



96TH GENERAL ASSEMBLY

State of Illinois

2009 and 2010

SB2807

Introduced 1/28/2010, by Sen. William R. Haine

SYNOPSIS AS INTRODUCED:

805 ILCS 5/5.05	from Ch. 32, par. 5.05
805 ILCS 5/5.15	from Ch. 32, par. 5.15
805 ILCS 105/105.05	from Ch. 32, par. 105.05
805 ILCS 105/105.15	from Ch. 32, par. 105.15
805 ILCS 180/1-35	
805 ILCS 180/1-36	
805 ILCS 180/45-30	

Amends the Business Corporation Act of 1983, the General Not For Profit Corporation Act of 1986, and the Limited Liability Company Act. Provides that the registered agent of a business or not-for-profit corporation may be a limited liability company, limited partnership, or limited liability partnership. Provides that the notice of a business or not-for-profit corporation's registered agent must be executed in the manner authorized by the governing statute if the registered agent is a business entity (instead of must be executed by a principal officer if the registered agent is a corporation). Provides that a limited liability company's registered agent may be a person authorized to transact business in this State (instead of a domestic or foreign corporation). Makes other changes. Effective immediately.

LRB096 17670 DRJ 33032 b

1 AN ACT concerning business.

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

4 Section 5. The Business Corporation Act of 1983 is amended
5 by changing Sections 5.05 and 5.15 as follows:

6 (805 ILCS 5/5.05) (from Ch. 32, par. 5.05)

7 Sec. 5.05. Registered office and registered agent. Each
8 domestic corporation and each foreign corporation having
9 authority to transact business in this State shall have and
10 continuously maintain in this State:

11 (a) A registered office which may be, but need not be, the
12 same as its place of business in this State.

13 (b) A registered agent, which agent may be either an
14 individual, resident in this State, whose business office is
15 identical with such registered office, or a domestic
16 ~~corporation~~ or ~~a~~ foreign corporation, limited liability
17 company, limited partnership, or limited liability partnership
18 authorized to transact business in this State that is
19 authorized by its statement of purpose ~~articles of~~
20 ~~incorporation~~ to act as such agent, having a business office
21 identical with such registered office.

22 (c) The address, including street and number, or rural
23 route number, of the initial registered office, and the name of

1 the initial registered agent of each corporation organized
2 under this Act shall be stated in its articles of
3 incorporation; and of each foreign corporation shall be stated
4 in its application for authority to transact business in this
5 State.

6 (d) In the event of dissolution of a corporation, either
7 voluntary, administrative, or judicial, the registered agent
8 and the registered office of the corporation on record with the
9 Secretary of State on the date of the issuance of the
10 certificate or judgment of dissolution shall be an agent of the
11 corporation upon whom claims can be served or service of
12 process can be had during the five year post-dissolution period
13 provided in Section 12.80 of this Act, unless such agent
14 resigns or the corporation properly reports a change of
15 registered office or registered agent.

16 (e) In the event of revocation of the authority of a
17 foreign corporation to transact business in this State, the
18 registered agent and the registered office of the corporation
19 on record with the Secretary of State on the date of the
20 issuance of the certificate of revocation shall be an agent of
21 the corporation upon whom claims can be served or service of
22 process can be had, unless such agent resigns.

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

24 (805 ILCS 5/5.15) (from Ch. 32, par. 5.15)

25 Sec. 5.15. Resignation of registered agent. (a) A

1 registered agent may at any time resign by filing in the office
2 of the Secretary of State written notice thereof, and by
3 mailing a copy thereof to the corporation at its principal
4 office as such is known to said resigning agent, such notice to
5 be mailed at least 10 days prior to the date of filing thereof
6 with the Secretary of State.

7 (b) The notice shall set forth:

8 (1) The name of the corporation for which the registered
9 agent is acting.

10 (2) The name of the registered agent.

11 (3) The address, including street and number, or rural
12 route number, of the corporation's then registered office in
13 this State.

14 (4) That the registered agent resigns.

15 (5) The effective date thereof which shall not be less than
16 30 days after the date of filing.

