

1 AN ACT concerning corporations.

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

4 ARTICLE 1.

5 GENERAL PROVISIONS

6 Section 101. Short title. This Act may be cited as the  
7 Entity Omnibus Act.

8 Section 102. Definitions. In this Act:

9 "Approve" means, in the case of an entity, for its  
10 governors and interest holders to take whatever steps are  
11 necessary under its organic rules, organic law, and other law  
12 to:

13 (1) propose a transaction subject to this Act;

14 (2) adopt and approve the terms and conditions of the  
15 transaction; and

16 (3) conduct any required proceedings or otherwise  
17 obtain any required votes or consents of the governors or  
18 interest holders.

19 "Business corporation" means a corporation whose internal  
20 affairs are governed by the Business Corporation Act of 1983 or  
21 a similar Act in the jurisdiction of organization.

22 "Conversion" means a transaction authorized by Article 2.

1 "Converted entity" means the converting entity as it  
2 continues in existence after a conversion.

3 "Converting entity" means the domestic entity that  
4 approves a plan of conversion pursuant to Section 203 or the  
5 foreign entity that approves a conversion pursuant to the law  
6 of its jurisdiction of organization.

7 "Domestic entity" means an entity whose internal affairs  
8 are governed by the law of this State.

9 "Domesticated entity" means the domesticating entity as it  
10 continues in existence after a domestication.

11 "Domesticating entity" means the domestic entity that  
12 approves a plan of domestication pursuant to Section 303 or the  
13 foreign entity that approves a domestication pursuant to the  
14 law of its jurisdiction of organization.

15 "Domestication" means a transaction authorized by Article  
16 3.

17 "Entity" means:

18 (1) a business corporation;

19 (2) a medical corporation;

20 (3) a nonprofit corporation;

21 (4) a professional service corporation;

22 (5) a general partnership, including a limited  
23 liability partnership;

24 (6) a limited partnership, including a limited  
25 liability limited partnership; and

26 (7) a limited liability company.

1 "Filing entity" means an entity that is created by the  
2 filing of an organizing document with the Secretary of State.

3 "Foreign entity" means an entity other than a domestic  
4 entity.

5 "General partnership" means a partnership whose internal  
6 affairs are governed by the Uniform Partnership Act (1997) or a  
7 similar Act in the jurisdiction of organization.

8 "Governance interest" means the right under the organic law  
9 or organic rules of an entity, other than as a governor, agent,  
10 assignee, or proxy, to:

11 (1) receive or demand access to information  
12 concerning, or the books and records of, the entity;

13 (2) vote for the election of the governors of the  
14 entity; or

15 (3) receive notice of or vote on any or all issues  
16 involving the internal affairs of the entity.

17 "Governor" means a person by or under whose authority the  
18 powers of an entity are exercised and under whose direction the  
19 business and affairs of the entity are managed pursuant to the  
20 organic law and organic rules of the entity.

21 "Interest" means:

22 (1) a governance interest in an unincorporated entity;

23 (2) a transferable interest in an unincorporated  
24 entity; or

25 (3) a share or membership in a corporation.

26 "Interest holder" means a direct holder of an interest.

1 "Interest holder liability" means:

2 (1) personal liability for a liability of an entity  
3 that is imposed on a person:

4 (a) solely by reason of the status of the person as  
5 an interest holder; or

6 (b) by the organic rules of the entity pursuant to  
7 a provision of the organic law authorizing the organic  
8 rules to make one or more specified interest holders or  
9 categories of interest holders liable in their  
10 capacity as interest holders for all or specified  
11 liabilities of the entity; or

12 (2) an obligation of an interest holder under the  
13 organic rules of an entity to contribute to the entity.

14 "Jurisdiction of organization of an entity" means the  
15 jurisdiction whose law includes the organic law of the entity.

16 "Limited partnership" means a partnership whose internal  
17 affairs are governed by the Uniform Limited Partnership Act  
18 (2001) or a similar Act in the jurisdiction of organization.

19 "Limited liability company" means a company whose internal  
20 affairs are governed by the Limited Liability Company Act or a  
21 similar Act in the jurisdiction of organization.

22 "Medical corporation" means a corporation whose internal  
23 affairs are governed by the Medical Corporation Act or a  
24 similar Act in the jurisdiction of organization.

25 "Nonprofit corporation" means a corporation whose internal  
26 affairs are governed by General Not For Profit Corporation Act

1 of 1986 or a similar Act in the jurisdiction of organization.

2 "Organic law" means the statutes, if any, other than this  
3 Act, governing the internal affairs of an entity.

4 "Organic rules" means the public organic document and  
5 private organic rules of an entity.

6 "Person" means an individual, corporation, estate, trust,  
7 partnership, limited liability company, business or similar  
8 trust, association, joint venture, public corporation,  
9 government, or governmental subdivision, agency, or  
10 instrumentality, or any other legal or commercial entity.

11 "Plan" means a plan of conversion or domestication.

12 "Professional service corporation" means a corporation  
13 whose internal affairs are governed by the Professional Service  
14 Corporation Act or a similar Act in the jurisdiction of  
15 organization.

16 "Private organic rules" means the rules, whether or not in  
17 a record, that govern the internal affairs of an entity, are  
18 binding on all of its interest holders, and are not part of its  
19 public organic document.

20 "Protected agreement" means:

21 (1) a record evidencing indebtedness and any related  
22 agreement in effect on the effective date of this Act;

23 (2) an agreement that is binding on an entity on the  
24 effective date of this Act;

25 (3) the organic rules of an entity in effect on the  
26 effective date of this Act; or

1           (4) an agreement that is binding on any of the  
2           governors or interest holders of an entity on the effective  
3           date of this Act.

4           "Public organic document" means the public record, the  
5           filing of which creates an entity, and any amendment to or  
6           restatement of that record.

7           "Qualified foreign entity" means a foreign entity that is  
8           authorized to transact business in this State pursuant to a  
9           filing with the Secretary of State.

10          "Record" means information that is inscribed on a tangible  
11          medium or that is stored in an electronic or other medium and  
12          is retrievable in perceivable form.

13          "Secretary of State" means the governmental entity  
14          responsible for accepting and acting on the filing of  
15          organizational documents of an entity.

16          "Sign" means, with present intent to authenticate or adopt  
17          a record:

18                 (1) to execute or adopt a tangible symbol; or

19                 (2) to attach to or logically associate with the record  
20                 an electronic sound, symbol, or process.

21          Section 103. Relationship of Act to other laws.

22                 (a) Unless displaced by particular provisions of this Act,  
23                 the principles of law and equity supplement this Act.

24                 (b) This Act does not authorize an act prohibited by, and  
25                 does not affect, the application or requirements of law, other

1 than this Act.

2 (c) A transaction effected under this Act may not create or  
3 impair any right or obligation on the part of a person under a  
4 provision of the law of this State other than this Act relating  
5 to a transaction involving a converting or domesticating entity  
6 unless:

7 (1) in the event the entity does not survive the  
8 transaction, the transaction satisfies any requirements of  
9 the provision; or

10 (2) in the event the entity survives the transaction,  
11 the approval of the plan is by a vote of the interest  
12 holders or governors which would be sufficient to create or  
13 impair the right or obligation directly under the  
14 provision.

15 Section 104. Required notice or approval.

16 (a) A domestic or foreign entity that is required to give  
17 notice to, or obtain the approval of, a governmental agency or  
18 officer in order to be a party to a merger must give the notice  
19 or obtain the approval in order to be a party to a conversion  
20 or domestication.

21 (b) Property held for a charitable purpose under the law of  
22 this State by a domestic or foreign entity immediately before a  
23 transaction under this Act becomes effective may not, as a  
24 result of the transaction, be diverted from the objects for  
25 which it was donated, granted, or devised unless, to the extent

1 required by or pursuant to the law of this State concerning cy  
2 pres or other law dealing with nondiversion of charitable  
3 assets, the entity obtains an appropriate order of court or  
4 approval by the Office of the Attorney General specifying the  
5 disposition of the property.

6 Section 105. Status of filing. A filing under this Act  
7 signed by a domestic entity becomes part of the public organic  
8 document of the entity if the entity's organic law provides  
9 that similar filings under that law become part of the public  
10 organic document of the entity.

11 Section 106. Nonexclusivity. The fact that a transaction  
12 under this Act produces a certain result does not preclude the  
13 same result from being accomplished in any other manner  
14 permitted by law other than this Act.

15 Section 107. Reference to external facts. A plan may refer  
16 to facts ascertainable outside of the plan if the manner in  
17 which the facts will operate upon the plan is specified in the  
18 plan. The facts may include the occurrence of an event or a  
19 determination or action by a person, whether or not the event,  
20 determination, or action is within the control of a party to  
21 the transaction.

22 Section 108. Alternative means of approval of



1 transactions. Except as otherwise provided in the organic law  
2 or organic rules of a domestic entity, approval of a  
3 transaction under this Act by the unanimous vote or consent of  
4 its interest holders satisfies the requirements of this Act for  
5 approval.

6 Section 109. Appraisal rights.

7 (a) An interest holder of a domestic converting or  
8 domesticating entity is entitled to appraisal rights in  
9 connection with the transaction if the interest holder would  
10 have been entitled to appraisal rights under the entity's  
11 organic law in connection with a merger in which the interest  
12 of the interest holder was changed, converted, or exchanged  
13 unless:

14 (1) the organic law permits the organic rules to limit  
15 the availability of appraisal rights; and

16 (2) the organic rules provide such a limit.

17 (b) An interest holder of a domestic converting or  
18 domesticating entity is entitled to contractual appraisal  
19 rights in connection with a transaction under this Act to the  
20 extent provided:

21 (1) in the entity's organic rules;

22 (2) in the plan; or

23 (3) in the case of a business corporation, by action of  
24 its governors.

25 (c) If an interest holder is entitled to contractual

1 appraisal rights under subsection (b) and the entity's organic  
2 law does not provide procedures for the conduct of an appraisal  
3 rights proceeding, Section 11.65 of the Business Corporation  
4 Act of 1983 applies to the extent practicable or as otherwise  
5 provided in the entity's organic rules or the plan.

6 ARTICLE 2.

7 CONVERSION

8 Section 201. Conversion authorized.

9 (a) By complying with this Article, a domestic entity may  
10 become:

11 (1) a domestic entity of a different type; or

12 (2) a foreign entity of a different type, if the  
13 conversion is authorized by the law of the foreign  
14 jurisdiction.

15 (b) By complying with the provisions of this Article  
16 applicable to foreign entities, a foreign entity may become a  
17 domestic entity of a different type if the conversion is  
18 authorized by the law of the foreign entity's jurisdiction of  
19 organization.

20 (c) If a protected agreement contains a provision that  
21 applies to a merger of a domestic entity, but does not refer to  
22 a conversion, the provision applies to a conversion of the  
23 entity as if the conversion were a merger until the provision  
24 is amended after the effective date of this Act.

1 Section 202. Plan of conversion.

2 (a) A domestic entity may convert to a different type of  
3 entity under this Article by approving a plan of conversion.  
4 The plan must be in a record and contain:

5 (1) the name and type of the converting entity;

6 (2) the name, jurisdiction of organization, and type of  
7 the converted entity;

8 (3) the manner of converting the interests in the  
9 converting entity into interests, securities, obligations,  
10 rights to acquire interests or securities, cash, or other  
11 property, or any combination of the foregoing;

12 (4) the proposed public organic document of the  
13 converted entity if it will be a filing entity;

14 (5) the full text of the private organic rules of the  
15 converted entity that are proposed to be in a record;

16 (6) the other terms and conditions of the conversion;  
17 and

18 (7) any other provision required by the law of this  
19 State or the organic rules of the converting entity.

20 (b) A plan of conversion may contain any other provision  
21 not prohibited by law.

22 Section 203. Approval of conversion.

23 (a) A plan of conversion is not effective unless it has  
24 been approved:

1 (1) by a domestic converting entity:

2 (A) in accordance with the requirements, if any, in  
3 its organic rules for approval of a conversion;

4 (B) if its organic rules do not provide for  
5 approval of a conversion, in accordance with the  
6 requirements, if any, in its organic law and organic  
7 rules for approval of:

8 (i) in the case of an entity that is not a  
9 business corporation, a merger, as if the  
10 conversion were a merger; or

11 (ii) in the case of a business corporation, a  
12 merger requiring approval by a vote of the interest  
13 holders of the business corporation, as if the  
14 conversion were that type of merger; or

15 (C) if neither its organic law nor organic rules  
16 provide for approval of a conversion or a merger  
17 described in subparagraph (B)(ii), by all of the  
18 interest holders of the entity entitled to vote on or  
19 consent to any matter; and

20 (2) in a record, by each interest holder of a domestic  
21 converting entity that will have interest holder liability  
22 for liabilities that arise after the conversion becomes  
23 effective, unless, in the case of an entity that is not a  
24 business or nonprofit corporation:

25 (A) the organic rules of the entity provide in a  
26 record for the approval of a conversion or a merger in

1           which some or all of its interest holders become  
2           subject to interest holder liability by the vote or  
3           consent of fewer than all of the interest holders; and

4                   (B) the interest holder voted for or consented in a  
5           record to that provision of the organic rules or became  
6           an interest holder after the adoption of that  
7           provision.

