



Rep. Elaine Nekritz

Filed: 3/15/2017

10000HB2963ham001

LRB100 11268 JLS 23554 a

1 AMENDMENT TO HOUSE BILL 2963

2 AMENDMENT NO. _____. Amend House Bill 2963 by replacing
3 everything after the enacting clause with the following:

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

1 (3) conduct any required proceedings or otherwise
2 obtain any required votes or consents of the governors or
3 interest holders.

4 "Business corporation" means a corporation whose internal
5 affairs are governed by the Business Corporation Act of 1983 or
6 a similar Act in the jurisdiction of organization.

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

8 "Converted entity" means the converting entity as it
9 continues in existence after a conversion.

10 "Converting entity" means the domestic entity that
11 approves a plan of conversion pursuant to Section 203 or the
12 foreign entity that approves a conversion pursuant to the law
13 of its jurisdiction of organization.

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

16 "Domesticated entity" means the domesticating entity as it
17 continues in existence after a domestication.

18 "Domesticating entity" means the domestic entity that
19 approves a plan of domestication pursuant to Section 303 or the
20 foreign entity that approves a domestication pursuant to the
21 law of its jurisdiction of organization.

22 "Domestication" means a transaction authorized by Article
23 3.

24 "Entity" means:

25 (1) a business corporation;

26 (2) a medical corporation;

1 (3) a nonprofit corporation;

2 (4) a professional service corporation;

3 (5) a general partnership, including a limited
4 liability partnership;

5 (6) a limited partnership, including a limited
6 liability limited partnership; and

7 (7) a limited liability company.

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

10 "Foreign entity" means an entity other than a domestic
11 entity.

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

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

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

20 (2) vote for the election of the governors of the
21 entity; or

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

24 "Governor" means a person by or under whose authority the
25 powers of an entity are exercised and under whose direction the
26 business and affairs of the entity are managed pursuant to the

1 organic law and organic rules of the entity.

2 "Interest" means:

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

4 (2) a transferable interest in an unincorporated
5 entity; or

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

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

8 "Interest holder liability" means:

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

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

13 (b) by the organic rules of the entity pursuant to
14 a provision of the organic law authorizing the organic
15 rules to make one or more specified interest holders or
16 categories of interest holders liable in their
17 capacity as interest holders for all or specified
18 liabilities of the entity; or

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

21 "Jurisdiction of organization of an entity" means the
22 jurisdiction whose law includes the organic law of the entity.

23 "Limited partnership" means a partnership whose internal
24 affairs are governed by the Uniform Limited Partnership Act
25 (2001) or a similar Act in the jurisdiction of organization.

26 "Limited liability company" means a company whose internal

1 affairs are governed by the Limited Liability Company Act or a
2 similar Act in the jurisdiction of organization.

3 "Medical corporation" means a corporation whose internal
4 affairs are governed by the Medical Corporation Act or a
5 similar Act in the jurisdiction of organization.

6 "Nonprofit corporation" means a corporation whose internal
7 affairs are governed by General Not For Profit Corporation Act
8 of 1986 or a similar Act in the jurisdiction of organization.

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

11 "Organic rules" means the public organic document and
12 private organic rules of an entity.

13 "Person" means an individual, corporation, estate, trust,
14 partnership, limited liability company, business or similar
15 trust, association, joint venture, public corporation,
16 government, or governmental subdivision, agency, or
17 instrumentality, or any other legal or commercial entity.

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

19 "Professional service corporation" means a corporation
20 whose internal affairs are governed by the Professional Service
21 Corporation Act or a similar Act in the jurisdiction of
22 organization.

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

1 "Protected agreement" means:

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

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

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

8 (4) an agreement that is binding on any of the
9 governors or interest holders of an entity on the effective
10 date of this Act.

11 "Public organic document" means the public record, the
12 filing of which creates an entity, and any amendment to or
13 restatement of that record.

14 "Qualified foreign entity" means a foreign entity that is
15 authorized to transact business in this State pursuant to a
16 filing with the Secretary of State.

17 "Record" means information that is inscribed on a tangible
18 medium or that is stored in an electronic or other medium and
19 is retrievable in perceivable form.

20 "Secretary of State" means the governmental entity
21 responsible for accepting and acting on the filing of
22 organizational documents of an entity.

23 "Sign" means, with present intent to authenticate or adopt
24 a record:

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

26 (2) to attach to or logically associate with the record

1 an electronic sound, symbol, or process.

2 Section 103. Relationship of Act to other laws.

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

5 (b) This Act does not authorize an act prohibited by, and
6 does not affect, the application or requirements of law, other
7 than this Act.

8 (c) A transaction effected under this Act may not create or
9 impair any right or obligation on the part of a person under a
10 provision of the law of this State other than this Act relating
11 to a transaction involving a converting or domesticating entity
12 unless:

13 (1) in the event the entity does not survive the
14 transaction, the transaction satisfies any requirements of
15 the provision; or

16 (2) in the event the entity survives the transaction,
17 the approval of the plan is by a vote of the interest
18 holders or governors which would be sufficient to create or
19 impair the right or obligation directly under the
20 provision.

21 Section 104. Required notice or approval.

22 (a) A domestic or foreign entity that is required to give
23 notice to, or obtain the approval of, a governmental agency or
24 officer in order to be a party to a merger must give the notice

1 or obtain the approval in order to be a party to a conversion
2 or domestication.

3 (b) Property held for a charitable purpose under the law of
4 this State by a domestic or foreign entity immediately before a
5 transaction under this Act becomes effective may not, as a
6 result of the transaction, be diverted from the objects for
7 which it was donated, granted, or devised unless, to the extent
8 required by or pursuant to the law of this State concerning cy
9 pres or other law dealing with nondiversion of charitable
10 assets, the entity obtains an appropriate order of court or
11 approval by the office of the Attorney General specifying the
12 disposition of the property.

13 Section 105. Status of filing. A filing under this Act
14 signed by a domestic entity becomes part of the public organic
15 document of the entity if the entity's organic law provides
16 that similar filings under that law become part of the public
17 organic document of the entity.

18 Section 106. Nonexclusivity. The fact that a transaction
19 under this Act produces a certain result does not preclude the
20 same result from being accomplished in any other manner
21 permitted by law other than this Act.

22 Section 107. Reference to external facts. A plan may refer
23 to facts ascertainable outside of the plan if the manner in

1 which the facts will operate upon the plan is specified in the
2 plan. The facts may include the occurrence of an event or a
3 determination or action by a person, whether or not the event,
4 determination, or action is within the control of a party to
5 the transaction.

