the Secretary of State as provided in this Section.

(b) The Secretary of State shall be irrevocably appointed as an agent of a limited liability company upon whom any process, notice, or demand may be served under any of the following circumstances:

(1) Whenever the limited liability company shall fail to appoint or maintain a registered agent in this State.

(2) Whenever the limited liability company's registered agent cannot with reasonable diligence, ~~by registered or certified mail~~, be found at the registered office in this State or at the principal place of business

stated in the articles of organization.

(3) When a limited liability company has dissolved, the conditions of paragraph (1) and paragraph (2) exist, and a civil action, suit or proceeding is instituted against or affecting the limited liability company within 5 years after the issuance of a certificate of dissolution or the filing of a judgment of dissolution.

(4) When a domestic limited liability company has been dissolved, the conditions of paragraph (1) or paragraph (2) exist, and a criminal proceeding has been instituted against or affecting the limited liability company.

(5) When the admission of a foreign limited liability company to transact business in this State has been revoked or withdrawn.

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

(1) Serving on the Secretary of State, or on 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 Article 50 of this Act.

(2) Transmitting notice of the service on the Secretary of State and a copy of the process, notice, or demand and accompanying papers to the limited liability company being served, by registered or certified mail:

(A) at the last registered office of the limited liability company 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.

(d) Nothing herein contained shall limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a limited liability company in any other manner now or hereafter permitted by law.

(e) The Secretary of State shall keep, for a period of 5 years from the date of service, a record of all processes, notices, and demands served upon him or her under this Section and shall record therein the time of the service and such person's action with reference thereto.

(Source: P.A. 87-1062.)

(805 ILCS 180/5-5)

Sec. 5-5. Articles of organization.

(a) The articles of organization shall set forth all of the following:

(1) The name of the limited liability company and the address of its principal place of business which may, but need not be a place of business in this State.

(2) The purposes for which the limited liability company is organized, which may be stated to be, or to include, the transaction of any or all lawful businesses for which limited liability companies may be organized under this Act.

(3) The name of its registered agent and the address of its registered office.

(4) If the limited liability company is to be managed by a manager or managers, the names and business addresses of the initial manager or managers.

(5) If management of the limited liability company is to be vested in the members under Section 15-1, then the names and addresses of the initial member or members.

(5.5) The duration of the limited liability company, which shall be perpetual unless otherwise stated.

~~(6) (Blank). The latest date, if any, upon which the limited liability company is to dissolve and other events of dissolution, if any, that may be agreed upon by the members under Section 35-1 hereof.~~

(7) The name and address of each organizer.

(8) Any other provision, not inconsistent with law, that the members elect to set out in the articles of organization for the regulation of the internal affairs of

the limited liability company, including any provisions that, under this Act, are required or permitted to be set out in the operating agreement of the limited liability company.

(b) A limited liability company is organized at the time articles of organization are filed by the Secretary of State or at any later time, not more than 60 days after the filing of the articles of organization, specified in the articles of organization.

(c) Articles of organization for the organization of a limited liability company for the purpose of accepting and executing trusts shall not be filed by the Secretary of State until there is delivered to him or her a statement executed by the Commissioner of the Office of Banks and Real Estate that the organizers of the limited liability company have made arrangements with the Commissioner of the Office of Banks and Real Estate to comply with the Corporate Fiduciary Act.

(d) Articles of organization for the organization of a limited liability company as a bank or a savings bank must be filed with the Commissioner of Banks and Real Estate or, if the bank or savings bank will be organized under federal law, with the appropriate federal banking regulator.

(Source: P.A. 93-561, eff. 1-1-04.)

(805 ILCS 180/5-30)

Sec. 5-30. Restated articles of organization. A limited

liability company, whenever desired, may integrate into a single instrument all of the provisions of its articles of organization which are then in effect and operative as a result of there having previously been filed with the Secretary of State one or more instruments under this Act. The restated articles of organization shall be specifically designated as such in the heading. They shall state, either in their heading or in an introductory paragraph, (i) the company's present name if the name has been changed, (ii) the name under which documents were originally filed, and (iii) the date of filing of the original articles of organization by the Secretary of State. Restated articles of organization shall also state that they were duly executed and filed in accordance with the provisions of this Section. Restated articles of organization shall supersede the original articles of organization and all amendments thereto prior to the effective date of filing the restated articles of organization.

(Source: P.A. 87-1062.)