8           (b) A conversion of a foreign converting entity is not  
9           effective unless it is approved by the foreign entity in  
10          accordance with the law of the foreign entity's jurisdiction of  
11          organization.

12          Section 204. Amendment or abandonment of plan of  
13          conversion.

14          (a) A plan of conversion of a domestic converting entity  
15          may be amended:

16                  (1) in the same manner as the plan was approved, if the  
17          plan does not provide for the manner in which it may be  
18          amended; or

19                  (2) by the governors or interest holders of the entity  
20          in the manner provided in the plan, but an interest holder  
21          that was entitled to vote on or consent to approval of the  
22          plan of conversion is entitled to vote on or consent to any  
23          amendment of the plan that will change:

24                          (A) the amount or kind of interests, securities,  
25          obligations, rights to acquire interests or

1 securities, cash, or other property, or any  
2 combination of the foregoing, to be received by any of  
3 the interest holders of the converting entity under the  
4 plan;

5 (B) the public organic document or private organic  
6 rules of the converted entity that will be in effect  
7 immediately after the conversion becomes effective,  
8 except for changes that do not require approval of the  
9 interest holders of the converted entity under its  
10 organic law or organic rules; or

11 (C) any other terms or conditions of the plan, if  
12 the change would adversely affect the interest holder  
13 in any material respect.

14 (b) After a plan of conversion has been approved by a  
15 domestic converting entity and before a statement of conversion  
16 becomes effective, the plan may be abandoned:

17 (1) as provided in the plan; or

18 (2) unless prohibited by the plan, in the same manner  
19 as the plan was approved.

20 (c) If a plan of conversion is abandoned after a statement  
21 of conversion has been filed with the Secretary of State and  
22 before the filing becomes effective, a statement of  
23 abandonment, signed on behalf of the entity, must be filed with  
24 the Secretary of State before the time the statement of  
25 conversion becomes effective. The statement of abandonment  
26 takes effect upon filing, and the conversion is abandoned and

1 does not become effective. The statement of abandonment must  
2 contain:

- 3 (1) the name of the converting entity;
- 4 (2) the date on which the statement of conversion was  
5 filed; and
- 6 (3) a statement that the conversion has been abandoned  
7 in accordance with this Section.

8 Section 205. Statement of conversion; effective date.

9 (a) A statement of conversion must be signed on behalf of  
10 the converting entity and filed with the Secretary of State.

11 (b) A statement of conversion must contain:

- 12 (1) the name and type of the converting entity;
- 13 (2) the name and type of the converted entity;
- 14 (3) if the statement of conversion is not to be  
15 effective upon filing, the later date and time on which it  
16 will become effective, which may not be more than 90 days  
17 after the date of filing;
- 18 (4) a statement that the plan of conversion was  
19 approved in accordance with this Article;
- 20 (5) the text of the converted entity's public organic  
21 document, as an attachment, signed by a person authorized  
22 by the entity; and
- 23 (6) if the converted entity is a domestic limited  
24 liability partnership, the text of its statement of  
25 qualification, as an attachment, signed by a person

1 authorized by the entity.

2 (c) In addition to the requirements of subsection (b), a  
3 statement of conversion may contain any other provision not  
4 prohibited by law.

5 (d) If the converted entity is a domestic entity, its  
6 public organic document, if any, must satisfy the requirements  
7 of the law of this State and may omit any provision that is not  
8 required to be included in a restatement of the public organic  
9 document.

10 (e) A plan of conversion that is signed on behalf of a  
11 domestic converting entity and meets all of the requirements of  
12 subsection (b) may be filed with the Secretary of State instead  
13 of a statement of conversion and upon filing has the same  
14 effect. If a plan of conversion is filed as provided in this  
15 subsection, references in this Act to a statement of conversion  
16 refer to the plan of conversion filed under this subsection.

17 (f) A statement of conversion becomes effective upon the  
18 date and time of filing or the later date and time specified in  
19 the statement of conversion.

20 Section 206. Effect of conversion.

21 (a) When a conversion becomes effective:

22 (1) the converted entity is:

23 (A) organized under and subject to the organic law  
24 of the converted entity; and

25 (B) the same entity without interruption as the



1           converting entity, even though the organic law of the  
2           converted entity may require the name of the converted  
3           entity may be modified based on the type of entity;

4           (2) all property of the converting entity continues to  
5           be vested in the converted entity without assignment,  
6           reversion, or impairment;

7           (3) all liabilities of the converting entity continue  
8           as liabilities of the converted entity;

9           (4) except as provided by law other than this Act or  
10          the plan of conversion, all of the rights, privileges,  
11          immunities, powers, and purposes of the converting entity  
12          remain in the converted entity;

13          (5) the name of the converted entity may be substituted  
14          for the name of the converting entity in any pending action  
15          or proceeding;

16          (6) if a converted entity is a filing entity, its  
17          public organic document is effective and is binding on its  
18          interest holders;

19          (7) if the converted entity is a limited liability  
20          partnership, its statement of qualification is effective  
21          simultaneously;

22          (8) the private organic rules of the converted entity  
23          that are to be in a record, if any, approved as part of the  
24          plan of conversion are effective and are binding on and  
25          enforceable by:

26                 (A) its interest holders; and

1 (B) in the case of a converted entity that is not a  
2 business corporation or nonprofit corporation, any  
3 other person that is a party to an agreement that is  
4 part of the entity's private organic rules; and

5 (9) the interests in the converting entity are  
6 converted, and the interest holders of the converting  
7 entity are entitled only to the rights provided to them  
8 under the plan of conversion and to any appraisal rights  
9 they have under Section 109 and the converting entity's  
10 organic law.

11 (b) Except as otherwise provided in the organic law or  
12 organic rules of the converting entity, the conversion does not  
13 give rise to any rights that an interest holder, governor, or  
14 third party would otherwise have upon a dissolution,  
15 liquidation, or winding-up of the converting entity.

16 (c) When a conversion becomes effective, a person that did  
17 not have interest holder liability with respect to the  
18 converting entity and that becomes subject to interest holder  
19 liability with respect to a domestic entity as a result of a  
20 conversion has interest holder liability only to the extent  
21 provided by the organic law of the entity and only for those  
22 liabilities that arise after the conversion becomes effective.

23 (d) When a conversion becomes effective:

24 (1) the conversion does not discharge any interest  
25 holder liability under the organic law of a domestic  
26 converting entity to the extent the interest holder

1 liability arose before the conversion became effective;

2 (2) a person does not have interest holder liability  
3 under the organic law of a domestic converting entity for  
4 any liability that arises after the conversion becomes  
5 effective;

6 (3) the organic law of a domestic converting entity  
7 continues to apply to the release, collection, or discharge  
8 of any interest holder liability preserved under paragraph  
9 (1) as if the conversion had not occurred; and

10 (4) a person has whatever rights of contribution from  
11 any other person as are provided by the organic law or  
12 organic rules of the domestic converting entity with  
13 respect to any interest holder liability preserved under  
14 paragraph (1) as if the conversion had not occurred.

15 (e) When a conversion becomes effective, a foreign entity  
16 that is the converted entity:

17 (1) may be served with process in this State for the  
18 collection and enforcement of any of its liabilities; and

19 (2) appoints the Secretary of State as its agent for  
20 service of process for collecting or enforcing those  
21 liabilities.

22 (f) If the converting entity is a qualified foreign entity,  
23 the certificate of authority or other foreign qualification of  
24 the converting entity is canceled when the conversion becomes  
25 effective.

26 (g) A conversion does not require the entity to wind up its

1 affairs and does not constitute or cause the dissolution of the  
2 entity.

3 ARTICLE 3.

4 DOMESTICATION

5 Section 301. Domestication authorized.

6 (a) Except as otherwise provided in this Section, by  
7 complying with this Article, a domestic entity may become a  
8 domestic entity of the same type in a foreign jurisdiction if  
9 the domestication is authorized by the law of the foreign  
10 jurisdiction.

11 (b) Except as otherwise provided in this Section, by  
12 complying with the provisions of this Article applicable to  
13 foreign entities a foreign entity may become a domestic entity  
14 of the same type in this State if the domestication is  
15 authorized by the law of the foreign entity's jurisdiction of  
16 organization.

17 (c) When the term domestic entity is used in this Article  
18 with reference to a foreign jurisdiction, it means an entity  
19 whose internal affairs are governed by the law of the foreign  
20 jurisdiction.

21 (d) If a protected agreement contains a provision that  
22 applies to a merger of a domestic entity but does not refer to  
23 a domestication, the provision applies to a domestication of  
24 the entity as if the domestication were a merger until the

1 provision is amended after the effective date of this Act.

2 Section 302. Plan of domestication.

3 (a) A domestic entity may become a foreign entity in a  
4 domestication by approving a plan of domestication. The plan  
5 must be in a record and contain:

6 (1) the name and type of the domesticating entity;

7 (2) the name and jurisdiction of organization of the  
8 domesticated entity;

9 (3) the manner of converting the interests in the  
10 domesticating entity into interests, securities,  
11 obligations, rights to acquire interests or securities,  
12 cash, or other property, or any combination of the  
13 foregoing;

14 (4) the proposed public organic document of the  
15 domesticated entity if it is a filing entity;

16 (5) the full text of the private organic rules of the  
17 domesticated entity that are proposed to be in a record;

18 (6) the other terms and conditions of the  
19 domestication; and

20 (7) any other provision required by the law of this  
21 State or the organic rules of the domesticating entity.

22 (b) A plan of domestication may contain any other provision  
23 not prohibited by law.

24 Section 303. Approval of domestication.

1 (a) A plan of domestication is not effective unless it has  
2 been approved:

3 (1) by a domestic domesticating entity:

4 (A) in accordance with the requirements, if any, in  
5 its organic rules for approval of a domestication;

6 (B) if its organic rules do not provide for  
7 approval of a domestication, in accordance with the  
8 requirements, if any, in its organic law and organic  
9 rules for approval of:

10 (i) in the case of an entity that is not a  
11 business corporation, a merger, as if the  
12 domestication were a merger; or

13 (ii) in the case of a business corporation, a  
14 merger requiring approval by a vote of the interest  
15 holders of the business corporation, as if the  
16 domestication were that type of merger; or

17 (C) if neither its organic law nor organic rules  
18 provide for approval of a domestication or a merger  
19 described in subparagraph (B)(ii), by all of the  
20 interest holders of the entity entitled to vote on or  
21 consent to any matter; and

22 (2) in a record, by each interest holder of a domestic  
23 domesticating entity that will have interest holder  
24 liability for liabilities that arise after the  
25 domestication becomes effective, unless, in the case of an  
26 entity that is not a business corporation or nonprofit

1 corporation:

2 (A) the organic rules of the entity in a record  
3 provide for the approval of a domestication or merger  
4 in which some or all of its interest holders become  
5 subject to interest holder liability by the vote or  
6 consent of fewer than all of the interest holders; and

7 (B) the interest holder voted for or consented in a  
8 record to that provision of the organic rules or became  
9 an interest holder after the adoption of that  
10 provision.

11 (b) A domestication of a foreign domesticating entity is  
12 not effective unless it is approved in accordance with the law  
13 of the foreign entity's jurisdiction of organization.

14 Section 304. Amendment or abandonment of plan of  
15 domestication.

16 (a) A plan of domestication of a domestic domesticating  
17 entity may be amended:

18 (1) in the same manner as the plan was approved, if the  
19 plan does not provide for the manner in which it may be  
20 amended; or

21 (2) by the governors or interest holders of the entity  
22 in the manner provided in the plan, but an interest holder  
23 that was entitled to vote on or consent to approval of the  
24 domestication is entitled to vote on or consent to any  
25 amendment of the plan that will change:

1 (A) the amount or kind of interests, securities,  
2 obligations, rights to acquire interests or  
3 securities, cash, or other property, or any  
4 combination of the foregoing, to be received by any of  
5 the interest holders of the domesticating entity under  
6 the plan;

7 (B) the public organic document or private organic  
8 rules of the domesticated entity that will be in effect  
9 immediately after the domestication becomes effective,  
10 except for changes that do not require approval of the  
11 interest holders of the domesticated entity under its  
12 organic law or organic rules; or

13 (C) any other terms or conditions of the plan, if  
14 the change would adversely affect the interest holder  
15 in any material respect.

