



101ST GENERAL ASSEMBLY

State of Illinois

2019 and 2020

HB2992

by Rep. André Thapedi

SYNOPSIS AS INTRODUCED:

See Index

Amends the Business Corporation Act of 1983. Requires the Secretary of State to maintain a list of domestic and foreign corporations regulated under the Public Utilities Act, the Collateral Recovery Act, or the Personal Property Storage Act (rather than the Public Utilities Act), or specified provisions of the Illinois Vehicle Code (rather than both the Public Utilities Act and Chapter 18 of the Illinois Vehicle Code) that hold, as a prerequisite for doing business in the State, any franchise, license, permit, or right to engage in a business regulated by the Acts. Provides that each month the Secretary of State shall, by written notice, advise the Chief Clerk of the Illinois Commerce Commission of: any domestic corporation on the list that has been dissolved within the month; and any foreign corporation on the list whose authority to do business in Illinois has been revoked within the month. Provides that the Secretary of State and the Illinois Commerce Commission may provide each other with this information in an electronic format, including records of the Secretary of State that will provide the Illinois Commerce Commission the information it requires under the statutes it administers. Requires the provision of such information to begin as soon as practicable, but no later than October 1, 2020. Makes similar changes to the General Not For Profit Corporation Act of 1986, the Limited Liability Company Act, the Uniform Partnership Act (1997), and the Uniform Limited Partnership Act (2001).

LRB101 07318 JLS 52358 b

FISCAL NOTE ACT
MAY APPLY

A BILL FOR

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 Section 15.85 as follows:

6 (805 ILCS 5/15.85) (from Ch. 32, par. 15.85)

7 Sec. 15.85. Effect of nonpayment of fees or taxes.

8 (a) The Secretary of State shall not file any articles,
9 statements, certificates, reports, applications, notices, or
10 other papers relating to any corporation, domestic or foreign,
11 organized under or subject to the provisions of this Act until
12 all fees, franchise taxes, and charges provided to be paid in
13 connection therewith shall have been paid to him or her, or
14 while the corporation is in default in the payment of any fees,
15 franchise taxes, charges, penalties, or interest herein
16 provided to be paid by or assessed against it, or when the
17 Illinois Department of Revenue has given notice that the
18 corporation is in default in the filing of a return or the
19 payment of any final assessment of tax, penalty or interest as
20 required by any tax Act administered by the Department.

21 (b) The Secretary of State shall not file, with respect to
22 any domestic or foreign corporation, any document required or
23 permitted to be filed by this Act, which has an effective date

1 other than the date of filing until there has been paid by such
2 corporation to the Secretary of State all fees, taxes and
3 charges due and payable on or before said effective date.

4 (c) No corporation required to pay a franchise tax, license
5 fee, penalty, or interest under this Act shall maintain any
6 civil action until all such franchise taxes, license fees,
7 penalties, and interest have been paid in full.

8 (d) The Secretary of State shall, from information received
9 from the Illinois Commerce Commission, compile and keep a list
10 of all domestic and foreign corporations which are regulated
11 pursuant to the provisions of the Public Utilities Act, or the
12 Collateral Recovery Act, or the Personal Property Storage Act,
13 or Chapter 18a, 18c, or 18d ~~and Chapter 18~~ of the Illinois
14 Vehicle Code and which hold, as a prerequisite for doing
15 business in this State, any franchise, license, permit, or
16 right to engage in any business regulated by such Acts.

17 (e) Each month the Secretary of State shall, by written
18 notice, advise the Chief Clerk of the Illinois Commerce
19 Commission of: (i) any domestic corporation on the list
20 maintained under subsection (d) that has been dissolved within
21 the month; and (ii) any foreign corporation on the list
22 maintained under subsection (d) whose authority to do business
23 in Illinois has been revoked within the month. ~~Within 10 days~~
24 ~~after any such corporation fails to pay a franchise tax,~~
25 ~~license fee, penalty, or interest required under this Act, the~~
26 ~~Secretary shall, by written notice, so advise the Secretary of~~

1 ~~the Illinois Commerce Commission.~~

2 (f) The Secretary of State and the Illinois Commerce
3 Commission may provide each other the information required
4 under this Section in an electronic format, including, without
5 limitation by means of such agreed access, those records of the
6 Secretary of State that will provide the Illinois Commerce
7 Commission the information it requires under the statutes it
8 administers. The provision of information under this Section
9 shall begin as soon as is practicable, but in no event later
10 than October 1, 2020.

11 (Source: P.A. 100-863, eff. 8-14-18.)