6 Section 108. Alternative means of approval of
7 transactions. Except as otherwise provided in the organic law
8 or organic rules of a domestic entity, approval of a
9 transaction under this Act by the unanimous vote or consent of
10 its interest holders satisfies the requirements of this Act for
11 approval.

12 Section 109. Appraisal rights.

13 (a) An interest holder of a domestic converting or
14 domesticating entity is entitled to appraisal rights in
15 connection with the transaction if the interest holder would
16 have been entitled to appraisal rights under the entity's
17 organic law in connection with a merger in which the interest
18 of the interest holder was changed, converted, or exchanged
19 unless:

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

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

23 (b) An interest holder of a domestic converting or
24 domesticating entity is entitled to contractual appraisal

1 rights in connection with a transaction under this Act to the
2 extent provided:

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

4 (2) in the plan; or

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

7 (c) If an interest holder is entitled to contractual
8 appraisal rights under subsection (b) and the entity's organic
9 law does not provide procedures for the conduct of an appraisal
10 rights proceeding, Section 11.65 of the Business Corporation
11 Act of 1983 applies to the extent practicable or as otherwise
12 provided in the entity's organic rules or the plan.

13 ARTICLE 2.

14 CONVERSION

15 Section 201. Conversion authorized.

16 (a) Except as otherwise provided in this Section, by
17 complying with this Article, a domestic entity may become a
18 domestic entity of a different type.

19 (b) Except as otherwise provided in this Section, by
20 complying with the provisions of this Article applicable to
21 foreign entities, a foreign entity may become a domestic entity
22 of a different type if the conversion is authorized by the law
23 of the foreign entity's jurisdiction of organization.

24 (c) If a protected agreement contains a provision that

1 applies to a merger of a domestic entity, but does not refer to
2 a conversion, the provision applies to a conversion of the
3 entity as if the conversion were a merger until the provision
4 is amended after the effective date of this Act.

5 Section 202. Plan of conversion.

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

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

10 (2) the name, jurisdiction of organization, and type of
11 the converted entity;

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

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

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

20 (6) the other terms and conditions of the conversion;
21 and

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

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

1 Section 203. Approval of conversion.

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

4 (1) by a domestic converting entity:

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

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

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

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

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

23 (2) in a record, by each interest holder of a domestic
24 converting entity that will have interest holder liability
25 for liabilities that arise after the conversion becomes

1 effective, unless, in the case of an entity that is not a
2 business or nonprofit corporation:

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

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

12 (b) A conversion of a foreign converting entity is not
13 effective unless it is approved by the foreign entity in
14 accordance with the law of the foreign entity's jurisdiction of
15 organization.

16 Section 204. Amendment or abandonment of plan of
17 conversion.

18 (a) A plan of conversion of a domestic converting entity
19 may be amended:

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

23 (2) by the governors or interest holders of the entity
24 in the manner provided in the plan, but an interest holder
25 that was entitled to vote on or consent to approval of the

1 plan of conversion is entitled to vote on or consent to any
2 amendment of the plan that will change:

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

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

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

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

21 (1) as provided in the plan; or

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

24 (c) If a plan of conversion is abandoned after a statement
25 of conversion has been filed with the Secretary of State and
26 before the filing becomes effective, a statement of

1 abandonment, signed on behalf of the entity, must be filed with
2 the Secretary of State before the time the statement of
3 conversion becomes effective. The statement of abandonment
4 takes effect upon filing, and the conversion is abandoned and
5 does not become effective. The statement of abandonment must
6 contain:

7 (1) the name of the converting entity;

8 (2) the date on which the statement of conversion was
9 filed; and

10 (3) a statement that the conversion has been abandoned
11 in accordance with this Section.

12 Section 205. Statement of conversion; effective date.

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

15 (b) A statement of conversion must contain:

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

17 (2) the name and type of the converted entity;

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

22 (4) a statement that the plan of conversion was
23 approved in accordance with this Article;

24 (5) the text of the converted entity's public organic
25 document, as an attachment, signed by a person authorized

1 by the entity; and

2 (6) if the converted entity is a domestic limited
3 liability partnership, the text of its statement of
4 qualification, as an attachment, signed by a person
5 authorized by the entity.

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

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

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

21 (f) A statement of conversion becomes effective upon the
22 date and time of filing or the later date and time specified in
23 the statement of conversion.

24 Section 206. Effect of conversion.

25 (a) When a conversion becomes effective:

1 (1) the converted entity is:

2 (A) organized under and subject to the organic law
3 of the converted entity; and

4 (B) the same entity without interruption as the
5 converting entity, even though the organic law of the
6 converted entity may require the name of the converted
7 entity may be modified based on the type of entity;

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

11 (3) all liabilities of the converting entity continue
12 as liabilities of the converted entity;

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

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

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

23 (7) if the converted entity is a limited liability
24 partnership, its statement of qualification is effective
25 simultaneously;

26 (8) the private organic rules of the converted entity

1 that are to be in a record, if any, approved as part of the
2 plan of conversion are effective and are binding on and
3 enforceable by:

4 (A) its interest holders; and

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

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

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

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

1 (d) When a conversion becomes effective:

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

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

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

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

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

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

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

26 (f) If the converting entity is a qualified foreign entity,

1 the certificate of authority or other foreign qualification of
2 the converting entity is canceled when the conversion becomes
3 effective.

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

7 ARTICLE 3.

8 DOMESTICATION

9 Section 301. Domestication authorized.

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

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

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

1 (d) If a protected agreement contains a provision that
2 applies to a merger of a domestic entity but does not refer to
3 a domestication, the provision applies to a domestication of
4 the entity as if the domestication were a merger until the
5 provision is amended after the effective date of this Act.

6 Section 302. Plan of domestication.

7 (a) A domestic entity may become a foreign entity in a
8 domestication by approving a plan of domestication. The plan
9 must be in a record and contain:

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

11 (2) the name and jurisdiction of organization of the
12 domesticated entity;

13 (3) the manner of converting the interests in the
14 domesticating entity into interests, securities,
15 obligations, rights to acquire interests or securities,
16 cash, or other property, or any combination of the
17 foregoing;

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

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

22 (6) the other terms and conditions of the
23 domestication; and

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

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

3 Section 303. Approval of domestication.

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

6 (1) by a domestic domesticating entity:

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

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

13 (i) in the case of an entity that is not a
14 business corporation, a merger, as if the
15 domestication were a merger; or

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

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

25 (2) in a record, by each interest holder of a domestic

1 domesticating entity that will have interest holder
2 liability for liabilities that arise after the
3 domestication becomes effective, unless, in the case of an
4 entity that is not a business corporation or nonprofit
5 corporation:

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

11 (B) the interest holder voted for or consented in a
12 record to that provision of the organic rules or became
13 an interest holder after the adoption of that
14 provision.