16 (b) After a plan of domestication has been approved by a  
17 domestic domesticating entity and before a statement of  
18 domestication becomes effective, the plan may be abandoned:

19 (1) as provided in the plan; or

20 (2) unless prohibited by the plan, in the same manner  
21 as the plan was approved.

22 (c) If a plan of domestication is abandoned after a  
23 statement of domestication has been filed with the Secretary of  
24 State and before the filing becomes effective, a statement of  
25 abandonment, signed on behalf of the entity, must be filed with  
26 the Secretary of State before the time the statement of



1 domestication becomes effective. The statement of abandonment  
2 takes effect upon filing, and the domestication is abandoned  
3 and does not become effective. The statement of abandonment  
4 must contain:

5 (1) the name of the domesticating entity;

6 (2) the date on which the statement of domestication  
7 was filed; and

8 (3) a statement that the domestication has been  
9 abandoned in accordance with this Section.

10 Section 305. Statement of domestication; effective date.

11 (a) A statement of domestication must be signed on behalf  
12 of the domesticating entity and filed with the Secretary of  
13 State.

14 (b) A statement of domestication must contain:

15 (1) the name, jurisdiction of organization, and type of  
16 the domesticating entity;

17 (2) the name and jurisdiction of organization of the  
18 domesticated entity;

19 (3) if the statement of domestication is not to be  
20 effective upon filing, the later date and time on which it  
21 will become effective, which may not be more than 90 days  
22 after the date of filing;

23 (4) if the domesticating entity is a domestic entity, a  
24 statement that the plan of domestication was approved in  
25 accordance with this Article or, if the domesticating

1           entity is a foreign entity, a statement that the  
2           domestication was approved in accordance with the law of  
3           its jurisdiction of organization;

4           (5) if the domesticated entity is a domestic filing  
5           entity, its public organic document, as an attachment  
6           signed by a person authorized by the entity;

7           (6) if the domesticated entity is a domestic limited  
8           liability partnership, its statement of qualification, as  
9           an attachment; and

10          (7) if the domesticated entity is a foreign entity that  
11          is not a qualified foreign entity, a mailing address to  
12          which the Secretary of State may send any process served on  
13          the Secretary of State pursuant to subsection (e) of  
14          Section 306.

15          (c) In addition to the requirements of subsection (b), a  
16          statement of domestication may contain any other provision not  
17          prohibited by law.

18          (d) If the domesticated entity is a domestic entity, its  
19          public organic document, if any, must satisfy the requirements  
20          of the law of this State and may omit any provision that is not  
21          required to be included in a restatement of the public organic  
22          document.

23          (e) A statement of domestication becomes effective upon the  
24          date and time of filing or the later date and time specified in  
25          the statement of domestication.

1 Section 306. Effect of domestication.

2 (a) When a domestication becomes effective:

3 (1) the domesticated entity is:

4 (A) organized under and subject to the organic law  
5 of the domesticated entity; and

6 (B) the same entity without interruption as the  
7 domesticating entity;

8 (2) all property of the domesticating entity continues  
9 to be vested in the domesticated entity without assignment,  
10 reversion, or impairment;

11 (3) all liabilities of the domesticating entity  
12 continue as liabilities of the domesticated entity;

13 (4) except as provided by law other than this Act or  
14 the plan of domestication, all of the rights, privileges,  
15 immunities, powers, and purposes of the domesticating  
16 entity remain in the domesticated entity;

17 (5) the name of the domesticated entity may be  
18 substituted for the name of the domesticating entity in any  
19 pending action or proceeding;

20 (6) if the domesticated entity is a filing entity, its  
21 public organic document is effective and is binding on its  
22 interest holders;

23 (7) the private organic rules of the domesticated  
24 entity that are to be in a record, if any, approved as part  
25 of the plan of domestication are effective and are binding  
26 on and enforceable by:

1 (A) its interest holders; and

2 (B) in the case of a domesticated entity that is  
3 not a business corporation or nonprofit corporation,  
4 any other person that is a party to an agreement that  
5 is part of the domesticated entity's private organic  
6 rules; and

7 (8) the interests in the domesticating entity are  
8 converted to the extent and as approved in connection with  
9 the domestication, and the interest holders of the  
10 domesticating entity are entitled only to the rights  
11 provided to them under the plan of domestication and to any  
12 appraisal rights they have under Section 109 and the  
13 domesticating entity's organic law.

14 (b) Except as otherwise provided in the organic law or  
15 organic rules of the domesticating entity, the domestication  
16 does not give rise to any rights that an interest holder,  
17 governor, or third party would otherwise have upon a  
18 dissolution, liquidation, or winding-up of the domesticating  
19 entity.

20 (c) When a domestication becomes effective, a person that  
21 did not have interest holder liability with respect to the  
22 domesticating entity and that becomes subject to interest  
23 holder liability with respect to a domestic entity as a result  
24 of the domestication has interest holder liability only to the  
25 extent provided by the organic law of the entity and only for  
26 those liabilities that arise after the domestication becomes

1 effective.

2 (d) When a domestication becomes effective:

3 (1) the domestication does not discharge any interest  
4 holder liability under the organic law of a domestic  
5 domesticating entity to the extent the interest holder  
6 liability arose before the domestication became effective;

7 (2) a person does not have interest holder liability  
8 under the organic law of a domestic domesticating entity  
9 for any liability that arises after the domestication  
10 becomes effective;

11 (3) the organic law of a domestic domesticating entity  
12 continues to apply to the release, collection, or discharge  
13 of any interest holder liability preserved under paragraph  
14 (1) as if the domestication had not occurred; and

15 (4) a person has whatever rights of contribution from  
16 any other person as are provided by the organic law or  
17 organic rules of a domestic domesticating entity with  
18 respect to any interest holder liability preserved under  
19 paragraph (1) as if the domestication had not occurred.

20 (e) When a domestication becomes effective, a foreign  
21 entity that is the domesticated entity:

22 (1) may be served with process in this State for the  
23 collection and enforcement of any of its liabilities; and

24 (2) appoints the Secretary of State as its agent for  
25 service of process for collecting or enforcing those  
26 liabilities.

1 (f) If the domesticating entity is a qualified foreign  
2 entity, the certificate of authority or other foreign  
3 qualification of the domesticating entity is canceled when the  
4 domestication becomes effective.

5 (g) A domestication does not require the entity to wind up  
6 its affairs and does not constitute or cause the dissolution of  
7 the entity.

8 ARTICLE 4.

9 FEES AND OTHER MATTERS

10 Section 401. Fees.

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

14 (1) Fees for filing documents.

15 (2) Miscellaneous charges.

16 (3) Fees for the sale of lists of filings and for  
17 copies of any documents.

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

20 (1) Filing statement of conversion, \$100.

21 (2) Filing statement of domestication, \$100.

22 (3) Filing statement of amendments, \$150.

23 (4) Filing statement of abandonment, \$100.

1 Section 402. Powers of Secretary of State and rulemaking.

2 (a) The Secretary of State has the power and authority  
3 reasonably necessary to administer this Act efficiently and to  
4 perform the duties imposed in this Act. The Secretary of  
5 State's function under this Act is to be a central depository  
6 for the statements required by this Act.

7 (b) The Secretary of State has the power and authority to  
8 adopt rules, in accordance with the Illinois Administrative  
9 Procedure Act, necessary to administer this Act efficiently and  
10 to perform the duties imposed in this Act.

11 Section 403. Certified copies and certificates.

12 (a) Copies, photostatic or otherwise, of documents filed in  
13 the Office of the Secretary of State in accordance with this  
14 Act, when certified by the Secretary of State under the Great  
15 Seal of the State of Illinois, shall be taken and received in  
16 all courts, public offices, and official bodies as prima facie  
17 evidence of the facts stated in the documents.

18 (b) Certificates by the Secretary of State under the Great  
19 Seal of the State of Illinois as to the existence or  
20 nonexistence of facts relating to entities filing under this  
21 Act, which would not appear from a certified copy of any  
22 document, shall be taken and received in all courts, public  
23 offices, and official bodies as prima facie evidence of the  
24 existence or nonexistence of the facts stated.

1           Section 404. Forms. All documents required by this Act to  
2 be filed in the Office of the Secretary of State shall be made  
3 on forms prescribed and furnished by the Secretary of State.

4           Section 405. File number. All documents required by this  
5 Act to be filed in the Office of the Secretary of State shall  
6 contain the filing entity's file number as assigned by the  
7 Office of the Secretary of State.

8           Section 406. Miscellaneous charges. The Secretary of State  
9 shall charge and collect:

10           (1) For furnishing a copy or certified copy of any  
11 document, instrument, or paper relating to a corporation,  
12 or for a certificate, \$5.

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

18           Section 407. Department of Business Services Special  
19 Operations Fund.

20           (a) The Secretary of State may charge and collect a fee for  
21 expedited services as follows:

22           (1) Filing statement of conversion, \$200.

23           (2) Filing statement of domestication, \$200.



1 (3) Filing statement of amendments, \$200.

2 (4) Filing statement of abandonment, \$200.

3 (b) All moneys collected under this Section shall be  
4 deposited into the Department of Business Services Special  
5 Operations Fund. No other fees or taxes collected under this  
6 Act shall be deposited into that Fund.

7 (c) As used in this Section, "expedited services" has the  
8 meaning ascribed to that term in Section 15.95 of the Business  
9 Corporation Act of 1983.

10 ARTICLE 9.

11 MISCELLANEOUS

12 Section 901. The Business Corporation Act of 1983 is  
13 amended by changing Section 13.45 and by adding Section 1.63 as  
14 follows:

15 (805 ILCS 5/1.63 new)

16 Sec. 1.63. Conversions and domestications. Conversions and  
17 domestications are governed by the Entity Omnibus Act.

18 (805 ILCS 5/13.45) (from Ch. 32, par. 13.45)

19 Sec. 13.45. Withdrawal of foreign corporation. A foreign  
20 corporation authorized to transact business in this State may  
21 withdraw from this State upon filing with the Secretary of  
22 State an application for withdrawal. In order to procure such

1 withdrawal, the foreign corporation shall:

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

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

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

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

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

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

23 (6) a statement of the aggregate number of issued  
24 shares of the corporation itemized by classes, and  
25 series, if any, within a class, as of the date of the  
26 final report;

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

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

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

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

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

23          The application for withdrawal and the final report shall  
24          be made on forms prescribed and furnished by the Secretary of  
25          State.

26          When the corporation has complied with subsection (a) of

1 this Section, the Secretary of State shall file the application  
2 for withdrawal and mail a copy of the application to the  
3 corporation or its representative. If the provisions of  
4 subsection (b) of this Section have been followed, the  
5 Secretary of State shall file the copy of the articles of  
6 dissolution in his or her office.

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

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

11 Section 902. The Professional Service Corporation Act is  
12 amended by changing Sections 3.4 and 5 as follows:

13 (805 ILCS 10/3.4) (from Ch. 32, par. 415-3.4)

14 Sec. 3.4. (a) "Professional Corporation" means:

15 (1) a corporation organized under this Act;

16 (2) an entity converted under the Entity Omnibus Act to  
17 a corporation governed by this Act; or

18 (3) a foreign corporation domesticated under the  
19 Entity Omnibus Act and governed by this Act;

20 that is organized solely for the purpose of rendering one  
21 category of professional service or related professional  
22 services and which has as its shareholders, directors,  
23 officers, agents and employees (other than ancillary  
24 personnel) only individuals who are duly licensed by this State

1 or by the United States Patent Office or the Internal Revenue  
2 Service of the United States Treasury Department to render that  
3 particular category of professional service or related  
4 professional services (except that the secretary of the  
5 corporation need not be so licensed), except that the  
6 registered agent of the corporation need not be licensed in  
7 such case where the registered agent is not a shareholder,  
8 director, officer or employee (other than ancillary  
9 personnel).

10 (b) A Professional Corporation may, for purposes of  
11 dissolution, have as its shareholders, directors, officers,  
12 agents and employees individuals who are not licensed by this  
13 State, provided that the corporation does not render any  
14 professional services nor hold itself out as capable of or  
15 available to render any professional services during the period  
16 of dissolution.

17 The regulating authority shall not issue or renew any  
18 certificate of authority to a Professional Corporation during  
19 the period of dissolution.