12 Section 10. The General Not For Profit Corporation Act of
13 1986 is amended by changing Section 115.85 as follows:

14 (805 ILCS 105/115.85) (from Ch. 32, par. 115.85)

15 Sec. 115.85. Effect of nonpayment of fees or taxes. (a) The
16 Secretary of State shall not file any articles, statements,
17 certificates, reports, applications, notices, or other papers
18 relating to any corporation, domestic or foreign, organized
19 under or subject to the provisions of this Act until all fees
20 and charges provided to be paid in connection therewith shall
21 have been paid to him or her, or while the corporation is in
22 default in the payment of any fees, charges or penalties herein
23 provided to be paid by or assessed against it, or when the
24 Illinois Department of Revenue has given notice that the

1 corporation is in default in the filing of a return or the
2 payment of any final assessment of tax, penalty or interest as
3 required by any tax Act administered by the Department.

4 (b) The Secretary of State shall not file, with respect to
5 any domestic or foreign corporation, any document required or
6 permitted to be filed by this Act, which has an effective date
7 other than the date of filing until there has been paid by such
8 corporation to the Secretary of State all fees and charges due
9 and payable on or before said effective date.

10 (c) No corporation required to pay a penalty under this Act
11 shall maintain any civil action until all such penalties have
12 been paid in full.

13 (d) The Secretary of State shall, from information received
14 from the Illinois Commerce Commission, compile and keep a list
15 of all domestic and foreign corporations that are regulated
16 pursuant to the provisions of the Public Utilities Act, or the
17 Collateral Recovery Act, or the Personal Property Storage Act,
18 or Chapter 18a, 18c, or 18d of the Illinois Vehicle Code and
19 which hold, as a prerequisite for doing business in this State,
20 any franchise, license, permit, or right to engage in any
21 business regulated by such Acts.

22 (e) Each month the Secretary of State shall, by written
23 notice, advise the Chief Clerk of the Illinois Commerce
24 Commission of: (i) any domestic corporation on the list
25 maintained under subsection (d) that has been dissolved within
26 the month; and (ii) any foreign corporation on the list

1 maintained under subsection (d) whose authority to do business
2 in Illinois has been revoked within the month.

3 (f) The Secretary of State and the Illinois Commerce
4 Commission may provide each other the information required
5 under this Section in an electronic format, including, without
6 limitation by means of such agreed access, those records of the
7 Secretary of State that will provide the Illinois Commerce
8 Commission the information it requires under the statutes it
9 administers. The provision of information under this Section
10 shall begin as soon as is practicable, but in no event later
11 than October 1, 2020.

12 (Source: P.A. 86-381.)

13 Section 15. The Limited Liability Company Act is amended by
14 changing Sections 35-30 and 45-36 as follows:

15 (805 ILCS 180/35-30)

16 Sec. 35-30. Procedure for administrative dissolution.

17 (a) After the Secretary of State determines that one or
18 more grounds exist under Section 35-25 for the administrative
19 dissolution of a limited liability company, the Secretary of
20 State shall send a notice of delinquency by regular mail to
21 each delinquent limited liability company at its registered
22 office or, if the limited liability company has failed to
23 maintain a registered office, then to the last known address
24 shown on the records of the Secretary of State for the

1 principal place of business of the limited liability company.

2 (b) If the limited liability company does not correct the
3 default described in paragraphs (1) or (2) of Section 35-25
4 within 120 days following the date of the notice of
5 delinquency, the Secretary of State shall thereupon dissolve
6 the limited liability company by issuing a certificate of
7 dissolution that recites the grounds for dissolution and its
8 effective date. If the limited liability company does not
9 correct the default described in paragraphs (2.5), (3), (4), or
10 (5) of Section 35-25 within 60 days following the notice, the
11 Secretary of State shall dissolve the limited liability company
12 by issuing a certificate of dissolution that recites the
13 grounds for dissolution and its effective date. The Secretary
14 of State shall file the original of the certificate in his or
15 her office and mail one copy to the limited liability company
16 at its registered office or, if the limited liability company
17 has failed to maintain a registered office, then to the last
18 known address shown on the records of the Secretary of State
19 for the principal place of business of the limited liability
20 company.

21 (c) Upon the administrative dissolution of a limited
22 liability company, a dissolved limited liability company shall
23 continue for only the purpose of winding up its business. A
24 dissolved limited liability company may take all action
25 authorized under Section 1-30 or otherwise necessary or
26 appropriate to wind up its business and affairs and terminate.

