

1 AN ACT concerning partnerships.

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

4 Section 5. The Uniform Partnership Act (1997) is amended
5 by changing Section 1104 and adding Section 1004 as follows:

6 (805 ILCS 206/1004 new)

7 Sec. 1004. Statement of correction.

8 (a) Whenever any instrument authorized to be filed with
9 the Secretary of State under any provision of this Act has
10 been so filed and, as of the date of the action therein
11 referred to, contains any misstatement of fact, typographical
12 error, error of transcription or any other error or defect or
13 was defectively or erroneously executed, such instrument may
14 be corrected by filing a statement of correction.

15 (b) A statement of correction shall set forth:

16 (1) the name of the limited liability partnership
17 and the state or country under the laws of which it is
18 organized;

19 (2) the title of the instrument being corrected and
20 the date it was filed by the Secretary of State; and

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

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

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

28 (e) A statement of correction shall not:

29 (1) effect any change or amendment which would not
30 in all respects have complied with the requirements of
31 this Act at the time of filing the instrument being

1 corrected;

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

4 (3) affect any right or liability accrued or
5 incurred before such filing, except that any right or
6 liability accrued or incurred by reason of the error or
7 defect being corrected shall be extinguished by such
8 filing if the person having such right has not
9 detrimentally relied on the original instrument;

10 (4) alter the provisions of the limited liability
11 partnership with respect to the name or purpose;

12 (5) alter the provisions of the application for
13 registration of a foreign limited liability partnership
14 with respect to the partnership's name; or

15 (6) alter the wording of any resolution as filed in
16 any document with the Secretary of State and in fact
17 adopted by the partners.

18 (f) The filing fee for a statement of correction shall
19 be \$25.

20 (805 ILCS 206/1104)

21 Sec. 1104. Activities that do not constitute transacting
22 business.

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

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

31 (2) holding meetings of the partners or carrying on
32 other activities concerning internal partnership affairs;

33 (3) maintaining bank accounts;

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

6 (5) selling through independent contractors;

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

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

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

16 (9) having a limited or general partner who is a
17 resident of this State.

18 (b) This Section has no application to the question of
19 whether any limited liability partnership is subject to
20 service of process and suit in this State under any law of
21 this State. Activities-not-constituting-transacting-business-

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

25 (1)--maintaining, defending, or settling--an--action
26 or-proceeding;

27 (2)--holding-meetings-of-its-partners-or-carrying-on
28 any-other-activity-concerning-its-internal-affairs;

29 (3)--maintaining-bank-accounts;

30 (4)--maintaining---offices---or---agencies--for--the
31 transfer, exchange, and registration of the partnership's
32 own securities or maintaining--trustees--or--depositaries
33 with-respect-to-these-securities;

34 (5)--selling-through-independent-contractors;

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

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

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

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

15 (10)--transacting-business-in-interstate-commerce.

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

21 (c)--This--Section--does--not--apply--in--determining-the
22 contacts-or-activities-that-may--subject--a--foreign--limited
23 liability--partnership--to--service--of-process,--taxation,--or
24 regulation-under-any-other-law-of-this-State.

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

26 Section 10. The Revised Uniform Limited Partnership Act
27 is amended by changing Sections 801, 1102, 1110, and 1111 and
28 adding Sections 206.5, 802.5, 906.5, 907.5, 1110.2, and
29 1110.3 as follows:

30 (805 ILCS 210/206.5 new)

31 Sec. 206.5. Statement of correction.

32 (a) Whenever any instrument authorized to be filed with

1 the Secretary of State under any provision of this Act has
2 been so filed and, as of the date of the action therein
3 referred to, contains any misstatement of fact, typographical
4 error, error of transcription or any other error or defect or
5 was defectively or erroneously executed, such instrument may
6 be corrected by filing a statement of correction.

7 (b) A statement of correction shall set forth:

8 (1) the name of the limited partnership and the
9 state or country under the laws of which it is organized;

10 (2) the title of the instrument being corrected and
11 the date it was filed by the Secretary of State; and

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

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

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

19 (e) A statement of correction shall not:

20 (1) effect any change or amendment which would not
21 in all respects have complied with the requirements of
22 this Act at the time of filing the instrument being
23 corrected;

24 (2) take the place of any document, statement or
25 report otherwise required to be filed by this Act;

26 (3) affect any right or liability accrued or
27 incurred before such filing, except that any right or
28 liability accrued or incurred by reason of the error or
29 defect being corrected shall be extinguished by such
30 filing if the person having such right has not
31 detrimentally relied on the original instrument;

32 (4) alter the provisions of the limited partnership
33 with respect to the name or purpose and the names and
34 addresses of the partners;

1 (5) alter the provisions of the application for
2 registration of a foreign limited partnership with
3 respect to the partnership's name; or

4 (6) alter the wording of any resolution as filed in
5 any document with the Secretary of State and in fact
6 adopted by the partners.