20 A copy of the certificate of dissolution, as issued by the  
21 Secretary of State, shall be delivered to the regulating  
22 authority within 30 days of its receipt by the incorporators.

23 (Source: P.A. 84-1235.)

24 (805 ILCS 10/5) (from Ch. 32, par. 415-5)

25 Sec. 5. A professional corporation organized under this Act

1 may consolidate or merge only with another domestic  
2 professional corporation organized under this Act to render the  
3 same specific professional service or related professional  
4 services or with a domestic limited liability company organized  
5 under the Limited Liability Company Act to render the same  
6 specific professional service or related professional services  
7 and a merger or consolidation with any foreign corporation or  
8 foreign limited liability company is prohibited. A  
9 professional association organized under the "Act to Authorize  
10 Professional Associations", approved August 9, 1961, as  
11 amended, may merge with a professional corporation formed under  
12 this Act by complying with Section 4 of this Act. A conversion  
13 to or from a professional corporation under the Entity Omnibus  
14 Act is permitted only if the converted entity is organized to  
15 render the same specific professional service or related  
16 professional services.

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

18 Section 903. The Medical Corporation Act is amended by  
19 changing Section 3 as follows:

20 (805 ILCS 15/3) (from Ch. 32, par. 633)

21 Sec. 3. The "Business Corporation Act of 1983", as  
22 heretofore or hereafter amended, and the Entity Omnibus Act  
23 shall be applicable to such corporations, including their  
24 organization, and they shall enjoy the powers and privileges

1 and be subject to the duties, restrictions and liabilities of  
2 other corporations, except so far as the same may be limited or  
3 enlarged by this Act. If any provision of this Act conflicts  
4 with the "Business Corporation Act of 1983" or the Entity  
5 Omnibus Act, this Act shall take precedence.

6 (Source: P.A. 83-1362.)

7 Section 904. The General Not For Profit Corporation Act of  
8 1986 is amended by changing Section 101.70 as follows:

9 (805 ILCS 105/101.70) (from Ch. 32, par. 101.70)

10 Sec. 101.70. Application of Act.

11 (a) Except as otherwise provided in this Act, the  
12 provisions of this Act relating to domestic corporations shall  
13 apply to:

14 (1) All corporations organized hereunder;

15 (2) All corporations heretofore organized under the  
16 "General Not for Profit Corporation Act", approved July 17,  
17 1943, as amended;

18 (3) All not-for-profit corporations heretofore  
19 organized under Sections 29 to 34, inclusive, of an Act  
20 entitled "An Act Concerning Corporations" approved April  
21 18, 1872, in force July 1, 1872, as amended;

22 (4) Each not-for-profit corporation, without shares or  
23 capital stock, heretofore organized under any general law  
24 or created by Special Act of the Legislature of this State

1 for a purpose or purposes for which a corporation may be  
2 organized under this Act, but not otherwise entitled to the  
3 rights, privileges, immunities and franchises provided by  
4 this Act, which shall elect to accept this Act as  
5 hereinafter provided; and

6 (5) Each corporation having shares or capital stock,  
7 heretofore organized under any general law or created by  
8 Special Act of the Legislature of this State prior to the  
9 adoption of the Constitution of 1870, for a purpose or  
10 purposes for which a corporation may be organized under  
11 this Act, which shall elect to accept this Act as  
12 hereinafter provided.

13 (b) Except as otherwise provided by this Act, the  
14 provisions of this Act relating to foreign corporations shall  
15 apply to:

16 (1) All foreign corporations which procure authority  
17 hereunder to conduct affairs in this State;

18 (2) All foreign corporations heretofore having  
19 authority to conduct affairs in this State under the  
20 "General Not for Profit Corporation Act", approved July 17,  
21 1943, as amended; and

22 (3) All foreign not-for-profit corporations conducting  
23 affairs in this State for a purpose or purposes for which a  
24 corporation might be organized under this Act.

25 (c) The provisions of subsection (b) of Section 110.05 of  
26 this Act relating to revival of the articles of incorporation



1 and extension of the period of corporate duration of a domestic  
2 corporation shall apply to all corporations organized under the  
3 "General Not for Profit Corporation Act", approved July 17,  
4 1943, as amended, and whose period of duration has expired.

5 (d) The provisions of Section 112.45 of this Act relating  
6 to reinstatement following administrative dissolution of a  
7 domestic corporation shall apply to all corporations  
8 involuntarily dissolved after June 30, 1974, by the Secretary  
9 of State, pursuant to Section 50a of the "General Not for  
10 Profit Corporation Act", approved July 17, 1943, as amended.

11 (e) The provisions of Section 113.60 of this Act relating  
12 to reinstatement following revocation of authority of a foreign  
13 corporation shall apply to all foreign corporations which had  
14 their authority revoked by the Secretary of State pursuant to  
15 Section 84 or Section 84a of the "General Not for Profit  
16 Corporation Act", approved July 17, 1943, as amended.

17 (f) Conversions and domestications are governed by the  
18 Entity Omnibus Act.

19 (Source: P.A. 96-66, eff. 1-1-10.)

20 Section 905. The Limited Liability Company Act is amended  
21 by changing Sections 15-1, 15-5, 35-45, 37-5, 37-10, 37-36,  
22 50-10, and 50-50 and by adding Section 50-55 as follows:

23 (805 ILCS 180/15-1)

24 (Text of Section before amendment by P.A. 99-637)

1           Sec. 15-1. Management of limited liability company.

2           (a) In a member-managed company:

3                 (1) each member has equal rights in the management and  
4                 conduct of the company's business; and

5                 (2) except as otherwise provided in subsection (c) of  
6                 this Section, any matter relating to the business of the  
7                 company may be decided by a majority of the members.

8           (b) In a manager-managed company:

9                 (1) each manager has equal rights in the management and  
10                 conduct of the company's business;

11                 (2) except as otherwise provided in subsection (c) of  
12                 this Section, any matter relating to the business of the  
13                 company may be exclusively decided by the manager or, if  
14                 there is more than one manager, by a majority of the  
15                 managers; and

16                 (3) a manager:

17                         (A) must be designated, appointed, elected,  
18                         removed, or replaced by a vote, approval, or consent of  
19                         a majority of the members; and

20                         (B) holds office until a successor has been elected  
21                         and qualified, unless the manager sooner resigns or is  
22                         removed.

23           (c) The only matters of a member or manager-managed  
24           company's business requiring the consent of all of the members  
25           are the following:

26                 (1) the amendment of the operating agreement under

1 Section 15-5;

2 (2) an amendment to the articles of organization under  
3 Article 5;

4 (3) the compromise of an obligation to make a  
5 contribution under Section 20-5;

6 (4) the compromise, as among members, of an obligation  
7 of a member to make a contribution or return money or other  
8 property paid or distributed in violation of this Act;

9 (5) the making of interim distributions under  
10 subsection (a) of Section 25-1, including the redemption of  
11 an interest;

12 (6) the admission of a new member;

13 (7) the use of the company's property to redeem an  
14 interest subject to a charging order;

15 (8) the consent to dissolve the company under  
16 subdivision (2) of subsection (a) of Section 35-1;

17 (9) a waiver of the right to have the company's  
18 business wound up and the company terminated under Section  
19 35-3;

20 (10) the consent of members to merge with another  
21 entity under Section 37-20; and

22 (11) the sale, lease, exchange, or other disposal of  
23 all, or substantially all, of the company's property with  
24 or without goodwill.

25 (d) Action requiring the consent of members or managers  
26 under this Act may be taken without a meeting.

1 (e) A member or manager may appoint a proxy to vote or  
2 otherwise act for the member or manager by signing an  
3 appointment instrument, either personally or by the member or  
4 manager's attorney-in-fact.

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

6 (Text of Section after amendment by P.A. 99-637)

7 Sec. 15-1. Management of limited liability company.

8 (a) A limited liability company is a member-managed limited  
9 liability company unless the operating agreement:

10 (1) expressly provides that:

11 (A) the company is or will be manager-managed;

12 (B) the company is or will be managed by managers;

13 or

14 (C) management of the company is or will be vested  
15 in managers; or

16 (2) includes words of similar import.

17 (b) In a member-managed company:

18 (1) each member has equal rights in the management and  
19 conduct of the company's business; and

20 (2) except as otherwise provided in subsection (d) of  
21 this Section, any matter relating to the business of the  
22 company may be decided by a majority of the members.

23 (c) In a manager-managed company:

24 (1) each manager has equal rights in the management and  
25 conduct of the company's business;

1           (2) except as otherwise provided in subsection (d) of  
2 this Section, any matter relating to the business of the  
3 company may be exclusively decided by the manager or, if  
4 there is more than one manager, by a majority of the  
5 managers; and

6           (3) a manager:

7           (A) must be designated, appointed, elected,  
8 removed, or replaced by a vote, approval, or consent of  
9 a majority of the members; and

10           (B) holds office until a successor has been elected  
11 and qualified, unless the manager sooner resigns or is  
12 removed.

13           (d) The only matters of a member or manager-managed  
14 company's business requiring the consent of all of the members  
15 are the following:

16           (1) the amendment of the operating agreement under  
17 Section 15-5;

18           (2) an amendment to the articles of organization under  
19 Article 5;

20           (3) the compromise of an obligation to make a  
21 contribution under Section 20-5;

22           (4) the compromise, as among members, of an obligation  
23 of a member to make a contribution or return money or other  
24 property paid or distributed in violation of this Act;

25           (5) the redemption of an interest;

26           (6) the admission of a new member;

1           (7) the use of the company's property to redeem an  
2 interest subject to a charging order;

3           (8) the consent to dissolve the company under  
4 subdivision (2) of subsection (a) of Section 35-1;

5           (9) the consent of members to convert, merge with  
6 another entity or domesticate under Article 37 or the  
7 Entity Omnibus Act; and

8           (10) the sale, lease, exchange, or other disposal of  
9 all, or substantially all, of the company's property with  
10 or without goodwill.

11          (e) Action requiring the consent of members or managers  
12 under this Act may be taken without a meeting.

13          (f) A member or manager may appoint a proxy to vote or  
14 otherwise act for the member or manager by signing an  
15 appointment instrument, either personally or by the member or  
16 manager's attorney-in-fact.

17          (Source: P.A. 99-637, eff. 7-1-17.)

18           (805 ILCS 180/15-5)

19           (Text of Section before amendment by P.A. 99-637)

20           Sec. 15-5. Operating agreement.

21           (a) All members of a limited liability company may enter  
22 into an operating agreement to regulate the affairs of the  
23 company and the conduct of its business and to govern relations  
24 among the members, managers, and company. To the extent the  
25 operating agreement does not otherwise provide, this Act

1 governs relations among the members, managers, and company.  
2 Except as provided in subsection (b) of this Section, an  
3 operating agreement may modify any provision or provisions of  
4 this Act governing relations among the members, managers, and  
5 company.

6 (b) The operating agreement may not:

7 (1) unreasonably restrict a right to information or  
8 access to records under Section 10-15;

9 (2) vary the right to expel a member in an event  
10 specified in subdivision (6) of Section 35-45;

11 (3) vary the requirement to wind up the limited  
12 liability company's business in a case specified in  
13 subdivisions (3) or (4) of Section 35-1;

14 (4) restrict rights of a person, other than a manager,  
15 member, and transferee of a member's distributional  
16 interest, under this Act;

17 (5) restrict the power of a member to dissociate under  
18 Section 35-50, although an operating agreement may  
19 determine whether a dissociation is wrongful under Section  
20 35-50, and it may eliminate or vary the obligation of the  
21 limited liability company to purchase the dissociated  
22 member's distributional interest under Section 35-60;

23 (6) eliminate or reduce a member's fiduciary duties,  
24 but may;

25 (A) identify specific types or categories of  
26 activities that do not violate these duties, if not

1 manifestly unreasonable; and

2 (B) specify the number or percentage of members or  
3 disinterested managers that may authorize or ratify,  
4 after full disclosure of all material facts, a  
5 specific act or transaction that otherwise would  
6 violate these duties;

7 (6.5) eliminate or reduce the obligations or purposes a  
8 low-profit limited liability company undertakes when  
9 organized under Section 1-26; or

10 (7) eliminate or reduce the obligation of good faith  
11 and fair dealing under subsection (d) of Section 15-3, but  
12 the operating agreement may determine the standards by  
13 which the performance of the obligation is to be measured,  
14 if the standards are not manifestly unreasonable.

15 (c) In a limited liability company with only one member,  
16 the operating agreement includes any of the following:

17 (1) Any writing, without regard to whether the writing  
18 otherwise constitutes an agreement, as to the company's  
19 affairs signed by the sole member.