17 (6) The address of the principal office of the corporation
18 as such is known to the registered agent.

19 (7) A statement that a copy of this notice has been sent to
20 the principal office within the time and in the manner
21 prescribed by this Section.

22 (c) Such notice shall be executed by the registered agent,
23 if an individual, or, if a business entity, in the manner
24 authorized by the governing statute ~~corporation, by a principal~~
25 ~~officer.~~

26 (Source: P.A. 85-1269.)

1 Section 10. The General Not For Profit Corporation Act of
2 1986 is amended by changing Sections 105.05 and 105.15 as
3 follows:

4 (805 ILCS 105/105.05) (from Ch. 32, par. 105.05)

5 Sec. 105.05. Registered office and registered agent.

6 (a) Each domestic corporation and each foreign corporation
7 having authority to conduct affairs in this State shall have
8 and continuously maintain in this State:

9 (1) A registered office which may be, but need not be,
10 the same as its place of business in this State.

11 (2) A registered agent, which agent may be either an
12 individual, resident in this State, whose business office
13 is identical with such registered office, or a domestic or
14 foreign corporation, limited liability company, limited
15 partnership, or limited liability partnership ~~for profit~~
16 ~~or a foreign corporation for profit~~ authorized to conduct
17 business ~~affairs~~ in this State ~~that is authorized by its~~
18 ~~articles of incorporation to act as such agent, having a~~
19 ~~business office identical with such registered office.~~

20 (b) The address, including street and number, if any, of
21 the initial registered office, and the name of the initial
22 registered agent of each corporation organized under this Act
23 shall be stated in its articles of incorporation; and of each
24 foreign corporation shall be stated in its application for

1 authority to conduct affairs in this State.

2 (c) In the event of dissolution of a corporation, either
3 voluntary, administrative, or judicial, the registered agent
4 and the registered office of the corporation on record with the
5 Secretary of State on the date of the issuance of the
6 certificate or judgment of dissolution shall be an agent of the
7 corporation upon whom claims can be served or service of
8 process can be had during the two year post-dissolution period
9 provided in Section 112.80 of this Act, unless such agent
10 resigns or the corporation properly reports a change of
11 registered office or registered agent.

12 (d) In the event of revocation of ~~a certificate of~~
13 authority of a foreign corporation, the registered agent and
14 the registered office of the corporation on record with the
15 Secretary of State on the date of the issuance of the
16 certificate of revocation shall be an agent of the corporation
17 upon whom claims can be served or service of process can be
18 had, unless such agent resigns.

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

20 (805 ILCS 105/105.15) (from Ch. 32, par. 105.15)

21 Sec. 105.15. Resignation of registered agent. (a) A
22 registered agent may at any time resign by filing in the office
23 of the Secretary of State written notice thereof, and by
24 mailing a copy thereof to the corporation at its principal
25 office as such is known to said resigning agent, such notice to

1 be mailed at least 10 days prior to the date of filing thereof
2 with the Secretary of State.

3 (b) The notice shall set forth:

4 (1) The name of the corporation for which the registered
5 agent is acting;

6 (2) The name of the registered agent;

7 (3) The address, including street and number, or rural
8 route number, of the corporation's then registered office in
9 this State;

10 (4) That the registered agent resigns;

11 (5) The effective date thereof which shall not be less than
12 30 days after the date of filing;

13 (6) The address of the principal office of the corporation
14 as such is known to the registered agent;

15 (7) A statement that a copy of this notice has been sent to
16 the principal office within the time and in the manner
17 prescribed by this Section.

18 (c) Such notice shall be executed by the registered agent,
19 if an individual, or if a business entity, in the manner
20 authorized by the governing statute ~~corporation, by a principal~~
21 ~~officer.~~

22 (Source: P.A. 85-1269.)