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

18 Section 304. Amendment or abandonment of plan of
19 domestication.

20 (a) A plan of domestication of a domestic domesticating
21 entity may be amended:

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

25 (2) by the governors or interest holders of the entity

1 in the manner provided in the plan, but an interest holder
2 that was entitled to vote on or consent to approval of the
3 domestication is entitled to vote on or consent to any
4 amendment of the plan that will change:

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

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

17 (C) any other terms or conditions of the plan, if
18 the change would adversely affect the interest holder
19 in any material respect.

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

23 (1) as provided in the plan; or

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

26 (c) If a plan of domestication is abandoned after a

1 statement of domestication has been filed with the Secretary of
2 State and before the filing becomes effective, a statement of
3 abandonment, signed on behalf of the entity, must be filed with
4 the Secretary of State before the time the statement of
5 domestication becomes effective. The statement of abandonment
6 takes effect upon filing, and the domestication is abandoned
7 and does not become effective. The statement of abandonment
8 must contain:

9 (1) the name of the domesticating entity;

10 (2) the date on which the statement of domestication
11 was filed; and

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

14 Section 305. Statement of domestication; effective date.

15 (a) A statement of domestication must be signed on behalf
16 of the domesticating entity and filed with the Secretary of
17 State.

18 (b) A statement of domestication must contain:

19 (1) the name, jurisdiction of organization, and type of
20 the domesticating entity;

21 (2) the name and jurisdiction of organization of the
22 domesticated entity;

23 (3) if the statement of domestication is not to be
24 effective upon filing, the later date and time on which it
25 will become effective, which may not be more than 90 days

1 after the date of filing;

2 (4) if the domesticating entity is a domestic entity, a
3 statement that the plan of domestication was approved in
4 accordance with this Article or, if the domesticating
5 entity is a foreign entity, a statement that the
6 domestication was approved in accordance with the law of
7 its jurisdiction of organization;

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

11 (6) if the domesticated entity is a domestic limited
12 liability partnership, its statement of qualification, as
13 an attachment; and

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

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

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

1 (e) A statement of domestication becomes effective upon the
2 date and time of filing or the later date and time specified in
3 the statement of domestication.

4 Section 306. Effect of domestication.

5 (a) When a domestication becomes effective:

6 (1) the domesticated entity is:

7 (A) organized under and subject to the organic law
8 of the domesticated entity; and

9 (B) the same entity without interruption as the
10 domesticating entity;

11 (2) all property of the domesticating entity continues
12 to be vested in the domesticated entity without assignment,
13 reversion, or impairment;

14 (3) all liabilities of the domesticating entity
15 continue as liabilities of the domesticated entity;

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

20 (5) the name of the domesticated entity may be
21 substituted for the name of the domesticating entity in any
22 pending action or proceeding;

23 (6) if the domesticated entity is a filing entity, its
24 public organic document is effective and is binding on its
25 interest holders;

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

5 (A) its interest holders; and

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

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

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

24 (c) When a domestication becomes effective, a person that
25 did not have interest holder liability with respect to the
26 domesticating entity and that becomes subject to interest

1 holder liability with respect to a domestic entity as a result
2 of the domestication has interest holder liability only to the
3 extent provided by the organic law of the entity and only for
4 those liabilities that arise after the domestication becomes
5 effective.

6 (d) When a domestication becomes effective:

7 (1) the domestication does not discharge any interest
8 holder liability under the organic law of a domestic
9 domesticating entity to the extent the interest holder
10 liability arose before the domestication became effective;

11 (2) a person does not have interest holder liability
12 under the organic law of a domestic domesticating entity
13 for any liability that arises after the domestication
14 becomes effective;

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

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

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

26 (1) may be served with process in this State for the

1 collection and enforcement of any of its liabilities; and

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

5 (f) If the domesticating entity is a qualified foreign
6 entity, the certificate of authority or other foreign
7 qualification of the domesticating entity is canceled when the
8 domestication becomes effective.

9 (g) A domestication does not require the entity to wind up
10 its affairs and does not constitute or cause the dissolution of
11 the entity.

12 ARTICLE 4.

13 FEES AND OTHER MATTERS

14 Section 401. Fees.

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

18 (1) Fees for filing documents.

19 (2) Miscellaneous charges.

20 (3) Fees for the sale of lists of filings and for
21 copies of any documents.

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

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

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

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

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

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

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

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

14 Section 403. Certified copies and certificates.

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

21 (b) Certificates by the Secretary of State under the Great
22 Seal of the State of Illinois as to the existence or
23 nonexistence of facts relating to entities filing under this
24 Act, which would not appear from a certified copy of any

1 document, shall be taken and received in all courts, public
2 offices, and official bodies as prima facie evidence of the
3 existence or nonexistence of the facts stated.

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

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

11 Section 406. Miscellaneous charges. The Secretary of State
12 shall charge and collect:

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

16 (2) At the time of any service of process, notice, or
17 demand on him or her as resident agent of a corporation,
18 \$10, which amount may be recovered as taxable costs by the
19 party to the suit or action causing such service to be made
20 if such party prevails in the suit or action.

21 Section 407. Department of Business Services Special
22 Operations Fund.

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

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

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

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

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

7 (b) All moneys collected under this Section shall be
8 deposited into the Department of Business Services Special
9 Operations Fund. No other fees or taxes collected under this
10 Act shall be deposited into that Fund.

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

14 ARTICLE 9.

15 MISCELLANEOUS

16 Section 901. The Business Corporation Act of 1983 is
17 amended by changing Section 13.45 and by adding Section 1.63 as
18 follows:

19 (805 ILCS 5/1.63 new)

20 Sec. 1.63. Conversions and domestications. Conversions and
21 domestications are governed by the Entity Omnibus Act.

22 (805 ILCS 5/13.45) (from Ch. 32, par. 13.45)

1 Sec. 13.45. Withdrawal of foreign corporation. A foreign
2 corporation authorized to transact business in this State may
3 withdraw from this State upon filing with the Secretary of
4 State an application for withdrawal. In order to procure such
5 withdrawal, the foreign corporation shall:

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

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

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

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

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

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

1 (6) a statement of the aggregate number of issued
2 shares of the corporation itemized by classes, and
3 series, if any, within a class, as of the date of the
4 final report;

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

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

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

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

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

1 The application for withdrawal and the final report shall
2 be made on forms prescribed and furnished by the Secretary of
3 State.