20 (2) Any written agreement between the member and the  
21 company as to the company's affairs.

22 (3) Any agreement, which need not be in writing,  
23 between the member and the company as to a company's  
24 affairs, provided that the company is managed by a manager  
25 who is a person other than the member.

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



1 (Text of Section after amendment by P.A. 99-637)

2 Sec. 15-5. Operating agreement.

3 (a) All members of a limited liability company may enter  
4 into an operating agreement to regulate the affairs of the  
5 company and the conduct of its business and to govern relations  
6 among the members, managers, and company. The operating  
7 agreement may establish that a limited liability company is a  
8 manager-managed limited liability company and the rights and  
9 duties under this Act of a person in the capacity of a manager.  
10 To the extent the operating agreement does not otherwise  
11 provide, this Act governs relations among the members,  
12 managers, and company. Except as provided in subsections (b),  
13 (c), (d), and (e) of this Section, an operating agreement may  
14 modify any provision or provisions of this Act governing  
15 relations among the members, managers, and company.

16 (b) The operating agreement may not:

17 (1) unreasonably restrict a right to information or  
18 access to records under Section 1-40 or Section 10-15;

19 (2) vary the right to expel a member in an event  
20 specified in subdivision (6) of Section 35-45;

21 (3) vary the requirement to wind up the limited  
22 liability company's business in a case specified in  
23 subdivision (4), (5), or (6) of subsection (a) of Section  
24 35-1;

25 (4) restrict rights of a person, other than a manager,

1 member, and transferee of a member's distributional  
2 interest, under this Act;

3 (5) restrict the power of a member to dissociate under  
4 Section 35-50, although an operating agreement may  
5 determine whether a dissociation is wrongful under Section  
6 35-50;

7 (6) (blank);

8 (6.5) eliminate or reduce the obligations or purposes a  
9 low-profit limited liability company undertakes when  
10 organized under Section 1-26;

11 (7) eliminate or reduce the obligation of good faith  
12 and fair dealing under subsection (d) of Section 15-3, but  
13 the operating agreement may determine the standards by  
14 which the performance of the member's duties or the  
15 exercise of the member's rights is to be measured;

16 (8) eliminate, vary, or restrict the priority of a  
17 statement of authority over provisions in the articles of  
18 organization as provided in subsection (h) of Section  
19 13-15;

20 (9) vary the law applicable under Section 1-65;

21 (10) vary the power of the court under Section 5-50; or

22 (11) restrict the right to approve a merger,  
23 conversion, or domestication under Article 37 or the Entity  
24 Omnibus Act of a member that will have personal liability  
25 with respect to a surviving, converted, or domesticated  
26 organization.

1 (c) The operating agreement may:

2 (1) restrict or eliminate a fiduciary duty, other than  
3 the duty of care described in subsection (c) of Section  
4 15-3, but only to the extent the restriction or elimination  
5 in the operating agreement is clear and unambiguous;

6 (2) identify specific types or categories of  
7 activities that do not violate any fiduciary duty; and

8 (3) alter the duty of care, except to authorize  
9 intentional misconduct or knowing violation of law.

10 (d) The operating agreement may specify the method by which  
11 a specific act or transaction that would otherwise violate the  
12 duty of loyalty may be authorized or ratified by one or more  
13 disinterested and independent persons after full disclosure of  
14 all material facts.

15 (e) The operating agreement may alter or eliminate the  
16 right to payment or reimbursement for a member or manager  
17 provided by Section 15-7 and may eliminate or limit a member or  
18 manager's liability to the limited liability company and  
19 members for money damages, except for:

20 (1) subject to subsections (c) and (d) of this Section,  
21 breach of the duties as required in subdivisions (1), (2),  
22 and (3) of subsection (b) of Section 15-3 and subsection  
23 (g) of Section 15-3;

24 (2) a financial benefit received by the member or  
25 manager to which the member or manager is not entitled;

26 (3) a breach of a duty under Section 25-35;

1           (4) intentional infliction of harm on the company or a  
2           member; or

3           (5) an intentional violation of criminal law.

4           (f) A limited liability company is bound by and may enforce  
5           the operating agreement, whether or not the company has itself  
6           manifested assent to the operating agreement.

7           (g) A person that becomes a member of a limited liability  
8           company is deemed to assent to the operating agreement.

9           (h) An operating agreement may be entered into before,  
10          after, or at the time of filing of articles of organization  
11          and, whether entered into before, after, or at the time of the  
12          filing, may be made effective as of the time of formation of  
13          the limited liability company or as of the time or date  
14          provided in the operating agreement.

15          (Source: P.A. 99-637, eff. 7-1-17.)

16                 (805 ILCS 180/35-45)

17                 (Text of Section before amendment by P.A. 99-637)

18                 Sec. 35-45. Events causing member's dissociation. A member  
19                 is dissociated from a limited liability company upon the  
20                 occurrence of any of the following events:

21                 (1) The company's having notice of the member's express  
22                 will to withdraw upon the date of notice or on a later date  
23                 specified by the member.

24                 (2) An event agreed to in the operating agreement as  
25                 causing the member's dissociation.

1           (3) Upon transfer of all of a member's distributional  
2 interest, other than a transfer for security purposes or a  
3 court order charging the member's distributional interest that  
4 has not been foreclosed.

5           (4) The member's expulsion pursuant to the operating  
6 agreement.

7           (5) The member's expulsion by unanimous vote of the other  
8 members if:

9           (A) it is unlawful to carry on the company's business  
10 with the member;

11           (B) there has been a transfer of substantially all of  
12 the member's distributional interest, other than a  
13 transfer for security purposes or a court order charging  
14 the member's distributional interest that has not been  
15 foreclosed;

16           (C) within 90 days after the company notifies a  
17 corporate member that it will be expelled because it has  
18 filed a certificate of dissolution or the equivalent, its  
19 charter has been revoked, or its right to conduct business  
20 has been suspended by the jurisdiction of its  
21 incorporation, the member fails to obtain a revocation of  
22 the certificate of dissolution or a reinstatement of its  
23 charter or its right to conduct business; or

24           (D) a partnership or a limited liability company that  
25 is a member has been dissolved and its business is being  
26 wound up.

1           (6) On application by the company or another member, the  
2 member's expulsion by judicial determination because the  
3 member:

4           (A) engaged in wrongful conduct that adversely and  
5 materially affected the company's business;

6           (B) willfully or persistently committed a material  
7 breach of the operating agreement or of a duty owed to the  
8 company or the other members under Section 15-3; or

9           (C) engaged in conduct relating to the company's  
10 business that makes it not reasonably practicable to carry on  
11 the business with the member.

12           (7) The member's:

13           (A) becoming a debtor in bankruptcy;

14           (B) executing an assignment for the benefit of  
15 creditors;

16           (C) seeking, consenting to, or acquiescing in the  
17 appointment of a trustee, receiver, or liquidator of the  
18 member or of all or substantially all of the member's  
19 property; or

20           (D) failing, within 90 days after the appointment, to  
21 have vacated or stayed the appointment of a trustee,  
22 receiver, or liquidator of the member or of all or  
23 substantially all of the member's property obtained  
24 without the member's consent or acquiescence, or failing  
25 within 90 days after the expiration of a stay to have the  
26 appointment vacated.

1 (8) In the case of a member who is an individual:

2 (A) the member's death;

3 (B) the appointment of a guardian or general  
4 conservator for the member; or

5 (C) a judicial determination that the member has  
6 otherwise become incapable of performing the member's  
7 duties under the operating agreement.

8 (9) In the case of a member that is a trust or is acting as  
9 a member by virtue of being a trustee of a trust, distribution  
10 of the trust's entire rights to receive distributions from the  
11 company, but not merely by reason of the substitution of a  
12 successor trustee.

13 (10) In the case of a member that is an estate or is acting  
14 as a member by virtue of being a personal representative of an  
15 estate, distribution of the estate's entire rights to receive  
16 distributions from the company, but not merely the substitution  
17 of a successor personal representative.

18 (11) Termination of the existence of a member if the member  
19 is not an individual, estate, or trust other than a business  
20 trust.

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

22 (Text of Section after amendment by P.A. 99-637)

23 Sec. 35-45. Events causing member's dissociation. A member  
24 is dissociated from a limited liability company upon the  
25 occurrence of any of the following events:

1           (1) The company's having notice of the member's express  
2 will to withdraw upon the date of notice or on a later date  
3 specified by the member.

4           (2) An event agreed to in the operating agreement as  
5 causing the member's dissociation.

6           (3) Upon transfer of all of a member's distributional  
7 interest, other than a transfer for security purposes or a  
8 court order charging the member's distributional interest  
9 that has not been foreclosed.

10          (4) The member's expulsion pursuant to the operating  
11 agreement.

12          (5) The member's expulsion by unanimous vote of the  
13 other members if:

14               (A) it is unlawful to carry on the company's  
15 business with the member;

16               (B) there has been a transfer of substantially all  
17 of the member's distributional interest, other than a  
18 transfer for security purposes or a court order  
19 charging the member's distributional interest that has  
20 not been foreclosed;

21               (C) within 90 days after the company notifies a  
22 corporate member that it will be expelled because it  
23 has filed a certificate of dissolution or the  
24 equivalent, its charter has been revoked, or its right  
25 to conduct business has been suspended by the  
26 jurisdiction of its incorporation, the member fails to



1 obtain a revocation of the certificate of dissolution  
2 or a reinstatement of its charter or its right to  
3 conduct business; or

4 (D) a partnership or a limited liability company  
5 that is a member has been dissolved and its business is  
6 being wound up.

7 (6) On application by the company or another member,  
8 the member's expulsion by judicial determination because  
9 the member:

10 (A) engaged in wrongful conduct that adversely and  
11 materially affected the company's business;

12 (B) willfully or persistently committed a material  
13 breach of the operating agreement or of a duty owed to  
14 the company or the other members under Section 15-3; or

15 (C) engaged in conduct relating to the company's  
16 business that makes it not reasonably practicable to  
17 carry on the business with the member.

18 (7) The member's:

19 (A) becoming a debtor in bankruptcy;

20 (B) executing an assignment for the benefit of  
21 creditors;

22 (C) seeking, consenting to, or acquiescing in the  
23 appointment of a trustee, receiver, or liquidator of  
24 the member or of all or substantially all of the  
25 member's property; or

26 (D) failing, within 90 days after the appointment,

1 to have vacated or stayed the appointment of a trustee,  
2 receiver, or liquidator of the member or of all or  
3 substantially all of the member's property obtained  
4 without the member's consent or acquiescence, or  
5 failing within 90 days after the expiration of a stay  
6 to have the appointment vacated.

7 (8) In the case of a member who is an individual:

8 (A) the member's death;

9 (B) the appointment of a guardian or general  
10 conservator for the member; or

11 (C) a judicial determination that the member has  
12 otherwise become incapable of performing the member's  
13 duties under the operating agreement.

14 (9) In the case of a member that is a trust or is  
15 acting as a member by virtue of being a trustee of a trust,  
16 distribution of the trust's entire rights to receive  
17 distributions from the company, but not merely by reason of  
18 the substitution of a successor trustee.

19 (10) In the case of a member that is an estate or is  
20 acting as a member by virtue of being a personal  
21 representative of an estate, distribution of the estate's  
22 entire rights to receive distributions from the company,  
23 but not merely the substitution of a successor personal  
24 representative.

25 (11) Termination of the existence of a member if the  
26 member is not an individual, estate, or trust other than a

1 business trust.

2 (12) In the case of a company that participates in a  
3 merger under Article 37, if:

4 (A) the company is not the surviving entity; or

5 (B) otherwise as a result of the merger, the person  
6 ceases to be a member.

7 (13) The company participates in a conversion under the  
8 Entity Omnibus Act ~~Article 37~~.

9 (14) The company participates in a domestication under  
10 the Entity Omnibus Act ~~Article 37~~, if, as a result, the  
11 person ceases to be a member.

12 (Source: P.A. 99-637, eff. 7-1-17.)

13 (805 ILCS 180/37-5)

14 (Text of Section before amendment by P.A. 99-637)

15 Sec. 37-5. Definitions. In this Article:

16 "Corporation" means (i) a corporation under the Business  
17 Corporation Act of 1983, a predecessor law, or comparable law  
18 of another jurisdiction or (ii) a bank or savings bank.

19 "General partner" means a partner in a partnership and a  
20 general partner in a limited partnership.

21 "Limited partner" means a limited partner in a limited  
22 partnership.

23 "Limited partnership" means a limited partnership created  
24 under the Uniform Limited Partnership Act (2001), a predecessor  
25 law, or comparable law of another jurisdiction.

