

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.