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

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

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

15 Section 902. The Professional Service Corporation Act is
16 amended by changing Section 5 as follows:

17 (805 ILCS 10/5) (from Ch. 32, par. 415-5)

18 Sec. 5. A professional corporation organized under this Act
19 may consolidate or merge only with another domestic
20 professional corporation organized under this Act to render the
21 same specific professional service or related professional
22 services or with a domestic limited liability company organized
23 under the Limited Liability Company Act to render the same
24 specific professional service or related professional services

1 and a merger or consolidation with any foreign corporation or
2 foreign limited liability company is prohibited. A
3 professional association organized under the "Act to Authorize
4 Professional Associations", approved August 9, 1961, as
5 amended, may merge with a professional corporation formed under
6 this Act by complying with Section 4 of this Act. A conversion
7 to or from a professional corporation under the Entity Omnibus
8 Act is permitted only if the converted entity is organized to
9 render the same specific professional service or related
10 professional services. The domestication provisions in the
11 Entity Omnibus Act do not apply to a professional corporation
12 organized under this Act seeking to domesticate in a foreign
13 jurisdiction.

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

15 Section 903. The Medical Corporation Act is amended by
16 changing Section 3 as follows:

17 (805 ILCS 15/3) (from Ch. 32, par. 633)

18 Sec. 3. The "Business Corporation Act of 1983", as
19 heretofore or hereafter amended, and the Entity Omnibus Act
20 shall be applicable to such corporations, including their
21 organization, and they shall enjoy the powers and privileges
22 and be subject to the duties, restrictions and liabilities of
23 other corporations, except so far as the same may be limited or
24 enlarged by this Act. If any provision of this Act conflicts

1 with the "Business Corporation Act of 1983" or the Entity
2 Omnibus Act, this Act shall take precedence.

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

4 Section 904. The General Not For Profit Corporation Act of
5 1986 is amended by changing Section 101.70 as follows:

6 (805 ILCS 105/101.70) (from Ch. 32, par. 101.70)

7 Sec. 101.70. Application of Act.

8 (a) Except as otherwise provided in this Act, the
9 provisions of this Act relating to domestic corporations shall
10 apply to:

11 (1) All corporations organized hereunder;

12 (2) All corporations heretofore organized under the
13 "General Not for Profit Corporation Act", approved July 17,
14 1943, as amended;

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

19 (4) Each not-for-profit corporation, without shares or
20 capital stock, heretofore organized under any general law
21 or created by Special Act of the Legislature of this State
22 for a purpose or purposes for which a corporation may be
23 organized under this Act, but not otherwise entitled to the
24 rights, privileges, immunities and franchises provided by

1 this Act, which shall elect to accept this Act as
2 hereinafter provided; and

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

10 (b) Except as otherwise provided by this Act, the
11 provisions of this Act relating to foreign corporations shall
12 apply to:

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

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

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

22 (c) The provisions of subsection (b) of Section 110.05 of
23 this Act relating to revival of the articles of incorporation
24 and extension of the period of corporate duration of a domestic
25 corporation shall apply to all corporations organized under the
26 "General Not for Profit Corporation Act", approved July 17,

1 1943, as amended, and whose period of duration has expired.

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

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

14 (f) Conversions and domestications are governed by the
15 Entity Omnibus Act.

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

17 Section 905. The Limited Liability Company Act is amended
18 by changing Sections 15-1, 15-5, 35-45, 37-5, 37-10, 37-36,
19 50-10, and 50-50 as follows:

20 (805 ILCS 180/15-1)

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

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

23 (a) In a member-managed company:

24 (1) each member has equal rights in the management and

1 conduct of the company's business; and

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

5 (b) In a manager-managed company:

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

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

13 (3) a manager:

14 (A) must be designated, appointed, elected,
15 removed, or replaced by a vote, approval, or consent of
16 a majority of the members; and

17 (B) holds office until a successor has been elected
18 and qualified, unless the manager sooner resigns or is
19 removed.

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

23 (1) the amendment of the operating agreement under
24 Section 15-5;

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

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

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

6 (5) the making of interim distributions under
7 subsection (a) of Section 25-1, including the redemption of
8 an interest;

9 (6) the admission of a new member;

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

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

14 (9) a waiver of the right to have the company's
15 business wound up and the company terminated under Section
16 35-3;

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

19 (11) the sale, lease, exchange, or other disposal of
20 all, or substantially all, of the company's property with
21 or without goodwill.

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

24 (e) A member or manager may appoint a proxy to vote or
25 otherwise act for the member or manager by signing an
26 appointment instrument, either personally or by the member or

1 manager's attorney-in-fact.

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

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

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

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

7 (1) expressly provides that:

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

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

10 or

11 (C) management of the company is or will be vested
12 in managers; or

13 (2) includes words of similar import.

14 (b) In a member-managed company:

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

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

20 (c) In a manager-managed company:

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

23 (2) except as otherwise provided in subsection (d) of
24 this Section, any matter relating to the business of the
25 company may be exclusively decided by the manager or, if

1 there is more than one manager, by a majority of the
2 managers; and

3 (3) a manager:

4 (A) must be designated, appointed, elected,
5 removed, or replaced by a vote, approval, or consent of
6 a majority of the members; and

7 (B) holds office until a successor has been elected
8 and qualified, unless the manager sooner resigns or is
9 removed.

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

13 (1) the amendment of the operating agreement under
14 Section 15-5;

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

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

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

22 (5) the redemption of an interest;

23 (6) the admission of a new member;

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

26 (8) the consent to dissolve the company under

1 subdivision (2) of subsection (a) of Section 35-1;

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

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

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

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

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

15 (805 ILCS 180/15-5)

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

17 Sec. 15-5. Operating agreement.

18 (a) All members of a limited liability company may enter
19 into an operating agreement to regulate the affairs of the
20 company and the conduct of its business and to govern relations
21 among the members, managers, and company. To the extent the
22 operating agreement does not otherwise provide, this Act
23 governs relations among the members, managers, and company.
24 Except as provided in subsection (b) of this Section, an
25 operating agreement may modify any provision or provisions of

1 this Act governing relations among the members, managers, and
2 company.