1 "Partner" includes a general partner and a limited partner.

2 "Partnership" means a general partnership under the  
3 Uniform Partnership Act (1997), a predecessor law, or  
4 comparable law of another jurisdiction.

5 "Partnership agreement" means an agreement among the  
6 partners concerning the partnership or limited partnership.

7 "Shareholder" means a shareholder in a corporation.

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

9 (Text of Section after amendment by P.A. 99-637)

10 Sec. 37-5. Definitions. In this Article:

11 "Constituent limited liability company" means a  
12 constituent organization that is a limited liability company.

13 "Constituent organization" means an organization that is  
14 party to a merger.

15 ~~"Converted organization" means the organization into which~~  
16 ~~a converting organization converts pursuant to Sections 37-10~~  
17 ~~through 37-17.~~

18 ~~"Converting limited liability company" means a converting~~  
19 ~~organization that is a limited liability company.~~

20 ~~"Converting organization" means an organization that~~  
21 ~~converts into another organization pursuant to Sections 37-10~~  
22 ~~through 37-17.~~

23 ~~"Domesticated company" means the company that exists after~~  
24 ~~a domesticating foreign limited liability company or limited~~  
25 ~~liability company effects a domestication pursuant to Sections~~

1 ~~37-31 through 37-34.~~

2 ~~"Domesticating company" means the company that effects a~~  
3 ~~domestication pursuant to Sections 37-31 through 37-34.~~

4 "Governing statute" means the statute that governs an  
5 organization's internal affairs.

6 "Organization" means a general partnership, including a  
7 limited liability partnership, limited partnership, including  
8 a limited liability limited partnership, limited liability  
9 company, business trust, corporation, or any other person  
10 having a governing statute. The term includes a domestic or  
11 foreign organization regardless of whether organized for  
12 profit.

13 "Organizational document" means:

14 (1) for a domestic or foreign general partnership, its  
15 partnership agreement;

16 (2) for a limited partnership or foreign limited  
17 partnership, its certificate of limited partnership and  
18 partnership agreement;

19 (3) for a domestic or foreign limited liability  
20 company, its certificate or articles of organization and  
21 operating agreement, or comparable records as provided in  
22 its governing statute;

23 (4) for a business trust, its agreement of trust and  
24 declaration of trust;

25 (5) for a domestic or foreign corporation for profit,  
26 its articles of incorporation, bylaws, and any agreements

1 among its shareholders which are authorized by its  
2 governing statute, or comparable records as provided in its  
3 governing statute; and

4 (6) for any other organization, the basic records that  
5 create the organization and determine its internal  
6 governance and the relations among the persons that own it,  
7 have an interest in it, or are members of it.

8 "Personal liability" means liability for a debt,  
9 obligation, or other liability of an organization which is  
10 imposed on a person that co-owns, has an interest in, or is a  
11 member of the organization:

12 (1) by the governing statute solely by reason of the  
13 person co-owning, having an interest in, or being a member  
14 of the organization; or

15 (2) by the organization's organizational documents  
16 under a provision of the governing statute authorizing  
17 those documents to make one or more specified persons  
18 liable for all or specified debts, obligations, or other  
19 liabilities of the organization solely by reason of the  
20 person or persons co-owning, having an interest in, or  
21 being a member of the organization.

22 "Surviving organization" means an organization into which  
23 one or more other organizations are merged, whether the  
24 organization preexisted the merger or was created by the  
25 merger.

26 (Source: P.A. 99-637, eff. 7-1-17.)

1 (805 ILCS 180/37-10)

2 (Text of Section before amendment by P.A. 99-637)

3 Sec. 37-10. Conversion of partnership or limited  
4 partnership to limited liability company.

5 (a) A partnership or limited partnership may be converted  
6 to a limited liability company pursuant to this Section if  
7 conversion to a limited liability company is permitted under  
8 the law governing the partnership or limited partnership.

9 (b) The terms and conditions of a conversion of a  
10 partnership or limited partnership to a limited liability  
11 company must be approved by all of the partners or by a number  
12 or percentage of the partners required for conversion in the  
13 partnership agreement.

14 (c) An agreement of conversion must set forth the terms and  
15 conditions of the conversion of the interests of partners of a  
16 partnership or of a limited partnership, as the case may be,  
17 into interests in the converted limited liability company or  
18 the cash or other consideration to be paid or delivered as a  
19 result of the conversion of the interests of the partners, or a  
20 combination thereof.

21 (d) After a conversion is approved under subsection (b) of  
22 this Section, the partnership or limited partnership shall file  
23 articles of organization in the office of the Secretary of  
24 State that satisfy the requirements of Section 5-5 and contain  
25 all of the following:

1           (1) A statement that the partnership or limited  
2 partnership was converted to a limited liability company  
3 from a partnership or limited partnership, as the case may  
4 be.

5           (2) Its former name.

6           (3) A statement of the number of votes cast by the  
7 partners entitled to vote for and against the conversion  
8 and, if the vote is less than unanimous, the number or  
9 percentage required to approve the conversion under  
10 subsection (b) of this Section.

11           (4) In the case of a limited partnership, a statement  
12 that the certificate of limited partnership shall be  
13 canceled as of the date the conversion took effect.

14           (e) In the case of a limited partnership, the filing of  
15 articles of organization under subsection (d) of this Section  
16 cancels its certificate of limited partnership as of the date  
17 the conversion took effect.

18           (f) A conversion takes effect when the articles of  
19 organization are filed in the office of the Secretary of State  
20 or on a date specified in the articles of organization not  
21 later than 30 days subsequent to the filing of the articles of  
22 organization.

23           (g) A general partner who becomes a member of a limited  
24 liability company as a result of a conversion remains liable as  
25 a partner for an obligation incurred by the partnership or  
26 limited partnership before the conversion takes effect.



1 (h) A general partner's liability for all obligations of  
2 the limited liability company incurred after the conversion  
3 takes effect is that of a member of the company. A limited  
4 partner who becomes a member as a result of a conversion  
5 remains liable only to the extent the limited partner was  
6 liable for an obligation incurred by the limited partnership  
7 before the conversion takes effect.

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

9 (Text of Section after amendment by P.A. 99-637)

10 Sec. 37-10. Conversions and domestications ~~Conversion.~~

11 (a) Conversions and domestications are governed by the  
12 Entity Omnibus Act. ~~An organization other than a limited~~  
13 ~~liability company or a foreign limited liability company may~~  
14 ~~convert to a limited liability company, and a limited liability~~  
15 ~~company may convert to an organization other than a foreign~~  
16 ~~limited liability company pursuant to this Section, Sections~~  
17 ~~37-15 through 37-17, and a plan of conversion, if:~~

18 ~~(1) the other organization's governing statute~~  
19 ~~authorizes the conversion;~~

20 ~~(2) the conversion is not prohibited by the law of the~~  
21 ~~jurisdiction that enacted the other organization's~~  
22 ~~governing statute; and~~

23 ~~(3) the other organization complies with its governing~~  
24 ~~statute in effecting the conversion.~~

25 (b) (Blank). ~~A plan of conversion must be in a record and~~

1 ~~must include:~~

2 ~~(1) the name and form of the organization before~~  
3 ~~conversion;~~

4 ~~(2) the name and form of the organization after~~  
5 ~~conversion;~~

6 ~~(3) the terms and conditions of the conversion,~~  
7 ~~including the manner and basis for converting interests in~~  
8 ~~the converting organization into any combination of money,~~  
9 ~~interests in the converted organization, and other~~  
10 ~~consideration; and~~

11 ~~(4) the organizational documents of the converted~~  
12 ~~organization that are, or are proposed to be, in a record.~~

13 (Source: P.A. 99-637, eff. 7-1-17.)

14 (805 ILCS 180/37-36)

15 (This Section may contain text from a Public Act with a  
16 delayed effective date)

17 Sec. 37-36. Restrictions on approval of mergers ~~and~~  
18 ~~conversions.~~

19 (a) If a member of a merging ~~or converting~~ limited  
20 liability company will have personal liability with respect to  
21 a surviving ~~or converted~~ organization, approval or amendment of  
22 a plan of merger ~~or conversion~~ is ineffective without the  
23 consent of the member, unless:

24 (1) the company's operating agreement provides for  
25 approval of a merger ~~or conversion~~ with the consent of

1 fewer than all the members; and

2 (2) the member has consented to the provision of the  
3 operating agreement.

4 (b) A member does not give the consent required by  
5 subsection (a) merely by consenting to a provision of the  
6 operating agreement that permits the operating agreement to be  
7 amended with the consent of fewer than all the members.

8 (Source: P.A. 99-637, eff. 7-1-17.)

9 (805 ILCS 180/50-10)

10 (Text of Section before amendment by P.A. 99-637)

11 Sec. 50-10. Fees.

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

15 (1) Fees for filing documents.

16 (2) Miscellaneous charges.

17 (3) Fees for the sale of lists of filings and for  
18 copies of any documents.

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

21 (1) Filing articles of organization (domestic),  
22 application for admission (foreign), and restated articles  
23 of organization (domestic), \$500. Notwithstanding the  
24 foregoing, the fee for filing articles of organization  
25 (domestic), application for admission (foreign), and

1 restated articles of organization (domestic) in connection  
2 with a limited liability company with ability to establish  
3 series pursuant to Section 37-40 of this Act is \$750.

4 (2) Filing articles of amendment or an amended  
5 application for admission, \$150.

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

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

9 (5) Filing a notice of cancellation of a reserved name,  
10 \$100.

11 (6) Filing a notice of a transfer of a reserved name,  
12 \$100.

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

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

15 (9) Filing an application for use of an assumed name  
16 under Section 1-20 of this Act, \$150 for each year or part  
17 thereof ending in 0 or 5, \$120 for each year or part  
18 thereof ending in 1 or 6, \$90 for each year or part thereof  
19 ending in 2 or 7, \$60 for each year or part thereof ending  
20 in 3 or 8, \$30 for each year or part thereof ending in 4 or  
21 9, and a renewal for each assumed name, \$150.

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

24 (11) Filing an annual report of a limited liability  
25 company or foreign limited liability company, \$250, if  
26 filed as required by this Act, plus a penalty if

1 delinquent. Notwithstanding the foregoing, the fee for  
2 filing an annual report of a limited liability company or  
3 foreign limited liability company with ability to  
4 establish series is \$250 plus \$50 for each series for which  
5 a certificate of designation has been filed pursuant to  
6 Section 37-40 of this Act and active on the last day of the  
7 third month preceding the company's anniversary month,  
8 plus a penalty if delinquent.

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

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

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

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

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

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

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

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

26 (1) For furnishing a copy or certified copy of any

1 document, instrument, or paper relating to a limited  
2 liability company or foreign limited liability company, or  
3 for a certificate, \$25.

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

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

7 (Text of Section after amendment by P.A. 99-637)

8 Sec. 50-10. Fees.

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

12 (1) Fees for filing documents.

13 (2) Miscellaneous charges.

14 (3) Fees for the sale of lists of filings and for  
15 copies of any documents.

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

18 (1) Filing articles of organization (domestic),  
19 application for admission (foreign), and restated articles  
20 of organization (domestic), \$500. Notwithstanding the  
21 foregoing, the fee for filing articles of organization  
22 (domestic), application for admission (foreign), and  
23 restated articles of organization (domestic) in connection  
24 with a limited liability company with a series or the  
25 ability to establish a series pursuant to Section 37-40 of

1 this Act is \$750.

2 (2) Filing amendments (domestic or foreign), \$150.

3 (3) Filing a statement of termination or application  
4 for withdrawal, \$25.

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

6 (5) Filing a notice of cancellation of a reserved name,  
7 \$100.

8 (6) Filing a notice of a transfer of a reserved name,  
9 \$100.

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

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

12 (9) Filing an application for use of an assumed name  
13 under Section 1-20 of this Act, \$150 for each year or part  
14 thereof ending in 0 or 5, \$120 for each year or part  
15 thereof ending in 1 or 6, \$90 for each year or part thereof  
16 ending in 2 or 7, \$60 for each year or part thereof ending  
17 in 3 or 8, \$30 for each year or part thereof ending in 4 or  
18 9, and a renewal for each assumed name, \$150.

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

21 (11) Filing an annual report of a limited liability  
22 company or foreign limited liability company, \$250, if  
23 filed as required by this Act, plus a penalty if  
24 delinquent. Notwithstanding the foregoing, the fee for  
25 filing an annual report of a limited liability company or  
26 foreign limited liability company is \$250 plus \$50 for each

1 series for which a certificate of designation has been  
2 filed pursuant to Section 37-40 of this Act and is in  
3 effect on the last day of the third month preceding the  
4 company's anniversary month, plus a penalty if delinquent.