7 (805 ILCS 210/801) (from Ch. 106 1/2, par. 158-1)

8 Sec. 801. Dissolution. A limited partnership is
9 dissolved and its affairs shall be wound up upon the
10 happening of the first to occur of the following:

11 (a) at the time or upon the happening of events
12 specified in the partnership agreement;

13 (b) written consent of all partners;

14 (c) an event of withdrawal of a general partner unless
15 at the time there is at least one other general partner and
16 the partnership agreement permits the business of the limited
17 partnership to be carried on by the remaining general partner
18 and that partner does so, but the limited partnership is not
19 dissolved and is not required to be wound up by reason of any
20 event of withdrawal, if, within 90 days after the withdrawal,
21 all partners (or such lesser number of partners as is
22 provided for in the written provisions of the partnership
23 agreement) agree in writing to continue the business of the
24 limited partnership and to the appointment of one or more
25 additional general partners if necessary or desired; or

26 (d) entry of a decree of judicial dissolution under
27 Section 802; or-

28 (e) administrative dissolution under Section 802.5.

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

30 (805 ILCS 210/802.5 new)

31 Sec. 802.5. Procedure for administrative dissolution.

32 (a) If the Secretary of State determines under Section

1 1109 of this Act that a limited partnership is delinquent and
2 has not corrected the default within the time periods
3 prescribed by this Act, the Secretary of State shall send a
4 notice of delinquency by regular mail to the limited
5 partnership at its registered office, or, if the partnership
6 has failed to maintain a registered office, to the last known
7 address shown on the records of the Secretary of State for
8 the address of the office at which records of the limited
9 partnership are maintained in accordance with Section 104 of
10 this Act.

11 (b) If the limited partnership does not correct the
12 delinquency within 90 days following the date of the notice
13 of delinquency, the Secretary of State shall thereupon
14 dissolve the limited partnership by issuing a certificate of
15 dissolution that recites the grounds for dissolution and its
16 effective date. The Secretary of State shall file the
17 original certificate in his or her office and mail one copy
18 to the limited partnership at its registered office, or, if
19 the partnership has failed to maintain a registered office,
20 to the last known address shown on the records of the
21 Secretary of State for the address of the office at which
22 records of the limited partnership are maintained under
23 Section 104 of this Act.

24 (c) Upon the administrative dissolution of a limited
25 partnership:

26 (1) the Secretary of State shall file a certificate
27 of cancellation of the certificate of limited partnership
28 under Section 203 of this Act which sets forth the
29 information required in paragraphs (1) through (4)
30 thereof; and

31 (2) a dissolved limited partnership shall continue
32 for only the purpose of winding up its business.

33 A dissolved limited partnership may only take actions
34 necessary to wind up its business and affairs.

1 (805 ILCS 210/906.5 new)

2 Sec. 906.5. Administrative cancellation of application
3 for admission.

4 (a) If the Secretary of State determines under Section
5 1109 of this Act that a foreign limited partnership is
6 delinquent and has not corrected the default within the time
7 periods prescribed by this Act, the Secretary of State shall
8 send a notice of delinquency by regular mail to the foreign
9 limited partnership at its registered office, or, if the
10 partnership has failed to maintain a registered office, to
11 the last known address shown on the records of the Secretary
12 of State for the address of the office required to be
13 maintained under subdivision (a)(6) of Section 902 of this
14 Act.

15 (b) If the foreign limited partnership does not correct
16 the delinquency within 90 days following the date of the
17 notice of delinquency, the Secretary of State shall thereupon
18 cancel the application for admission of the foreign limited
19 partnership by issuing a certificate of cancellation that
20 recites the grounds for cancellation and its effective date.
21 The Secretary of State shall file the original of the
22 certificate in his or her office and mail one copy to the
23 limited partnership at its registered office, or, if the
24 partnership has failed to maintain a registered office, to
25 the last known address shown on the records of the Secretary
26 of State for the address of the office required to be
27 maintained under subdivision (a)(6) of Section 902 of this
28 Act.