3 (b) The operating agreement may not:

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

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

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

11 (4) restrict rights of a person, other than a manager,
12 member, and transferee of a member's distributional
13 interest, under this Act;

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

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

22 (A) identify specific types or categories of
23 activities that do not violate these duties, if not
24 manifestly unreasonable; and

25 (B) specify the number or percentage of members or
26 disinterested managers that may authorize or ratify,

1 after full disclosure of all materials facts, a
2 specific act or transaction that otherwise would
3 violate these duties;

4 (6.5) eliminate or reduce the obligations or purposes a
5 low-profit limited liability company undertakes when
6 organized under Section 1-26; or

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

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

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

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

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

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

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

25 Sec. 15-5. Operating agreement.

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

14 (b) The operating agreement may not:

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

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

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

23 (4) restrict rights of a person, other than a manager,
24 member, and transferee of a member's distributional
25 interest, under this Act;

26 (5) restrict the power of a member to dissociate under

1 Section 35-50, although an operating agreement may
2 determine whether a dissociation is wrongful under Section
3 35-50;

4 (6) (blank);

5 (6.5) eliminate or reduce the obligations or purposes a
6 low-profit limited liability company undertakes when
7 organized under Section 1-26;

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

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

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

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

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

24 (c) The operating agreement may:

25 (1) restrict or eliminate a fiduciary duty, other than
26 the duty of care described in subsection (c) of Section

1 15-3, but only to the extent the restriction or elimination
2 in the operating agreement is clear and unambiguous;

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

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

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

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

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

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

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

24 (4) intentional infliction of harm on the company or a
25 member; or

26 (5) an intentional violation of criminal law.

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

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

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

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

13 (805 ILCS 180/35-45)

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

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

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

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

23 (3) Upon transfer of all of a member's distributional
24 interest, other than a transfer for security purposes or a
25 court order charging the member's distributional interest that

1 has not been foreclosed.

2 (4) The member's expulsion pursuant to the operating
3 agreement.

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

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

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

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

21 (D) a partnership or a limited liability company that
22 is a member has been dissolved and its business is being
23 wound up.

24 (6) On application by the company or another member, the
25 member's expulsion by judicial determination because the
26 member:

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

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

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

9 (7) The member's:

10 (A) becoming a debtor in bankruptcy;

11 (B) executing an assignment for the benefit of
12 creditors;

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

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

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

25 (A) the member's death;

26 (B) the appointment of a guardian or general

1 conservator for the member; or

2 (C) a judicial determination that the member has
3 otherwise become incapable of performing the member's
4 duties under the operating agreement.

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

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

15 (11) Termination of the existence of a member if the member
16 is not an individual, estate, or trust other than a business
17 trust.

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

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

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

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

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

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

7 (4) The member's expulsion pursuant to the operating
8 agreement.

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

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

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

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

1 (D) a partnership or a limited liability company
2 that is a member has been dissolved and its business is
3 being wound up.

4 (6) On application by the company or another member,
5 the member's expulsion by judicial determination because
6 the member:

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

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

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

15 (7) The member's:

16 (A) becoming a debtor in bankruptcy;

17 (B) executing an assignment for the benefit of
18 creditors;

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

23 (D) failing, within 90 days after the appointment,
24 to have vacated or stayed the appointment of a trustee,
25 receiver, or liquidator of the member or of all or
26 substantially all of the member's property obtained

1 without the member's consent or acquiescence, or
2 failing within 90 days after the expiration of a stay
3 to have the appointment vacated.

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

5 (A) the member's death;

6 (B) the appointment of a guardian or general
7 conservator for the member; or

8 (C) a judicial determination that the member has
9 otherwise become incapable of performing the member's
10 duties under the operating agreement.

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

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

22 (11) Termination of the existence of a member if the
23 member is not an individual, estate, or trust other than a
24 business trust.

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

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

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

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

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

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

10 (805 ILCS 180/37-5)

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

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

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

16 "General partner" means a partner in a partnership and a
17 general partner in a limited partnership.

18 "Limited partner" means a limited partner in a limited
19 partnership.

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

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

24 "Partnership" means a general partnership under the
25 Uniform Partnership Act (1997), a predecessor law, or

1 comparable law of another jurisdiction.

2 "Partnership agreement" means an agreement among the
3 partners concerning the partnership or limited partnership.

4 "Shareholder" means a shareholder in a corporation.

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

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

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

8 "Constituent limited liability company" means a
9 constituent organization that is a limited liability company.

10 "Constituent organization" means an organization that is
11 party to a merger.

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

15 ~~"Converting limited liability company" means a converting~~
16 ~~organization that is a limited liability company.~~

17 ~~"Converting organization" means an organization that~~
18 ~~converts into another organization pursuant to Sections 37-10~~
19 ~~through 37-17.~~

20 ~~"Domesticated company" means the company that exists after~~
21 ~~a domesticating foreign limited liability company or limited~~
22 ~~liability company effects a domestication pursuant to Sections~~
23 ~~37-31 through 37-34.~~

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

1 "Governing statute" means the statute that governs an
2 organization's internal affairs.

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

10 "Organizational document" means:

11 (1) for a domestic or foreign general partnership, its
12 partnership agreement;

13 (2) for a limited partnership or foreign limited
14 partnership, its certificate of limited partnership and
15 partnership agreement;

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

20 (4) for a business trust, its agreement of trust and
21 declaration of trust;

22 (5) for a domestic or foreign corporation for profit,
23 its articles of incorporation, bylaws, and any agreements
24 among its shareholders which are authorized by its
25 governing statute, or comparable records as provided in its
26 governing statute; and

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

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

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

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

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

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

24 (805 ILCS 180/37-10)

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

1 Sec. 37-10. Conversion of partnership or limited
2 partnership to limited liability company.

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

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

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

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

24 (1) A statement that the partnership or limited
25 partnership was converted to a limited liability company
26 from a partnership or limited partnership, as the case may

1 be.

2 (2) Its former name.

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

8 (4) In the case of a limited partnership, a statement
9 that the certificate of limited partnership shall be
10 canceled as of the date the conversion took effect.

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

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

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

24 (h) A general partner's liability for all obligations of
25 the limited liability company incurred after the conversion
26 takes effect is that of a member of the company. A limited

1 partner who becomes a member as a result of a conversion
2 remains liable only to the extent the limited partner was
3 liable for an obligation incurred by the limited partnership
4 before the conversion takes effect.