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

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

10 (14) (Blank). ~~Filing articles of conversion, \$100.~~

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

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

15 (17) Filing a certificate of designation of a limited  
16 liability company with a series pursuant to Section 37-40  
17 of this Act, \$50.

18 (18) Filing articles of domestication, \$100.

19 (19) Filing, amending, or cancelling a statement of  
20 authority, \$50.

21 (20) Filing, amending, or cancelling a statement of  
22 denial, \$10.

23 (21) Filing any other document, \$100.

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

26 (1) For furnishing a copy or certified copy of any



1 document, instrument, or paper relating to a limited  
2 liability company or foreign limited liability company, or  
3 for a certificate, \$25.

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

6 (Source: P.A. 99-637, eff. 7-1-17.)

7 (805 ILCS 180/50-50)

8 Sec. 50-50. Department of Business Services Special  
9 Operations Fund.

10 (a) A special fund in the State treasury is created and  
11 shall be known as the Department of Business Services Special  
12 Operations Fund. Moneys deposited into the Fund shall, subject  
13 to appropriation, be used by the Department of Business  
14 Services of the Office of the Secretary of State, hereinafter  
15 "Department", to create and maintain the capability to perform  
16 expedited services in response to special requests made by the  
17 public for same-day or 24-hour service. Moneys deposited into  
18 the Fund shall be used for, but not limited to, expenditures  
19 for personal services, retirement, Social Security,  
20 contractual services, equipment, electronic data processing,  
21 and telecommunications.

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

25 (c) All fees payable to the Secretary of State under this

1 Section shall be deposited into the Fund. No other fees or  
2 charges collected under this Act shall be deposited into the  
3 Fund.

4 (d) "Expedited services" means services rendered within  
5 the same day, or within 24 hours from the time, the request  
6 therefor is submitted by the filer, law firm, service company,  
7 or messenger physically in person or, at the Secretary of  
8 State's discretion, by electronic means, to the Department's  
9 Springfield Office and includes requests for certified copies,  
10 photocopies, and certificates of good standing made to the  
11 Department's Springfield Office in person or by telephone, or  
12 requests for certificates of good standing made in person or by  
13 telephone to the Department's Chicago Office.

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

15 Restated articles of organization, \$200;

16 Merger ~~or conversion~~, \$200;

17 Articles of organization, \$100;

18 Articles of amendment, \$100;

19 Reinstatement, \$100;

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

21 Certificate of good standing or abstract of computer  
22 record, \$20;

23 All other filings, copies of documents, annual reports, and  
24 copies of documents of dissolved or revoked limited liability  
25 companies, \$50.

26 (Source: P.A. 92-33, eff. 7-1-01; 93-32, eff. 9-1-03.)

1 (805 ILCS 180/50-55 new)

2 Sec. 50-55. Disposition of fees. Until July 1, 2021, of the  
3 total money collected for the filing of annual reports under  
4 this Act, \$10 of the filing fee shall be paid into the  
5 Department of Business Services Special Operations Fund. The  
6 remaining money collected for the filing of annual reports  
7 under this Act shall be deposited into the General Revenue Fund  
8 in the State Treasury.

9 (805 ILCS 180/37-15 rep.)

10 (805 ILCS 180/37-16 rep.)

11 (805 ILCS 180/37-17 rep.)

12 (805 ILCS 180/37-31 rep.)

13 (805 ILCS 180/37-32 rep.)

14 (805 ILCS 180/37-33 rep.)

15 (805 ILCS 180/37-34 rep.)

16 Section 906. The Limited Liability Company Act is amended  
17 by repealing Sections 37-15, 37-16, 37-17, 37-31, 37-32, 37-33,  
18 and 37-34.

19 Section 907. The Uniform Partnership Act (1997) is amended  
20 by changing Section 902 as follows:

21 (805 ILCS 206/902)

22 Sec. 902. Conversions and domestications ~~Conversion of~~

1 ~~partnership to limited partnership.~~

2 (a) Conversions and domestications are governed by the  
3 Entity Omnibus Act ~~A partnership may be converted to a limited~~  
4 ~~partnership pursuant to this Section.~~

5 (b) (Blank). ~~The terms and conditions of a conversion of a~~  
6 ~~partnership to a limited partnership must be approved by all of~~  
7 ~~the partners or by a number or percentage specified for~~  
8 ~~conversion in the partnership agreement.~~

9 (c) (Blank). ~~After the conversion is approved by the~~  
10 ~~partners, the partnership shall file a certificate of limited~~  
11 ~~partnership in the jurisdiction in which the limited~~  
12 ~~partnership is to be formed. The certificate must include:~~

13 ~~(1) a statement that the partnership was converted to a~~  
14 ~~limited partnership from a partnership;~~

15 ~~(2) its former name; and~~

16 ~~(3) a statement of the number of votes cast by the~~  
17 ~~partners for and against the conversion and, if the vote is~~  
18 ~~less than unanimous, the number or percentage required to~~  
19 ~~approve the conversion under the partnership agreement.~~

20 (d) (Blank). ~~The conversion takes effect when the~~  
21 ~~certificate of limited partnership is filed or at any later~~  
22 ~~date specified in the certificate.~~

23 (e) (Blank). ~~A general partner who becomes a limited~~  
24 ~~partner as a result of the conversion remains liable as a~~  
25 ~~general partner for an obligation incurred by the partnership~~  
26 ~~before the conversion takes effect. If the other party to a~~

1 ~~transaction with the limited partnership reasonably believes~~  
2 ~~when entering the transaction that the limited partner is a~~  
3 ~~general partner, the limited partner is liable for an~~  
4 ~~obligation incurred by the limited partnership within 90 days~~  
5 ~~after the conversion takes effect. The limited partner's~~  
6 ~~liability for all other obligations of the limited partnership~~  
7 ~~incurred after the conversion takes effect is that of a limited~~  
8 ~~partner as provided in the Uniform Limited Partnership Act~~  
9 ~~(2001).~~

10 (Source: P.A. 92-740, eff. 1-1-03; 93-967, eff. 1-1-05.)

11 (805 ILCS 206/903 rep.)

12 (805 ILCS 206/904 rep.)

13 (805 ILCS 206/909 rep.)

14 Section 908. The Uniform Partnership Act (1997) is amended  
15 by repealing Sections 903, 904, and 909.

16 Section 909. The Uniform Limited Partnership Act (2001) is  
17 amended by changing Sections 103, 110, 1101, 1102, 1110, 1111,  
18 1112, 1113, and 1308 as follows:

19 (805 ILCS 215/103)

20 Sec. 103. Knowledge and notice.

21 (a) A person knows a fact if the person has actual  
22 knowledge of it.

23 (b) A person has notice of a fact if the person:

1 (1) knows of it;

2 (2) has received a notification of it;

3 (3) has reason to know it exists from all of the facts  
4 known to the person at the time in question; or

5 (4) has notice of it under subsection (c) or (d).

6 (c) A certificate of limited partnership on file in the  
7 Office of the Secretary of State is notice that the partnership  
8 is a limited partnership and the persons designated in the  
9 certificate as general partners are general partners. Except as  
10 otherwise provided in subsection (d), the certificate is not  
11 notice of any other fact.

12 (d) A person has notice of:

13 (1) another person's dissociation as a general  
14 partner, 90 days after the effective date of an amendment  
15 to the certificate of limited partnership which states that  
16 the other person has dissociated or 90 days after the  
17 effective date of a statement of dissociation pertaining to  
18 the other person, whichever occurs first;

19 (2) a limited partnership's dissolution, 90 days after  
20 the effective date of an amendment to the certificate of  
21 limited partnership stating that the limited partnership  
22 is dissolved;

23 (3) a limited partnership's termination, 90 days after  
24 the effective date of a statement of termination;

25 (4) a limited partnership's conversion pursuant to the  
26 Entity Omnibus Act ~~under Article 11~~, 90 days after the

1 effective date of the statement ~~articles~~ of conversion; ~~or~~

2 (4.5) a limited partnership's domestication pursuant  
3 to the Entity Omnibus Act, 90 days after the effective date  
4 of the statement of domestication; or

5 (5) a merger under Article 11, 90 days after the  
6 effective date of the articles of merger.

7 (e) A person notifies or gives a notification to another  
8 person by taking steps reasonably required to inform the other  
9 person in ordinary course, whether or not the other person  
10 learns of it.

11 (f) A person receives a notification when the notification:

12 (1) comes to the person's attention; or

13 (2) is delivered at the person's place of business or  
14 at any other place held out by the person as a place for  
15 receiving communications.

16 (g) Except as otherwise provided in subsection (h), a  
17 person other than an individual knows, has notice, or receives  
18 a notification of a fact for purposes of a particular  
19 transaction when the individual conducting the transaction for  
20 the person knows, has notice, or receives a notification of the  
21 fact, or in any event when the fact would have been brought to  
22 the individual's attention if the person had exercised  
23 reasonable diligence. A person other than an individual  
24 exercises reasonable diligence if it maintains reasonable  
25 routines for communicating significant information to the  
26 individual conducting the transaction for the person and there

1 is reasonable compliance with the routines. Reasonable  
2 diligence does not require an individual acting for the person  
3 to communicate information unless the communication is part of  
4 the individual's regular duties or the individual has reason to  
5 know of the transaction and that the transaction would be  
6 materially affected by the information.

7 (h) A general partner's knowledge, notice, or receipt of a  
8 notification of a fact relating to the limited partnership is  
9 effective immediately as knowledge of, notice to, or receipt of  
10 a notification by the limited partnership, except in the case  
11 of a fraud on the limited partnership committed by or with the  
12 consent of the general partner. A limited partner's knowledge,  
13 notice, or receipt of a notification of a fact relating to the  
14 limited partnership is not effective as knowledge of, notice  
15 to, or receipt of a notification by the limited partnership.

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

17 (805 ILCS 215/110)

18 Sec. 110. Effect of partnership agreement; nonwaivable  
19 provisions.

20 (a) Except as otherwise provided in subsection (b), the  
21 partnership agreement governs relations among the partners and  
22 between the partners and the partnership. To the extent the  
23 partnership agreement does not otherwise provide, this Act  
24 governs relations among the partners and between the partners  
25 and the partnership.



1 (b) A partnership agreement may not:

2 (1) vary a limited partnership's power under Section  
3 105 to sue, be sued, and defend in its own name;

4 (2) vary the law applicable to a limited partnership  
5 under Section 106;

6 (3) vary the requirements of Section 204;

7 (4) vary the information required under Section 111 or  
8 unreasonably restrict the right to information under  
9 Sections 304 or 407, but the partnership agreement may  
10 impose reasonable restrictions on the availability and use  
11 of information obtained under those Sections and may define  
12 appropriate remedies, including liquidated damages, for a  
13 breach of any reasonable restriction on use;

14 (5) eliminate or reduce fiduciary duties, but the  
15 partnership agreement may:

16 (A) identify specific types or categories of  
17 activities that do not violate the duties, if not  
18 manifestly unreasonable; and

19 (B) specify the number or percentage of partners  
20 which may authorize or ratify, after full disclosure to  
21 all partners of all material facts, a specific act or  
22 transaction that otherwise would violate these duties;

23 (6) eliminate the obligation of good faith and fair  
24 dealing under Sections 305(b) and 408(d), but the  
25 partnership agreement may prescribe the standards by which  
26 the performance of the obligation is to be measured, if the

1 standards are not manifestly unreasonable;

2 (7) vary the power of a person to dissociate as a  
3 general partner under Section 604(a) except to require that  
4 the notice under Section 603(1) be in a record;

5 (8) vary the power of a court to decree dissolution in  
6 the circumstances specified in Section 802;

7 (9) vary the requirement to wind up the partnership's  
8 business as specified in Section 803;

9 (10) unreasonably restrict the right to maintain an  
10 action under Article 10;

11 (11) restrict the right of a partner under Section  
12 1110(a) to approve a conversion, domestication, or merger  
13 or the right of a general partner under Section 1110(b) to  
14 consent to an amendment to the certificate of limited  
15 partnership which deletes a statement that the limited  
16 partnership is a limited liability limited partnership; or

17 (12) restrict rights under this Act of a person other  
18 than a partner or a transferee.

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

20 (805 ILCS 215/1101)

21 Sec. 1101. Definitions. In this Article:

22 (1) "Constituent limited partnership" means a constituent  
23 organization that is a limited partnership.

24 (2) "Constituent organization" means an organization that  
25 is party to a merger.