29 (c) Upon the administrative cancellation of the
30 application for admission of a foreign limited partnership:

31 (1) the Secretary of State shall file a certificate
32 of cancellation of the application for admission of the
33 foreign limited partnership pursuant to Section 906 of
34 this Act which sets forth the information required by

1 paragraphs (a) and (b) thereof; and

2 (2) a foreign limited partnership whose application
3 for admission has been cancelled shall thereby (i)
4 surrender its authority to transact business in this
5 State, (ii) revoke the authority of its agent for service
6 of process in this State to accept service of process,
7 and (iii) consent that service of process in any suit,
8 action or proceeding arising out of the transaction of
9 business in this State may be made on such foreign
10 limited partnership by service thereof on the Secretary
11 of State as provided in Section 909 of this Act.

12 (805 ILCS 210/907.5 new)

13 Sec. 907.5. Activities that do not constitute transacting
14 business.

15 (a) Without excluding other activities that may not
16 constitute doing business in this State, a foreign limited
17 partnership shall not be considered to be transacting
18 business in this State, for purposes of this Article, by
19 reason of carrying on in this State any one or more of the
20 following activities:

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

23 (2) holding meetings of the partners or carrying on
24 other activities concerning internal partnership affairs;

25 (3) maintaining bank accounts;

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

30 (5) selling through independent contractors;

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

1 contracts;

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

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

7 (9) having a limited or general partner who is a
8 resident of this State.

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

12 (805 ILCS 210/1102) (from Ch. 106 1/2, par. 161-2)
13 Sec. 1102. Fees.

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

17 (1) fees for filing documents;

18 (2) miscellaneous charges;

19 (3) fees for the sale of lists of filings, copies
20 of any documents, and for the sale or release of any
21 information.

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

23 (1) filing certificates of limited partnership
24 (domestic), certificates of admission (foreign), restated
25 certificates of limited partnership (domestic), and
26 restated certificates of admission (foreign), \$75;

27 (2) filing certificates to be governed by this Act,
28 \$25;

29 (3) filing amendments and certificates of
30 amendment, \$25;

31 (4) filing certificates of cancellation, \$25;

32 (5) filing an application for use of an assumed
33 name pursuant to Section 108 of this Act, \$150 for each

1 year or part thereof ending in 0 or 5, \$120 for each year
 2 or part thereof ending in 1 or 6, \$90 for each year or
 3 part thereof ending in 2 or 7, \$60 for each year or part
 4 thereof ending in 3 or 8, \$30 for each year or part
 5 thereof ending in 4 or 9, and a renewal fee for each
 6 assumed name, \$150;

7 (6) filing a renewal report of a domestic or
 8 foreign limited partnership, \$15 if filed as required by
 9 this Act, plus \$100 penalty if delinquent;

10 (7) filing an application for reinstatement of a
 11 domestic or foreign limited partnership, and for issuing
 12 a certificate of reinstatement, \$100;

13 (7.5) filing a statement of correction, \$25;

14 (8) filing any other document, \$5.

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

16 (1) for furnishing a copy or certified copy of any
 17 document, instrument or paper relating to a domestic
 18 limited partnership or foreign limited partnership, \$.50
 19 per page, but not less than \$5, and \$5 for the
 20 certificate and for affixing the seal thereto; and

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

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

24 (805 ILCS 210/1110) (from Ch. 106 1/2, par. 161-10)

25 Sec. 1110. Reinstatement. (a) Except in the case of a
 26 limited partnership that has been administratively dissolved
 27 pursuant to Section 802.5 or a foreign limited partnership
 28 whose application for admission has been cancelled pursuant
 29 to Section 906.5, a limited partnership or foreign limited
 30 partnership which has been delinquent may return to good
 31 standing upon:

32 (1) the filing with the Secretary of State by the
 33 limited partnership or foreign limited partnership of all

1 applications, reports, information requirements,
2 registrations and renewals when due and theretofore
3 becoming due; and

4 (2) the payment to the Secretary of State by the
5 limited partnership or foreign limited partnership of all
6 fees and penalties then due and theretofore becoming due.

7 (Source: P.A. 85-403.)

8 (805 ILCS 210/1110.2 new)

9 Sec. 1110.2. Reinstatement following administrative
10 dissolution.

11 (a) A limited partnership administratively dissolved
12 pursuant to Section 802.5 of this Act may be reinstated by
13 the Secretary of State within 5 years following the date of
14 issuance of the certificate of dissolution upon the
15 occurrence of all of the following:

16 (1) the filing of an application for reinstatement;

17 (2) the filing with the Secretary of State by the
18 limited partnership of all reports then due and
19 theretofore becoming due; and

20 (3) the payment to the Secretary of State by the
21 limited partnership of all fees and penalties then due
22 and theretofore becoming due.