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

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

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

8 (a) Conversions and domestications are governed by the
9 Entity Omnibus Act. ~~An organization other than a limited~~
10 ~~liability company or a foreign limited liability company may~~
11 ~~convert to a limited liability company, and a limited liability~~
12 ~~company may convert to an organization other than a foreign~~
13 ~~limited liability company pursuant to this Section, Sections~~
14 ~~37-15 through 37-17, and a plan of 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 other organization's~~
19 ~~governing statute; and~~

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

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

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

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

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

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

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

11 (805 ILCS 180/37-36)

12 (This Section may contain text from a Public Act with a
13 delayed effective date)

14 Sec. 37-36. Restrictions on approval of mergers ~~and~~
15 ~~conversions.~~

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

21 (1) the company's operating agreement provides for
22 approval of a merger ~~or conversion~~ with the consent of
23 fewer than all the members; and

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

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

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

6 (805 ILCS 180/50-10)

7 (Text of Section before 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 ability to establish
25 series pursuant to Section 37-40 of this Act is \$750.

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

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

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 with ability to

1 establish series is \$250 plus \$50 for each series for which
2 a certificate of designation has been filed pursuant to
3 Section 37-40 of this Act and active on the last day of the
4 third month preceding the company's anniversary month,
5 plus a penalty if delinquent.

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

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

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

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

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

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

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

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

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

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

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

4 (Text of Section after amendment by P.A. 99-637)
5 Sec. 50-10. Fees.

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

9 (1) Fees for filing documents.

10 (2) Miscellaneous charges.

11 (3) Fees for the sale of lists of filings and for
12 copies of any documents.

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

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

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

25 (3) Filing a statement of termination or application

1 for withdrawal, \$25.

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

3 (5) Filing a notice of cancellation of a reserved name,
4 \$100.

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

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

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

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

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

18 (11) Filing an annual report of a limited liability
19 company or foreign limited liability company, \$250, if
20 filed as required by this Act, plus a penalty if
21 delinquent. Notwithstanding the foregoing, the fee for
22 filing an annual report of a limited liability company or
23 foreign limited liability company is \$250 plus \$50 for each
24 series for which a certificate of designation has been
25 filed pursuant to Section 37-40 of this Act and is in
26 effect on the last day of the third month preceding the

1 company's anniversary month, plus a penalty if delinquent.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

4 (805 ILCS 180/50-50)

5 Sec. 50-50. Department of Business Services Special
6 Operations Fund.

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

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

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

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

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

12 Restated articles of organization, \$200;

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

14 Articles of organization, \$100;

15 Articles of amendment, \$100;

16 Reinstatement, \$100;

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

18 Certificate of good standing or abstract of computer
19 record, \$20;

20 All other filings, copies of documents, annual reports, and
21 copies of documents of dissolved or revoked limited liability
22 companies, \$50.

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

24 (805 ILCS 180/37-15 rep.)

25 (805 ILCS 180/37-16 rep.)

1 (805 ILCS 180/37-17 rep.)

2 (805 ILCS 180/37-31 rep.)

3 (805 ILCS 180/37-32 rep.)

4 (805 ILCS 180/37-33 rep.)

5 (805 ILCS 180/37-34 rep.)

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

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

11 (805 ILCS 206/902)

12 Sec. 902. Conversions and domestications ~~Conversion of~~
13 ~~partnership to limited partnership.~~

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

17 (b) (Blank). ~~The terms and conditions of a conversion of a~~
18 ~~partnership to a limited partnership must be approved by all of~~
19 ~~the partners or by a number or percentage specified for~~
20 ~~conversion in the partnership agreement.~~

21 (c) (Blank). ~~After the conversion is approved by the~~
22 ~~partners, the partnership shall file a certificate of limited~~
23 ~~partnership in the jurisdiction in which the limited~~
24 ~~partnership is to be formed. The certificate must include:~~

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

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

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

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

11 (e) (Blank). ~~A general partner who becomes a limited~~
12 ~~partner as a result of the conversion remains liable as a~~
13 ~~general partner for an obligation incurred by the partnership~~
14 ~~before the conversion takes effect. If the other party to a~~
15 ~~transaction with the limited partnership reasonably believes~~
16 ~~when entering the transaction that the limited partner is a~~
17 ~~general partner, the limited partner is liable for an~~
18 ~~obligation incurred by the limited partnership within 90 days~~
19 ~~after the conversion takes effect. The limited partner's~~
20 ~~liability for all other obligations of the limited partnership~~
21 ~~incurred after the conversion takes effect is that of a limited~~
22 ~~partner as provided in the Uniform Limited Partnership Act~~
23 ~~(2001).~~

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

1 (805 ILCS 206/904 rep.)

2 (805 ILCS 206/909 rep.)

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

5 Section 909. The Uniform Limited Partnership Act (2001) is
6 amended by changing Sections 103, 110, 1101, 1102, 1110, 1111,
7 1112, 1113, and 1308 as follows:

8 (805 ILCS 215/103)

9 Sec. 103. Knowledge and notice.

10 (a) A person knows a fact if the person has actual
11 knowledge of it.

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

13 (1) knows of it;

14 (2) has received a notification of it;

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

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

18 (c) A certificate of limited partnership on file in the
19 Office of the Secretary of State is notice that the partnership
20 is a limited partnership and the persons designated in the
21 certificate as general partners are general partners. Except as
22 otherwise provided in subsection (d), the certificate is not
23 notice of any other fact.

24 (d) A person has notice of:

1 (1) another person's dissociation as a general
2 partner, 90 days after the effective date of an amendment
3 to the certificate of limited partnership which states that
4 the other person has dissociated or 90 days after the
5 effective date of a statement of dissociation pertaining to
6 the other person, whichever occurs first;

7 (2) a limited partnership's dissolution, 90 days after
8 the effective date of an amendment to the certificate of
9 limited partnership stating that the limited partnership
10 is dissolved;

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

13 (4) a limited partnership's conversion pursuant to the
14 Entity Omnibus Act ~~under Article 11~~, 90 days after the
15 effective date of the statement ~~articles~~ of conversion; ~~or~~

16 (4.5) a limited partnership's domestication pursuant
17 to the Entity Omnibus Act, 90 days after the effective date
18 of the statement of domestication; or

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

21 (e) A person notifies or gives a notification to another
22 person by taking steps reasonably required to inform the other
23 person in ordinary course, whether or not the other person
24 learns of it.