(805 ILCS 180/35-25)

Sec. 35-25. Grounds for ~~of~~ administrative dissolution. The Secretary of State may dissolve any limited liability company administratively if ~~any of the following occur~~:

(1) it has failed to file its annual report and pay its fee as required by this Act before the first day of the anniversary month or has failed to pay any fees, penalties, or charges

required by this Act, within 180 days of the anniversary day;

(2) it has failed to file in the Office of the Secretary of State any report after the expiration of the period prescribed in this Act for filing the report; ~~within 180 days of the date for filing the report; or~~

(2.5) it has misrepresented any material matter in any application, report, affidavit, or other document submitted by the limited liability company under this Act;

(3) it has failed to appoint and maintain a registered agent in Illinois within 60 days after a registered agent's notice of resignation under Section 1-35;~~;~~

(4) a manager or member to whom interrogatories have been propounded by the Secretary of State as provided in Section 5-60 of this Act fails to answer the interrogatories fully and to timely file the answer in the office of the Secretary of State; or

(5) it has tendered payment to the Secretary of State which is returned due to insufficient funds, a closed account, or for any other reason, and acceptable payment has not been subsequently tendered.

(Source: P.A. 91-354, eff. 1-1-00.)

(805 ILCS 180/35-30)

Sec. 35-30. Procedure for administrative dissolution.

(a) After the Secretary of State determines that one or more grounds exist under Section 35-25 for the administrative

dissolution of a limited liability company, the Secretary of State shall send a notice of delinquency by regular mail to each delinquent limited liability company at its registered office or, if the limited liability company has failed to maintain a registered office, then to the last known address shown on the records of the Secretary of State for the principal place of business of the limited liability company ~~office at which records of the limited liability company are maintained in accordance with Section 1-40 of this Act.~~

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

State for the principal place of business of the limited liability company ~~office at which records of the limited liability company are maintained in accordance with Section 1-40 of this Act.~~

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

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

(805 ILCS 180/45-5)

Sec. 45-5. Admission to transact business.

(a) Except as provided in Article V of the Illinois Insurance Code, before transacting business in this State, a foreign limited liability company shall be admitted to do so by the Secretary of State. In order to be admitted, a foreign limited liability company shall submit to the Office of the Secretary of State an application for admission to transact business as a foreign limited liability company setting forth all of the following:

(1) The name of the foreign limited liability company and, if different, the name under which it proposes to transact business in this State.

(2) The jurisdiction, date of its formation, and period

of duration.

(3) A certificate stating that the company is in existence under the laws of the jurisdiction wherein it is organized executed by the Secretary of State of that jurisdiction or by some other official that may have custody of the records pertaining to limited liability companies (or affidavit from an appropriate official of the jurisdiction that good standing certificates are not issued or other evidence of existence which the Secretary of State shall deem appropriate).

(4) The name and business address of the proposed registered agent in this State, which registered agent shall be an individual resident of this State, a domestic corporation, or a foreign corporation having a place of business in, and authorized to do business in, this State; if the registered agent is a corporation, the corporation must be authorized by its articles of incorporation to act as a registered agent.

(5) The address, including street and number, rural route number or 911 address, where applicable, of its principal place of business ~~of the office required to be maintained in the jurisdiction of its organization by the laws of that jurisdiction or, if not so required, of the principal place of business of the foreign limited liability company.~~

(6) The purpose or purposes for which it was organized

and the purpose or purposes which it proposes to conduct in the transaction of business in this State.

(7) A statement whether the limited liability company is managed by a manager or managers or whether management of the limited liability company is vested in the members.

(8) A statement that the Secretary of State is appointed the agent of the foreign limited liability company for service of process under the circumstances set forth in subsection (b) of Section 1-50.

(9) All additional information that may be necessary or appropriate in order to enable the Secretary of State to determine whether the limited liability company is entitled to transact business in this State.

(b) No foreign limited liability company shall transact in this State any business that a limited liability company formed under the laws of this State is not permitted to transact. A foreign limited liability company admitted to transact business in this State shall, until admission is revoked as provided in this Act, enjoy the same, but no greater, rights and privileges as a limited liability company formed under the laws of this State.

(c) The acceptance and filing by the Office of the Secretary of State of a foreign limited liability company's application shall admit the foreign limited liability company to transact business in the State.

(Source: P.A. 90-424, eff. 1-1-98; 91-593, eff. 8-14-99.)

(805 ILCS 180/45-35)

Sec. 45-35. Grounds for revocation ~~Revocation~~ of admission.

(a) The admission of a foreign limited liability company to transact business in this State may be revoked by the Secretary of State ~~if upon the occurrence of any of the following events:~~

(1) The foreign limited company has failed to:

(A) file its ~~limited liability company~~ annual report and pay its fee as required by this Act before the first day of the anniversary month ~~within the time required by Section 50-1~~ or has failed to pay any fees or penalties prescribed by this Act ~~Article~~;

(B) appoint and maintain a registered agent in Illinois within 60 days after a registered agent's notice of resignation under Section 1-35;

(C) (blank); ~~file a report upon any change in the name or business address of the registered agent;~~

(D) file in the Office of the Secretary of State any amendment to its application for admission as specified in Section 45-25 or any report after the expiration of the period prescribed in this Act for filing the report; or

(E) renew its assumed name, or to apply to change its assumed name under this Act, when the limited liability company may only transact business within

this State under its assumed name in accordance with the provisions of Section 45-15 of this Act.

(2) A misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by the foreign limited liability company under this Act Article.