1 (d) The Secretary of State shall, from information received
2 from the Illinois Commerce Commission, compile and keep a list
3 of all domestic limited liability companies that are regulated
4 pursuant to the provisions of the Public Utilities Act, or the
5 Collateral Recovery Act, or the Personal Property Storage Act,
6 or Chapter 18a, 18c, or 18d of the Illinois Vehicle Code and
7 which hold, as a prerequisite for doing business in this State,
8 any franchise, license, permit, or right to engage in any
9 business regulated by such Acts.

10 (e) Each month the Secretary of State shall, by written
11 notice, advise the Chief Clerk of the Illinois Commerce
12 Commission of any domestic limited liability company on the
13 list maintained under subsection (d) that has been dissolved
14 within the month.

15 (f) The Secretary of State and the Illinois Commerce
16 Commission may provide each other the information required
17 under this Section in an electronic format, including, without
18 limitation by means of such agreed access, those records of the
19 Secretary of State that will provide the Illinois Commerce
20 Commission the information it requires under the statutes it
21 administers. The provision of information under this Section
22 shall begin as soon as is practicable, but in no event later
23 than October 1, 2020.

24 (Source: P.A. 98-171, eff. 8-5-13; 98-776, eff. 1-1-15.)

1 Sec. 45-36. Procedure for revocation of admission.

2 (a) After the Secretary of State determines that one or
3 more grounds exist under Section 45-35 for the revocation of
4 admission of a foreign limited liability company, the Secretary
5 of State shall send a notice of delinquency by regular mail to
6 each delinquent limited liability company at its registered
7 office or, if the limited liability company has failed to
8 maintain a registered office, then to the last known address
9 shown on the records of the Secretary of State for the
10 principal place of business.

11 (b) If the limited liability company does not correct the
12 default described in item (A) or (D) of paragraph (1) of
13 subsection (a) of Section 45-35 within 120 days following the
14 date of the notice of delinquency, the Secretary of State shall
15 revoke the admission of the limited liability company by
16 issuing a certificate of revocation that recites the grounds
17 for revocation and its effective date. If the limited liability
18 company does not correct the default described in item (B) or
19 (E) of paragraph (1) or paragraph (2), (2.5), (3), or (4) of
20 subsection (a) of Section 45-35 within 60 days following the
21 notice, the Secretary of State shall revoke the admission of
22 the limited liability company by issuing a certificate of
23 revocation that recites the grounds for revocation and its
24 effective date. The Secretary of State shall file the original
25 of the certificate in his or her office and mail one copy to
26 the limited liability company at its registered office or, if

1 the limited liability company has failed to maintain a
2 registered office, then to the last known address shown on the
3 records of the Secretary of State for the principal place of
4 business.

5 (c) Upon the issuance of a certificate of revocation, the
6 admission of the limited liability company to transact business
7 in this State shall cease and the revoked company shall not
8 thereafter carry on any business in this State.

9 (d) The Secretary of State shall, from information received
10 from the Illinois Commerce Commission, compile and keep a list
11 of all foreign limited liability companies that are regulated
12 pursuant to the provisions of the Public Utilities Act, or the
13 Collateral Recovery Act, or the Personal Property Storage Act,
14 or Chapter 18a, 18c, or 18d of the Illinois Vehicle Code and
15 which hold, as a prerequisite for doing business in this State,
16 any franchise, license, permit, or right to engage in any
17 business regulated by such Acts.

18 (e) Each month the Secretary of State shall, by written
19 notice, advise the Chief Clerk of the Illinois Commerce
20 Commission of any foreign limited liability company on the list
21 maintained under subsection (d) whose admission to do business
22 in Illinois has been revoked within the month.

23 (f) The Secretary of State and the Illinois Commerce
24 Commission may provide each other the information required
25 under this Section in an electronic format, including, without
26 limitation by means of such agreed access, those records of the

1 Secretary of State that will provide the Illinois Commerce
2 Commission the information it requires under the statutes it
3 administers. The provision of information under this Section
4 shall begin as soon as is practicable, but in no event later
5 than October 1, 2020.

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

7 Section 20. The Uniform Partnership Act (1997) is amended
8 by changing Section 1003 as follows:

9 (805 ILCS 206/1003)

10 Sec. 1003. Renewal statements.

11 (a) A limited liability partnership, and a foreign limited
12 liability partnership authorized to transact business in this
13 State, shall file a renewal statement in the Office of the
14 Secretary of State which contains:

15 (1) the name of the partnership;

16 (2) the street address of the partnership's chief
17 executive office;

18 (3) the name and street address of the partnership's
19 agent for service of process;

20 (4) the number of partners in the limited liability
21 partnership;

22 (5) a brief statement of the business in which the
23 partnership engages; and

24 (6) if the partnership is a foreign limited liability

1 partnership, a current certificate of status in good
2 standing as a registered limited liability partnership
3 under the laws of that state or jurisdiction.