23 (b) The application for reinstatement shall be executed
24 and filed in accordance with Section 206 of this Act and
25 shall set forth all of the following:

26 (1) the name of the limited partnership at the time
27 of the issuance of the certificate of dissolution;

28 (2) the date of the issuance of the certificate of
29 dissolution; and

30 (3) the address, including street and number or
31 rural route number of the registered office of the
32 limited partnership upon reinstatement thereof and the
33 name of its registered agent at that address, provided

1 that any change from either the registered office or the
2 registered agent at the time of dissolution is properly
3 reported in accordance with Section 202 of this Act.

4 (c) When a limited partnership that has been dissolved
5 under Section 802.5 has complied with the provisions of this
6 Section, the Secretary of State shall file the application
7 for reinstatement.

8 (d) Upon the filing of the application for
9 reinstatement, (i) the limited partnership's existence shall
10 be deemed to have continued without interruption from the
11 date of the issuance of the certificate of dissolution, (ii)
12 the limited partnership shall stand revived with the powers,
13 duties and obligations as if it had not been dissolved, and
14 (iii) all acts and proceedings of its general partners and
15 agents, acting or purporting to act in that capacity, that
16 would have been legal and valid but for the dissolution,
17 shall stand ratified and confirmed.

18 (805 ILCS 210/1110.3 new)

19 Sec. 1110.3. Reinstatement following administrative
20 cancellation.

21 (a) A foreign limited partnership whose application for
22 admission has been cancelled pursuant to Section 906.5 of
23 this Act may be reinstated by the Secretary of State within 5
24 years following the date of issuance of the certificate of
25 cancellation upon the occurrence of all of the following:

26 (1) the filing of the application for
27 reinstatement;

28 (2) the filing with the Secretary of State by the
29 foreign limited partnership of all reports then due and
30 becoming due; and

31 (3) the payment to the Secretary of State by the
32 foreign limited partnership of all fees and penalties
33 then due and becoming due.

1 (b) The application for reinstatement shall be executed
2 and filed in accordance with Section 903 of this Act and
3 shall set forth all of the following:

4 (1) the name of the foreign limited partnership at
5 the time of the issuance of the notice of cancellation;

6 (2) the date of the issuance of the notice of
7 cancellation; and

8 (3) the address, including street and number or
9 rural route number, of the registered office of the
10 foreign limited partnership upon reinstatement and the
11 name of its registered agent at that address, provided
12 that any change from either the registered office or the
13 registered agent at the time of revocation is properly
14 reported in accordance with Section 905 of this Act.

15 (c) When a foreign limited partnership whose admission
16 has been cancelled under Section 906.5 of this Act has
17 complied with the provisions of this Section, the Secretary
18 of State shall file the application for reinstatement.

19 (d) Upon the filing of the application for
20 reinstatement, (i) the admission of the foreign limited
21 partnership to transact business in this State shall be
22 deemed to have continued without interruption from the date
23 of the issuance of the certificate of cancellation, (ii) the
24 foreign limited partnership shall stand revived with the
25 powers, duties and obligations as if its admission had not
26 been revoked, and (iii) all acts and proceedings of its
27 general partners and agents, acting or purporting to act in
28 that capacity, that would have been legal and valid but for
29 the revocation, shall stand ratified and confirmed.

30 (805 ILCS 210/1111)

31 Sec. 1111. Department of Business Services Special
32 Operations Fund.

33 (a) A special fund in the State Treasury is created and

1 shall be known as the Department of Business Services Special
2 Operations Fund. Moneys deposited into the Fund shall,
3 subject to appropriation, be used by the Department of
4 Business Services of the Office of the Secretary of State,
5 hereinafter "Department", to create and maintain the
6 capability to perform expedited services in response to
7 special requests made by the public for same day or 24 hour
8 service. Moneys deposited into the Fund shall be used for,
9 but not limited to, expenditures for personal services,
10 retirement, social security contractual services, equipment,
11 electronic data processing, and telecommunications.

12 (b) The balance in the Fund at the end of any fiscal
13 year shall not exceed \$400,000 and any amount in excess
14 thereof shall be transferred to the General Revenue Fund.

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

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

31 (e) Fees for expedited services shall be as follows:
32 Merger or conversion, \$100;
33 Certificate of limited partnership, \$50;
34 Certificate of amendment, \$50;

1 Certificate of cancellation of limited partnership, \$50;
2 Reinstatement, \$50;
3 Application for admission to transact business, \$50;
4 Certificate of cancellation of admission, \$50;
5 Certificate of existence or abstract of computer record,
6 \$10.

7 All other filings, copies of documents, biennial renewal
8 reports, and copies of documents of canceled limited
9 partnerships, \$25.

10 (Source: P.A. 91-463, eff. 1-1-00; 92-33, eff. 7-1-01.)

11 Section 99. Effective date. This Act takes effect on July
12 1, 2003.