1           (3)    (Blank).   ~~"Converted organization" means the~~  
2   ~~organization into which a converting organization converts~~  
3   ~~pursuant to Sections 1102 through 1105.~~

4           (4)    (Blank).   ~~"Converting limited partnership" means a~~  
5   ~~converting organization that is a limited partnership.~~

6           (5)    (Blank).   ~~"Converting organization" means an~~  
7   ~~organization that converts into another organization pursuant~~  
8   ~~to Section 1102.~~

9           (6) "General partner" means a general partner of a limited  
10 partnership.

11          (7) "Governing statute" of an organization means the  
12 statute that governs the organization's internal affairs.

13          (8) "Organization" means a general partnership, including  
14 a limited liability partnership; limited partnership,  
15 including a limited liability limited partnership; limited  
16 liability company; business trust; corporation; or any other  
17 person having a governing statute. The term includes domestic  
18 and foreign organizations whether or not organized for profit.

19          (9) "Organizational documents" means:

20               (A) for a domestic or foreign general partnership, its  
21 partnership agreement;

22               (B) for a limited partnership or foreign limited  
23 partnership, its certificate of limited partnership and  
24 partnership agreement;

25               (C) for a domestic or foreign limited liability  
26 company, its articles of organization and operating

1 agreement, or comparable records as provided in its  
2 governing statute;

3 (D) for a business trust, its agreement of trust and  
4 declaration of trust;

5 (E) for a domestic or foreign corporation for profit,  
6 its articles of incorporation, bylaws, and other  
7 agreements among its shareholders which are authorized by  
8 its governing statute, or comparable records as provided in  
9 its governing statute; and

10 (F) for any other organization, the basic records that  
11 create the organization and determine its internal  
12 governance and the relations among the persons that own it,  
13 have an interest in it, or are members of it.

14 (10) "Personal liability" means personal liability for a  
15 debt, liability, or other obligation of an organization which  
16 is imposed on a person that co-owns, has an interest in, or is  
17 a member of the organization:

18 (A) by the organization's governing statute solely by  
19 reason of the person co-owning, having an interest in, or  
20 being a member of the organization; or

21 (B) by the organization's organizational documents  
22 under a provision of the organization's governing statute  
23 authorizing those documents to make one or more specified  
24 persons liable for all or specified debts, liabilities, and  
25 other obligations of the organization solely by reason of  
26 the person or persons co-owning, having an interest in, or

1 being a member of the organization.

2 (11) "Surviving organization" means an organization into  
3 which one or more other organizations are merged. A surviving  
4 organization may preexist the merger or be created by the  
5 merger.

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

7 (805 ILCS 215/1102)

8 Sec. 1102. Conversions and domestications ~~Conversion~~.

9 (a) Conversions and domestications are governed by the  
10 Entity Omnibus Act. ~~An organization other than a limited~~  
11 ~~partnership may convert to a limited partnership, and a limited~~  
12 ~~partnership may convert to another organization pursuant to~~  
13 ~~this Section and Sections 1103 through 1105 and a plan of~~  
14 ~~conversion, if:~~

15 ~~(1) the other organization's governing statute~~  
16 ~~authorizes the conversion;~~

17 ~~(2) the conversion is not prohibited by the law of the~~  
18 ~~jurisdiction that enacted the governing statute; and~~

19 ~~(3) the other organization complies with its governing~~  
20 ~~statute in effecting the conversion.~~

21 (b) (Blank). ~~A plan of conversion must be in a record and~~  
22 ~~must include:~~

23 ~~(1) the name and form of the organization before~~  
24 ~~conversion;~~

25 ~~(2) the name and form of the organization after~~

1       ~~conversion; and~~

2           ~~(3) the terms and conditions of the conversion,~~  
3       ~~including the manner and basis for converting interests in~~  
4       ~~the converting organization into any combination of money,~~  
5       ~~interests in the converted organization, and other~~  
6       ~~consideration; and~~

7           ~~(4) the organizational documents of the converted~~  
8       ~~organization.~~

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

10       (805 ILCS 215/1110)

11       Sec. 1110. Restrictions on approval of ~~conversions and~~  
12       mergers and on relinquishing LLLP status.

13       (a) If a partner of a ~~converting or~~ constituent limited  
14       partnership will have personal liability with respect to a  
15       ~~converted or~~ surviving organization, approval and amendment of  
16       a plan of ~~conversion or~~ merger are ineffective without the  
17       consent of the partner, unless:

18           (1) the limited partnership's partnership agreement  
19           provides for the approval of the ~~conversion or~~ merger with  
20           the consent of fewer than all the partners; and

21           (2) the partner has consented to the provision of the  
22           partnership agreement.

23       (b) An amendment to a certificate of limited partnership  
24       which deletes a statement that the limited partnership is a  
25       limited liability limited partnership is ineffective without

1 the consent of each general partner unless:

2 (1) the limited partnership's partnership agreement  
3 provides for the amendment with the consent of less than  
4 all the general partners; and

5 (2) each general partner that does not consent to the  
6 amendment has consented to the provision of the partnership  
7 agreement.

8 (c) A partner does not give the consent required by  
9 subsection (a) or (b) merely by consenting to a provision of  
10 the partnership agreement which permits the partnership  
11 agreement to be amended with the consent of fewer than all the  
12 partners.

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

14 (805 ILCS 215/1111)

15 Sec. 1111. Liability of general partner after ~~conversion or~~  
16 merger.

17 (a) A ~~conversion or~~ merger under this Article does not  
18 discharge any liability under Sections 404 and 607 of a person  
19 that was a general partner in or dissociated as a general  
20 partner from a ~~converting or~~ constituent limited partnership,  
21 but:

22 (1) the provisions of this Act pertaining to the  
23 collection or discharge of the liability continue to apply  
24 to the liability;

25 (2) for the purposes of applying those provisions, the

1 ~~converted or~~ surviving organization is deemed to be the  
2 ~~converting or~~ constituent limited partnership; and

3 (3) if a person is required to pay any amount under  
4 this subsection:

5 (A) the person has a right of contribution from  
6 each other person that was liable as a general partner  
7 under Section 404 when the obligation was incurred and  
8 has not been released from the obligation under Section  
9 607; and

10 (B) the contribution due from each of those persons  
11 is in proportion to the right to receive distributions  
12 in the capacity of general partner in effect for each  
13 of those persons when the obligation was incurred.

14 (b) In addition to any other liability provided by law:

15 (1) a person that immediately before a ~~conversion or~~  
16 merger became effective was a general partner in a  
17 ~~converting or~~ constituent limited partnership that was not  
18 a limited liability limited partnership is personally  
19 liable for each obligation of the ~~converted or~~ surviving  
20 organization arising from a transaction with a third party  
21 after the ~~conversion or~~ merger becomes effective, if, at  
22 the time the third party enters into the transaction, the  
23 third party:

24 (A) does not have notice of the ~~conversion or~~  
25 merger; and

26 (B) reasonably believes that:



1 (i) the ~~converted or~~ surviving business is the  
2 ~~converting or~~ constituent limited partnership;

3 (ii) the ~~converting or~~ constituent limited  
4 partnership is not a limited liability limited  
5 partnership; and

6 (iii) the person is a general partner in the  
7 ~~converting or~~ constituent limited partnership; and

8 (2) a person that was dissociated as a general partner  
9 from a ~~converting or~~ constituent limited partnership  
10 before the ~~conversion or~~ merger became effective is  
11 personally liable for each obligation of the ~~converted or~~  
12 surviving organization arising from a transaction with a  
13 third party after the ~~conversion or~~ merger becomes  
14 effective, if:

15 (A) immediately before the ~~conversion or~~ merger  
16 became effective the ~~converting or~~ surviving limited  
17 partnership was not a limited liability limited  
18 partnership; and

19 (B) at the time the third party enters into the  
20 transaction less than 2 ~~two~~ years have passed since the  
21 person dissociated as a general partner and the third  
22 party:

23 (i) does not have notice of the dissociation;

24 (ii) does not have notice of the ~~conversion or~~  
25 merger; and

26 (iii) reasonably believes that the ~~converted~~

1           ~~or~~ surviving organization is the ~~converting or~~  
2           constituent limited partnership, the ~~converting or~~  
3           constituent limited partnership is not a limited  
4           liability limited partnership, and the person is a  
5           general partner in the ~~converting or~~ constituent  
6           limited partnership.

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

8           (805 ILCS 215/1112)

9           Sec. 1112. Power of general partners and persons  
10          dissociated as general partners to bind organization after  
11          ~~conversion or~~ merger.

12          (a) An act of a person that immediately before a ~~conversion~~  
13          ~~or~~ merger became effective was a general partner in a  
14          ~~converting or~~ constituent limited partnership binds the  
15          ~~converted or~~ surviving organization after the ~~conversion or~~  
16          merger becomes effective, if:

17                 (1) before the ~~conversion or~~ merger became effective,  
18                 the act would have bound the ~~converting or~~ constituent  
19                 limited partnership under Section 402; and

20                 (2) at the time the third party enters into the  
21                 transaction, the third party:

22                         (A) does not have notice of the ~~conversion or~~  
23                         merger; and

24                         (B) reasonably believes that the ~~converted or~~  
25                         surviving business is the ~~converting or~~ constituent

1           limited partnership and that the person is a general  
2           partner in the ~~converting or~~ constituent limited  
3           partnership.

4           (b) An act of a person that before a ~~conversion or~~ merger  
5           became effective was dissociated as a general partner from a  
6           ~~converting or~~ constituent limited partnership binds the  
7           ~~converted or~~ surviving organization after the ~~conversion or~~  
8           merger becomes effective, if:

9           (1) before the ~~conversion or~~ merger became effective,  
10          the act would have bound the ~~converting or~~ constituent  
11          limited partnership under Section 402 if the person had  
12          been a general partner; and

13          (2) at the time the third party enters into the  
14          transaction, less than 2 ~~two~~ years have passed since the  
15          person dissociated as a general partner and the third  
16          party:

17                (A) does not have notice of the dissociation;

18                (B) does not have notice of the ~~conversion or~~  
19          merger; and

20                (C) reasonably believes that the ~~converted or~~  
21          surviving organization is the ~~converting or~~  
22          constituent limited partnership and that the person is  
23          a general partner in the ~~converting or~~ constituent  
24          limited partnership.

25          (c) If a person having knowledge of the ~~conversion or~~  
26          merger causes a ~~converted or~~ surviving organization to incur an

1 obligation under subsection (a) or (b), the person is liable:

2 (1) to the ~~converted or~~ surviving organization for any  
3 damage caused to the organization arising from the  
4 obligation; and

5 (2) if another person is liable for the obligation, to  
6 that other person for any damage caused to that other  
7 person arising from the liability.

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

9 (805 ILCS 215/1113)

10 Sec. 1113. Article not exclusive. This Article does not  
11 preclude an entity from being converted, domesticated, or  
12 merged under other law.

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

14 (805 ILCS 215/1308)

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

17 (a) A special fund in the State Treasury is created and  
18 shall be known as the Department of Business Services Special  
19 Operations Fund. Moneys deposited into the Fund shall, subject  
20 to appropriation, be used by the Department of Business  
21 Services of the Office of the Secretary of State, hereinafter  
22 "Department", to create and maintain the capability to perform  
23 expedited services in response to special requests made by the  
24 public for same day or 24 hour service. Moneys deposited into

1 the Fund shall be used for, but not limited to, expenditures  
2 for personal services, retirement, Social Security,  
3 contractual services, equipment, electronic data processing,  
4 and telecommunications.

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

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

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

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

24 Merger ~~or conversion~~, \$200;

25 Certificate of limited partnership, \$100;

26 Certificate of amendment, \$100;

1 Reinstatement, \$100;  
2 Application for admission to transact business, \$100;  
3 Certificate of existence or abstract of computer  
4 record, \$20;  
5 All other filings, copies of documents, annual renewal  
6 reports, and copies of documents of canceled limited  
7 partnerships, \$50.

8 (Source: P.A. 97-839, eff. 7-20-12; 98-463, eff. 8-16-13.)

9 (805 ILCS 215/1103 rep.)

10 (805 ILCS 215/1104 rep.)

11 (805 ILCS 215/1105 rep.)

12 Section 910 The Uniform Limited Partnership Act (2001) is  
13 amended by repealing Sections 1103, 1104, and 1105.

14 Section 995. No acceleration or delay. Where this Act makes  
15 changes in a statute that is represented in this Act by text  
16 that is not yet or no longer in effect (for example, a Section  
17 represented by multiple versions), the use of that text does  
18 not accelerate or delay the taking effect of (i) the changes  
19 made by this Act or (ii) provisions derived from any other  
20 Public Act.

21 Section 999. Effective date. This Act takes effect July 1,  
22 2018.