4 (b) Qualification as a limited liability partnership,
5 whether pursuant to an original statement or a renewal
6 statement, is renewed if, during the 60 day period preceding
7 the date the initial statement or renewal statement otherwise
8 would have expired, the partnership files with the Secretary of
9 State a renewal statement. A renewal statement expires one year
10 after the date an original statement would have expired if the
11 last renewal of the statement had not occurred. Proof of the
12 satisfaction of the Secretary of State that, prior to the
13 expiration date, the renewal statement together with all fees
14 prescribed by this Act was deposited in the United States mail
15 in a sealed envelope, properly addressed, with postage prepaid,
16 shall be deemed a compliance with this requirement. If the
17 Secretary of State finds that the report conforms to the
18 requirements of this Act, he or she shall file it. If the
19 Secretary of State finds that it does not conform, he or she
20 shall promptly return it to the limited liability partnership
21 for any necessary corrections, in which event expiration will
22 not occur if the statement is corrected to conform to the
23 requirements of this Act and returned to the Secretary of State
24 within 30 days of the date the report was returned for
25 corrections.

26 (c) The Secretary of State shall renew the registration of

1 any limited liability partnership of any partnership that
2 timely submits a renewal statement with the required fee.

3 (d) The Secretary of State shall, from information received
4 from the Illinois Commerce Commission, compile and keep a list
5 of all domestic and foreign limited liability partnerships that
6 are regulated pursuant to the provisions of the Public
7 Utilities Act, or the Collateral Recovery Act, or the Personal
8 Property Storage Act, or Chapter 18a, 18c, or 18d of the
9 Illinois Vehicle Code and which hold, as a prerequisite for
10 doing business in this State, any franchise, license, permit or
11 right to engage in any business regulated by such Acts.

12 (e) Each month the Secretary of State shall, by written
13 notice, advise the Chief Clerk of the Illinois Commerce
14 Commission of any limited liability partnership on the list
15 maintained under subsection (d) whose status as a limited
16 liability partnership has expired within the month.

17 (f) The Secretary of State and the Illinois Commerce
18 Commission may provide each other the information required
19 under this Section in an electronic format, including, without
20 limitation by means of such agreed access, those records of the
21 Secretary of State that will provide the Illinois Commerce
22 Commission the information it requires under the statutes it
23 administers. The provision of information under this Section
24 shall begin as soon as is practicable, but in no event later
25 than October 1, 2020.

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

1 Section 25. The Uniform Limited Partnership Act (2001) is
2 amended by changing Sections 809 and 906 as follows:

3 (805 ILCS 215/809)

4 Sec. 809. Administrative dissolution.

5 (a) The Secretary of State may dissolve a limited
6 partnership administratively if the limited partnership does
7 not, within 60 days after the due date:

8 (1) pay any fee, tax, or penalty due to the Secretary
9 of State under this Act or other law;

10 (2) file its annual report with the Secretary of State;

11 or

12 (3) appoint and maintain an agent for service of
13 process in Illinois after a registered agent's notice of
14 resignation under Section 116.

15 (b) If the Secretary of State determines that a ground
16 exists for administratively dissolving a limited partnership,
17 the Secretary of State shall file a record of the determination
18 and send a copy of the filed record to the limited
19 partnership's agent for service of process in this State, or if
20 the limited partnership does not appoint and maintain a proper
21 agent, to the limited partnership's designated office.

22 (c) If within 60 days after service of the copy of the
23 record of determination the limited partnership does not
24 correct each ground for dissolution or demonstrate to the

1 reasonable satisfaction of the Secretary of State that each
2 ground determined by the Secretary of State does not exist, the
3 Secretary of State shall administratively dissolve the limited
4 partnership by preparing, signing, and filing a declaration of
5 dissolution that states the grounds for dissolution. The
6 Secretary of State shall send a copy to the limited
7 partnership's agent for service of process in this State, or if
8 the limited partnership does not appoint and maintain a proper
9 agent, to the limited partnership's designated office.

10 (d) A limited partnership administratively dissolved
11 continues its existence but may carry on only activities
12 necessary or appropriate to wind up its activities under
13 Sections 803 and 812 and to notify claimants under Sections 806
14 and 807.

15 (e) The administrative dissolution of a limited
16 partnership does not terminate the authority of its agent for
17 service of process.