(2.5) A manager or member to whom interrogatories have been propounded by the Secretary of State as provided in Section 5-60 of this Act fails to answer the interrogatories fully and to timely file the answer in the office of the Secretary of State.

(3) The Receipt by the Secretary of State receives ~~of~~ a certified copy of a memorandum of judgment relating to a judgment entered for money owed to a unit of local government or school district, together with a statement filed by its attorney that the judgment has not been satisfied and that no appeal has been filed.

(4) It has tendered payment to the Secretary of State which is returned due to insufficient funds, a closed account, or for any other reason, and acceptable payment has not been subsequently tendered.

(b) (Blank). ~~The admission of a foreign limited liability company shall not be revoked by the Secretary of State unless all of the following occur:~~

~~(1) The Secretary of State has given the foreign limited liability company not less than 60 days' notice~~

~~thereof by mail addressed to its registered office in this State or, if the foreign limited liability company fails to appoint and maintain a registered agent in this State, addressed to the office required to be maintained under paragraph (5) of subsection (a) of Section 45-5.~~

~~(2) During that 60 day period, the foreign limited liability company has failed to file the limited liability company report, to pay fees or penalties, to file a report of change regarding the registered agent, to file any amendment, to correct any misrepresentation.~~

~~(c) (Blank). Upon the expiration of 120 days after the mailing of the notice, the admission of the foreign limited liability company to transact business in this State shall cease.~~

(Source: P.A. 95-515, eff. 8-28-07.)

(805 ILCS 180/45-36 new)

Sec. 45-36. Procedure for revocation of admission.

(a) After the Secretary of State determines that one or more grounds exist under Section 45-35 for the revocation of admission of a foreign limited liability company, the Secretary of State shall send a notice of delinquency by regular mail to each delinquent limited liability company at its registered office or, if the limited liability company has failed to maintain a registered office, then to the last known address shown on the records of the Secretary of State for the

principal place of business.

(b) If the limited liability company does not correct the default described in item (A) or (D) of paragraph (1) of subsection (a) of Section 45-35 within 120 days following the date of the notice of delinquency, the Secretary of State shall revoke the admission of the limited liability company by issuing a certificate of revocation that recites the grounds for revocation and its effective date. If the limited liability company does not correct the default described in item (B) or (E) of paragraph (1) or paragraph (2), (2.5), (3), or (4) of subsection (a) of Section 45-35 within 60 days following the notice, the Secretary of State shall revoke the admission of the limited liability company by issuing a certificate of revocation that recites the grounds for revocation and its effective date. The Secretary of State shall file the original of the certificate in his or her office and mail one copy to the limited liability company at its registered office or, if the limited liability company has failed to maintain a registered office, then to the last known address shown on the records of the Secretary of State for the principal place of business.

(c) Upon the issuance of a certificate of revocation, the admission of the limited liability company to transact business in this State shall cease and the revoked company shall not thereafter carry on any business in this State.

(805 ILCS 180/45-40)

Sec. 45-40. Withdrawal.

(a) A foreign limited liability company admitted to transact business in this State may withdraw from this State upon filing with the Secretary of State an application for withdrawal. In order to withdraw, the foreign limited liability company shall deliver to the Secretary of State an application for withdrawal, which shall set forth all of the following:

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

(2) That the limited liability company is not transacting business in this State.

(3) That the limited liability company surrenders its admission to transact business in this State.

(4) That the limited liability company revokes the authority of its registered agent in this State to accept service of process and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this State during the time the limited liability company was admitted to transact business in this State may thereafter be made on the limited liability company by service thereof upon the Secretary of State.

(5) A post office address to which may be mailed ~~street address to which a person may mail~~ a copy of any process against the limited liability company that may be served on the Secretary of State.

(6) All additional information that is necessary or appropriate in order to enable the Secretary of State to determine and assess any unpaid fees payable by the limited liability company as prescribed in this Article.

(b) The application for withdrawal shall be in the form and manner designated by the Secretary of State and shall be executed by the limited liability company by one of its managers or, if none, any member or members that may be designated by the members pursuant to limited liability company action properly taken under applicable local law or, if the limited liability company is in the hands of a receiver or trustee, by the receiver or trustee on behalf of the limited liability company. This report shall be accompanied by a written declaration that it is made under the penalties of perjury.

(Source: P.A. 87-1062.)

(805 ILCS 180/45-50)

Sec. 45-50. Action to restrain from transaction of business.

(a) The Attorney General may bring an action to restrain a foreign limited liability company from transacting business in this State in violation of this Article.

(b) If the authority of a foreign limited liability company to do business in Illinois ceases because of failure to pay a judgment reported to the Secretary of State under ~~subdivision~~

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~~(a) (3)~~ of Section 45-35, then the Attorney General shall bring an action to restrain a foreign limited liability company from transacting business in this State.

(Source: P.A. 95-515, eff. 8-28-07.)

Section 99. Effective date. This Act takes effect July 1, 2013.