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

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

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

4 (g) Except as otherwise provided in subsection (h), a
5 person other than an individual knows, has notice, or receives
6 a notification of a fact for purposes of a particular
7 transaction when the individual conducting the transaction for
8 the person knows, has notice, or receives a notification of the
9 fact, or in any event when the fact would have been brought to
10 the individual's attention if the person had exercised
11 reasonable diligence. A person other than an individual
12 exercises reasonable diligence if it maintains reasonable
13 routines for communicating significant information to the
14 individual conducting the transaction for the person and there
15 is reasonable compliance with the routines. Reasonable
16 diligence does not require an individual acting for the person
17 to communicate information unless the communication is part of
18 the individual's regular duties or the individual has reason to
19 know of the transaction and that the transaction would be
20 materially affected by the information.

21 (h) A general partner's knowledge, notice, or receipt of a
22 notification of a fact relating to the limited partnership is
23 effective immediately as knowledge of, notice to, or receipt of
24 a notification by the limited partnership, except in the case
25 of a fraud on the limited partnership committed by or with the
26 consent of the general partner. A limited partner's knowledge,

1 notice, or receipt of a notification of a fact relating to the
2 limited partnership is not effective as knowledge of, notice
3 to, or receipt of a notification by the limited partnership.

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

5 (805 ILCS 215/110)

6 Sec. 110. Effect of partnership agreement; nonwaivable
7 provisions.

8 (a) Except as otherwise provided in subsection (b), the
9 partnership agreement governs relations among the partners and
10 between the partners and the partnership. To the extent the
11 partnership agreement does not otherwise provide, this Act
12 governs relations among the partners and between the partners
13 and the partnership.

14 (b) A partnership agreement may not:

15 (1) vary a limited partnership's power under Section
16 105 to sue, be sued, and defend in its own name;

17 (2) vary the law applicable to a limited partnership
18 under Section 106;

19 (3) vary the requirements of Section 204;

20 (4) vary the information required under Section 111 or
21 unreasonably restrict the right to information under
22 Sections 304 or 407, but the partnership agreement may
23 impose reasonable restrictions on the availability and use
24 of information obtained under those Sections and may define
25 appropriate remedies, including liquidated damages, for a

1 breach of any reasonable restriction on use;

2 (5) eliminate or reduce fiduciary duties, but the
3 partnership agreement may:

4 (A) identify specific types or categories of
5 activities that do not violate the duties, if not
6 manifestly unreasonable; and

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

11 (6) eliminate the obligation of good faith and fair
12 dealing under Sections 305(b) and 408(d), but the
13 partnership agreement may prescribe the standards by which
14 the performance of the obligation is to be measured, if the
15 standards are not manifestly unreasonable;

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

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

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

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

25 (11) restrict the right of a partner under Section
26 1110(a) to approve a conversion, domestication, or merger

1 or the right of a general partner under Section 1110(b) to
2 consent to an amendment to the certificate of limited
3 partnership which deletes a statement that the limited
4 partnership is a limited liability limited partnership; or

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

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

8 (805 ILCS 215/1101)

9 Sec. 1101. Definitions. In this Article:

10 (1) "Constituent limited partnership" means a constituent
11 organization that is a limited partnership.

12 (2) "Constituent organization" means an organization that
13 is party to a merger.

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

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

19 (5) (Blank). ~~"Converting organization" means an~~
20 ~~organization that converts into another organization pursuant~~
21 ~~to Section 1102.~~

22 (6) "General partner" means a general partner of a limited
23 partnership.

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

1 (8) "Organization" means a general partnership, including
2 a limited liability partnership; limited partnership,
3 including a limited liability limited partnership; limited
4 liability company; business trust; corporation; or any other
5 person having a governing statute. The term includes domestic
6 and foreign organizations whether or not organized for profit.

7 (9) "Organizational documents" means:

8 (A) for a domestic or foreign general partnership, its
9 partnership agreement;

10 (B) for a limited partnership or foreign limited
11 partnership, its certificate of limited partnership and
12 partnership agreement;

13 (C) for a domestic or foreign limited liability
14 company, its articles of organization and operating
15 agreement, or comparable records as provided in its
16 governing statute;

17 (D) for a business trust, its agreement of trust and
18 declaration of trust;

19 (E) for a domestic or foreign corporation for profit,
20 its articles of incorporation, bylaws, and other
21 agreements among its shareholders which are authorized by
22 its governing statute, or comparable records as provided in
23 its governing statute; and

24 (F) for any other organization, the basic records that
25 create the organization and determine its internal
26 governance and the relations among the persons that own it,

1 have an interest in it, or are members of it.

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

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

9 (B) by the organization's organizational documents
10 under a provision of the organization's governing statute
11 authorizing those documents to make one or more specified
12 persons liable for all or specified debts, liabilities, and
13 other obligations of the organization solely by reason of
14 the person or persons co-owning, having an interest in, or
15 being a member of the organization.

16 (11) "Surviving organization" means an organization into
17 which one or more other organizations are merged. A surviving
18 organization may preexist the merger or be created by the
19 merger.

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

21 (805 ILCS 215/1102)

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

23 (a) Conversions and domestications are governed by the
24 Entity Omnibus Act. ~~An organization other than a limited~~
25 ~~partnership may convert to a limited partnership, and a limited~~

1 ~~partnership may convert to another organization pursuant to~~
2 ~~this Section and Sections 1103 through 1105 and a plan of~~
3 ~~conversion, if:~~

4 ~~(1) the other organization's governing statute~~
5 ~~authorizes the conversion;~~

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

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

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

12 ~~(1) the name and form of the organization before~~
13 ~~conversion;~~

14 ~~(2) the name and form of the organization after~~
15 ~~conversion; and~~

16 ~~(3) the terms and conditions of the conversion,~~
17 ~~including the manner and basis for converting interests in~~
18 ~~the converting organization into any combination of money,~~
19 ~~interests in the converted organization, and other~~
20 ~~consideration; and~~

21 ~~(4) the organizational documents of the converted~~
22 ~~organization.~~

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

24 (805 ILCS 215/1110)

25 Sec. 1110. Restrictions on approval of ~~conversions and~~

1 mergers and on relinquishing LLLP status.

2 (a) If a partner of a ~~converting or~~ constituent limited
3 partnership will have personal liability with respect to a
4 ~~converted or~~ surviving organization, approval and amendment of
5 a plan of ~~conversion or~~ merger are ineffective without the
6 consent of the partner, unless:

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

10 (2) the partner has consented to the provision of the
11 partnership agreement.

12 (b) An amendment to a certificate of limited partnership
13 which deletes a statement that the limited partnership is a
14 limited liability limited partnership is ineffective without
15 the consent of each general partner unless:

16 (1) the limited partnership's partnership agreement
17 provides for the amendment with the consent of less than
18 all the general partners; and

19 (2) each general partner that does not consent to the
20 amendment has consented to the provision of the partnership
21 agreement.