23 Section 15. The Limited Liability Company Act is amended by
24 changing Sections 1-35, 1-36, and 45-30 as follows:

1 (805 ILCS 180/1-35)

2 Sec. 1-35. Registered office and registered agent.

3 (a) Each limited liability company and foreign limited
4 liability company shall continuously maintain in this State a
5 registered agent and registered office, which agent must be an
6 individual resident of this State or other person authorized to
7 transact business in this State, ~~a domestic corporation, or a~~
8 ~~foreign corporation having a place of business in, and~~
9 ~~authorized to do business in, this State. If the agent is a~~
10 ~~corporation, the corporation must be authorized by its articles~~
11 ~~of incorporation to act as an agent.~~

12 (b) A limited liability company or foreign limited
13 liability company may change its registered agent or the
14 address of its registered office pursuant to Section 1-36 and
15 the registered agent of a limited liability company or a
16 foreign limited liability company may change the address of its
17 registered office pursuant to Section 1-37.

18 (c) The registered agent may at any time resign by filing
19 in the Office of the Secretary of State written notice thereof
20 and by mailing a copy thereof to the limited liability company
21 or foreign limited liability company at its principal office as
22 it is known to the resigning registered agent. The notice must
23 be mailed at least 10 days before the date of filing thereof
24 with the Secretary of State. The notice shall be executed by
25 the registered agent, if an individual, or by a principal
26 officer, if the registered agent is a corporation. The notice

1 shall set forth all of the following:

2 (1) The name of the limited liability company for which
3 the registered agent is acting.

4 (2) The name of the registered agent.

5 (3) The address, including street, number, and city ~~and~~
6 ~~county~~ of the limited liability company's then registered
7 office in this State.

8 (4) That the registered agent resigns.

9 (5) The effective date of the resignation, which shall
10 not be sooner than 30 days after the date of filing.

11 (6) The address of the principal office of the limited
12 liability company as it is known to the registered agent.

13 (7) A statement that a copy of the notice has been sent
14 by registered or certified mail to the principal office of
15 the limited liability company within the time and in the
16 manner prescribed by this Section.

17 (d) A new registered agent must be placed on record within
18 60 days after a registered agent's notice of resignation under
19 this Section.

20 (Source: P.A. 94-605, eff. 1-1-06.)

21 (805 ILCS 180/1-36)

22 Sec. 1-36. Change of registered office or registered agent.

23 (a) A domestic limited liability company or a foreign
24 limited liability company may from time to time change the
25 address of its registered office. A domestic limited liability

1 company or a foreign limited liability company shall change its
2 registered agent if the office of registered agent shall become
3 vacant for any reason, or if its registered agent becomes
4 disqualified or incapacitated to act.

5 (b) A domestic limited liability company or a foreign
6 limited liability company may change the address of its
7 registered office or change its registered agent, or both, by
8 executing and filing, in duplicate, in accordance with Section
9 5-45 of this Act a statement setting forth:

10 (1) The name of the limited liability company.

11 (2) The address, including street and number, or rural
12 route number, of its then registered office.

13 (3) If the address of its registered office be changed,
14 the address, including street and number, or rural route
15 number, to which the registered office is to be changed.

16 (4) The name of its then registered agent.

17 (5) If its registered agent be changed, the name of its
18 successor registered agent.

19 (6) That the address of its registered office and the
20 address of the business office of its registered agent, as
21 changed, will be identical.

22 (7) That such change was authorized by ~~resolution duly~~
23 ~~adopted by~~ the members or managers.

24 (c) The change of address of the registered office, or the
25 change of registered agent, or both, as the case may be, shall
26 become effective upon the filing of such statement by the

1 Secretary of State.

2 (Source: P.A. 94-605, eff. 1-1-06.)

3 (805 ILCS 180/45-30)

4 Sec. 45-30. Requirement for registered agent and certain
5 reports. A foreign limited liability company admitted to
6 transact business in this State shall:

7 (1) appoint and continuously maintain a registered agent
8 and registered office in the manner provided in Section 1-35;

9 (2) file a report upon any change in the name or business
10 address of its registered agent or address of the registered
11 office in the manner provided in Section 1-36 ~~5-10~~; and

12 (3) file an annual report as required by Section 50-1.

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

14 Section 99. Effective date. This Act takes effect upon
15 becoming law.