18 (f) The Secretary of State shall, from information received
19 from the Illinois Commerce Commission, compile and keep a list
20 of all domestic limited partnerships that are regulated
21 pursuant to the provisions of the Public Utilities Act, or the
22 Collateral Recovery Act, or the Personal Property Storage Act,
23 or Chapter 18a, 18c, or 18d of the Illinois Vehicle Code and
24 which hold, as a prerequisite for doing business in this State,
25 any franchise, license, permit, or right to engage in any
26 business regulated by such Acts.

1 (g) Each month the Secretary of State shall, by written
2 notice, advise the Chief Clerk of the Illinois Commerce
3 Commission of any domestic limited partnership on the list
4 maintained under subsection (f) that has been dissolved within
5 the month.

6 (h) The Secretary of State and the Illinois Commerce
7 Commission may provide each other the information required
8 under this Section in an electronic format, including, without
9 limitation by means of such agreed access, those records of the
10 Secretary of State that will provide the Illinois Commerce
11 Commission the information it requires under the statutes it
12 administers. The provision of information under this Section
13 shall begin as soon as is practicable, but in no event later
14 than October 1, 2020.

15 (Source: P.A. 97-839, eff. 7-20-12; 98-776, eff. 1-1-15.)

16 (805 ILCS 215/906)

17 Sec. 906. Revocation of certificate of authority.

18 (a) A certificate of authority of a foreign limited
19 partnership to transact business in this State may be revoked
20 by the Secretary of State in the manner provided in subsections
21 (b) and (c) if the foreign limited partnership does not:

22 (1) pay, within 60 days after the due date, any fee,
23 tax or penalty due to the Secretary of State under this Act
24 or other law;

25 (2) file, within 60 days after the due date, its annual

1 report required under Section 210;

2 (3) appoint and maintain an agent for service of
3 process in Illinois within 60 days after a registered
4 agent's notice of resignation under Section 116; or

5 (4) renew its alternate assumed name or apply to change
6 its alternate assumed name under this Act when the limited
7 partnership may only transact business within this State
8 under its alternate assumed name.

9 (b) If the Secretary of State determines that a ground
10 exists for revoking the certificate of authority of a foreign
11 limited partnership, the Secretary of State shall file a record
12 of the determination and send a copy of the filed record to the
13 foreign limited partnership's agent for service of process in
14 this State, or if the foreign limited partnership does not
15 appoint and maintain a proper agent, to the foreign limited
16 partnership's designated office.

17 (c) If within 60 days after service of the copy of the
18 record of determination the foreign limited partnership does
19 not correct each ground for revocation or demonstrate to the
20 reasonable satisfaction of the Secretary of State that each
21 ground determined by the Secretary of State does not exist, the
22 Secretary of State shall revoke the certificate of authority of
23 the foreign limited partnership by preparing, signing, and
24 filing a declaration of revocation that states the grounds for
25 the revocation. The Secretary of State shall send a copy of the
26 filed declaration to the foreign limited partnership's agent

1 for service of process in this State, or if the foreign limited
2 partnership does not appoint and maintain a proper agent, to
3 the foreign limited partnership's designated office.

4 (d) The authority of a foreign limited partnership to
5 transact business in this State ceases on the date of
6 revocation.

7 (e) The Secretary of State shall, from information received
8 from the Illinois Commerce Commission, compile and keep a list
9 of all foreign limited partnerships that are regulated pursuant
10 to the provisions of the Public Utilities Act, or the
11 Collateral Recovery Act, or the Personal Property Storage Act,
12 or Chapter 18a, 18c, or 18d of the Illinois Vehicle Code and
13 which hold, as a prerequisite for doing business in this State,
14 any franchise, license, permit, or right to engage in any
15 business regulated by such Acts.

16 (f) Each month the Secretary of State shall, by written
17 notice, advise the Chief Clerk of the Illinois Commerce
18 Commission of any foreign limited partnership on the list
19 maintained under subsection (e) whose authority to do business
20 in Illinois has been revoked within the month.

21 (g) The Secretary of State and the Illinois Commerce
22 Commission may provide each other the information required
23 under this Section in an electronic format, including, without
24 limitation by means of such agreed access, those records of the
25 Secretary of State that will provide the Illinois Commerce
26 Commission the information it requires under the statutes it

1 administers. The provision of information under this Section
2 shall begin as soon as is practicable, but in no event later
3 than October 1, 2020.

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

1 INDEX

2 Statutes amended in order of appearance

- 3 805 ILCS 5/15.85 from Ch. 32, par. 15.85
- 4 805 ILCS 105/115.85 from Ch. 32, par. 115.85
- 5 805 ILCS 180/35-30
- 6 805 ILCS 180/45-36
- 7 805 ILCS 206/1003
- 8 805 ILCS 215/809
- 9 805 ILCS 215/906