22 (c) A partner does not give the consent required by
23 subsection (a) or (b) merely by consenting to a provision of
24 the partnership agreement which permits the partnership
25 agreement to be amended with the consent of fewer than all the
26 partners.

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

2 (805 ILCS 215/1111)

3 Sec. 1111. Liability of general partner after ~~conversion or~~
4 merger.

5 (a) A ~~conversion or~~ merger under this Article does not
6 discharge any liability under Sections 404 and 607 of a person
7 that was a general partner in or dissociated as a general
8 partner from a ~~converting or~~ constituent limited partnership,
9 but:

10 (1) the provisions of this Act pertaining to the
11 collection or discharge of the liability continue to apply
12 to the liability;

13 (2) for the purposes of applying those provisions, the
14 ~~converted or~~ surviving organization is deemed to be the
15 ~~converting or~~ constituent limited partnership; and

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

18 (A) the person has a right of contribution from
19 each other person that was liable as a general partner
20 under Section 404 when the obligation was incurred and
21 has not been released from the obligation under Section
22 607; and

23 (B) the contribution due from each of those persons
24 is in proportion to the right to receive distributions
25 in the capacity of general partner in effect for each

1 of those persons when the obligation was incurred.

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

3 (1) a person that immediately before a ~~conversion or~~
4 merger became effective was a general partner in a
5 ~~converting or~~ constituent limited partnership that was not
6 a limited liability limited partnership is personally
7 liable for each obligation of the ~~converted or~~ surviving
8 organization arising from a transaction with a third party
9 after the ~~conversion or~~ merger becomes effective, if, at
10 the time the third party enters into the transaction, the
11 third party:

12 (A) does not have notice of the ~~conversion or~~
13 merger; and

14 (B) reasonably believes that:

15 (i) the ~~converted or~~ surviving business is the
16 ~~converting or~~ constituent limited partnership;

17 (ii) the ~~converting or~~ constituent limited
18 partnership is not a limited liability limited
19 partnership; and

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

22 (2) a person that was dissociated as a general partner
23 from a ~~converting or~~ constituent limited partnership
24 before the ~~conversion or~~ merger became effective is
25 personally liable for each obligation of the ~~converted or~~
26 surviving organization arising from a transaction with a

1 third party after the ~~conversion or~~ merger becomes
2 effective, if:

3 (A) immediately before the ~~conversion or~~ merger
4 became effective the ~~converting or~~ surviving limited
5 partnership was not a limited liability limited
6 partnership; and

7 (B) at the time the third party enters into the
8 transaction less than 2 ~~two~~ years have passed since the
9 person dissociated as a general partner and the third
10 party:

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

12 (ii) does not have notice of the ~~conversion or~~
13 merger; and

14 (iii) reasonably believes that the ~~converted~~
15 ~~or~~ surviving organization is the ~~converting or~~
16 constituent limited partnership, the ~~converting or~~
17 constituent limited partnership is not a limited
18 liability limited partnership, and the person is a
19 general partner in the ~~converting or~~ constituent
20 limited partnership.

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

22 (805 ILCS 215/1112)

23 Sec. 1112. Power of general partners and persons
24 dissociated as general partners to bind organization after
25 ~~conversion or~~ merger.

1 (a) An act of a person that immediately before a ~~conversion~~
2 ~~or~~ merger became effective was a general partner in a
3 ~~converting or~~ constituent limited partnership binds the
4 ~~converted or~~ surviving organization after the ~~conversion or~~
5 merger becomes effective, if:

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

9 (2) at the time the third party enters into the
10 transaction, the third party:

11 (A) does not have notice of the ~~conversion or~~
12 merger; and

13 (B) reasonably believes that the ~~converted or~~
14 surviving business is the ~~converting or~~ constituent
15 limited partnership and that the person is a general
16 partner in the ~~converting or~~ constituent limited
17 partnership.

18 (b) An act of a person that before a ~~conversion or~~ merger
19 became effective was dissociated as a general partner from a
20 ~~converting or~~ constituent limited partnership binds the
21 ~~converted or~~ surviving organization after the ~~conversion or~~
22 merger becomes effective, if:

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

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

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

6 (B) does not have notice of the ~~conversion or~~
7 merger; and

8 (C) reasonably believes that the ~~converted or~~
9 surviving organization is the ~~converting or~~
10 constituent limited partnership and that the person is
11 a general partner in the ~~converting or~~ constituent
12 limited partnership.

13 (c) If a person having knowledge of the ~~conversion or~~
14 merger causes a ~~converted or~~ surviving organization to incur an
15 obligation under subsection (a) or (b), the person is liable:

16 (1) to the ~~converted or~~ surviving organization for any
17 damage caused to the organization arising from the
18 obligation; and

19 (2) if another person is liable for the obligation, to
20 that other person for any damage caused to that other
21 person arising from the liability.

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

23 (805 ILCS 215/1113)

24 Sec. 1113. Article not exclusive. This Article does not
25 preclude an entity from being converted, domesticated, or

1 merged under other law.

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

3 (805 ILCS 215/1308)

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

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

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

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

25 (d) "Expedited services" means services rendered within

1 the same day, or within 24 hours from the time the request
2 therefor is submitted by the filer, law firm, service company,
3 or messenger physically in person or, at the Secretary of
4 State's discretion, by electronic means, to the Department's
5 Springfield Office or Chicago Office and includes requests for
6 certified copies, photocopies, and certificates of existence
7 or abstracts of computer record made to the Department's
8 Springfield Office in person or by telephone, or requests for
9 certificates of existence or abstracts of computer record made
10 in person or by telephone to the Department's Chicago Office.

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

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

13 Certificate of limited partnership, \$100;

14 Certificate of amendment, \$100;

15 Reinstatement, \$100;

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

17 Certificate of existence or abstract of computer
18 record, \$20;

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

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

23 (805 ILCS 215/1103 rep.)

24 (805 ILCS 215/1104 rep.)

25 (805 ILCS 215/1105 rep.)

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

3 Section 995. No acceleration or delay. Where this Act makes
4 changes in a statute that is represented in this Act by text
5 that is not yet or no longer in effect (for example, a Section
6 represented by multiple versions), the use of that text does
7 not accelerate or delay the taking effect of (i) the changes
8 made by this Act or (ii) provisions derived from any other
9 Public Act.

10 Section 999. Effective date. This Act takes effect July 1,
11 2017."