



100TH GENERAL ASSEMBLY

State of Illinois

2017 and 2018

HB3787

by Rep. Silvana Tabares

SYNOPSIS AS INTRODUCED:

805 ILCS 5/1.35	from Ch. 32, par. 1.35
805 ILCS 105/101.35	from Ch. 32, par. 101.35
805 ILCS 180/5-60	
805 ILCS 206/110 new	
805 ILCS 206/111 new	
805 ILCS 215/120 new	
805 ILCS 215/121 new	

Amends the Business Corporation Act of 1983, 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). Provides that interrogatories propounded by the Secretary of State to entities organized under those Acts must be answered within 30 days, that answers must be full and complete, and that answers must be in writing and under oath. Provides that for the purpose of verification of the answers to the interrogatories, production of documents may be requested and, if requested, the records shall be produced. Requires that interrogatories propounded to an individual must be answered by the individual. Limits public disclosure of the interrogatories and the responses. Effective July 1, 2017.

LRB100 10128 JLS 20302 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 Section 1.35 as follows:

6 (805 ILCS 5/1.35) (from Ch. 32, par. 1.35)

7 Sec. 1.35. Interrogatories to be propounded by Secretary of
8 State. The Secretary of State may propound to any corporation,
9 domestic or foreign, subject to the provisions of this Act, and
10 to any officer or director thereof, such interrogatories as may
11 be reasonably necessary and proper to enable the Secretary to
12 ascertain whether such corporation has complied with all the
13 provisions of this Act applicable to such corporation. Such
14 interrogatories shall be answered within 30 ~~thirty~~ days after
15 the mailing thereof, or within such additional time as shall be
16 fixed by the Secretary of State, and the answers thereto shall
17 be full and complete and shall be made in writing and under
18 oath. For the purpose of verification of the answers to the
19 interrogatories, production of documents may be requested and,
20 if requested, the records shall be produced. If such
21 interrogatories be directed to an individual they shall be
22 answered by him or her, and if directed to a corporation they
23 shall be answered by the president, vice-president, secretary,

1 or assistant secretary thereof. The Secretary of State need not
2 file any document to which such interrogatories relate until
3 such interrogatories be answered as herein provided, and not
4 then if the answers thereto disclose that such document is not
5 in conformity with the provisions of this Act. The Secretary of
6 State shall certify to the Attorney General, for such action as
7 the Attorney General may deem appropriate, all interrogatories
8 and answers thereto which disclose a violation of any of the
9 provisions of this Act.

10 (Source: P.A. 83-1025.)

11 Section 10. The General Not For Profit Corporation Act of
12 1986 is amended by changing Section 101.35 as follows:

13 (805 ILCS 105/101.35) (from Ch. 32, par. 101.35)

14 Sec. 101.35. Interrogatories to be propounded by Secretary
15 of State. The Secretary of State may propound to any
16 corporation, domestic or foreign, subject to the provisions of
17 this Act, and to any officer or director thereof, such
18 interrogatories as may be reasonably necessary and proper to
19 enable the Secretary to ascertain whether such corporation has
20 complied with all the provisions of this Act applicable to such
21 corporation. Such interrogatories shall be answered within 30
22 ~~thirty~~ days after the mailing thereof, or within such
23 additional time as shall be fixed by the Secretary of State,
24 and the answers thereto shall be full and complete and shall be

1 made in writing and under oath. For the purpose of verification
2 of the answers to the interrogatories, production of documents
3 may be requested and, if requested, the records shall be
4 produced. If such interrogatories be directed to an individual
5 they shall be answered by him or her, and if directed to a
6 corporation they shall be answered by the president,
7 vice-president, secretary, or assistant secretary thereof. The
8 Secretary of State need not file any document to which such
9 interrogatories relate until such interrogatories be answered
10 as herein provided, and not then if the answers thereto
11 disclose that such document is not in conformity with the
12 provisions of this Act. The Secretary of State shall certify to
13 the Attorney General, for such action as the Attorney General
14 may deem appropriate, all interrogatories and answers thereto
15 which disclose a violation of any of the provisions of this
16 Act.

17 (Source: P.A. 84-1423.)

18 Section 15. The Limited Liability Company Act is amended by
19 changing Section 5-60 as follows:

20 (805 ILCS 180/5-60)

21 Sec. 5-60. Interrogatories to be propounded by Secretary of
22 State. The Secretary of State may propound to any limited
23 liability company or foreign limited liability company subject
24 to the provisions of this Act, and to any manager or, if there

1 are no managers, any member thereof, such interrogatories as
2 may be reasonably necessary and proper to enable the Secretary
3 of State to ascertain whether the limited liability company has
4 complied with all the provisions of this Act applicable to the
5 limited liability company. The interrogatories shall be
6 answered within 30 days after the mailing thereof, or within
7 such additional time as shall be fixed by the Secretary of
8 State, and the answers thereto shall be full and complete and
9 shall be made in writing and under oath. For the purpose of
10 verification of the answers to the interrogatories, production
11 of documents may be requested and, if requested, the records
12 shall be produced. If the interrogatories are directed to an
13 individual, they shall be answered by him or her, and if
14 directed to a limited liability company, they shall be answered
15 by the managers thereof or, if there are no managers, the
16 members. The Secretary of State need not file any document to
17 which the interrogatories relate until the interrogatories are
18 answered as herein provided, and not then if the answers
19 thereto disclose that the document is not in conformity with
20 the provisions of this Act. The Secretary of State shall
21 certify to the Attorney General, for such action as the
22 Attorney General may deem appropriate, all interrogatories and
23 answers thereto that disclose a violation of any of the
24 provisions of this Act.

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

1 Section 20. The Uniform Partnership Act (1997) is amended
2 by adding Sections 110 and 111 as follows:

3 (805 ILCS 206/110 new)

4 Sec. 110. Interrogatories to be propounded by Secretary of
5 State. The Secretary of State may propound to any partnership
6 or limited liability partnership, domestic or foreign, subject
7 to the provisions of this Act, and to any partner or limited
8 liability partner thereof, such interrogatories as may be
9 reasonably necessary and proper to enable the Secretary to
10 ascertain whether the partnership or limited liability
11 partnership has complied with all the provisions of this Act
12 applicable to the partnership or limited liability
13 partnership. The interrogatories shall be answered within 30
14 days after the mailing thereof, or within such additional time
15 as shall be fixed by the Secretary of State, and the answers
16 thereto shall be full and complete and shall be made in writing
17 and under oath. For the purpose of verification of the answers
18 to the interrogatories, production of documents may be
19 requested and, if requested, the records shall be produced. If
20 the interrogatories are directed to an individual, they shall
21 be answered by him or her, and if directed to a partnership or
22 limited liability partnership, they shall be answered by the
23 partners or limited liability partners thereof. The Secretary
24 of State need not file any document to which the
25 interrogatories relate until the interrogatories are answered

1 as herein provided, and not then if the answers thereto
2 disclose that the document is not in conformity with the
3 provisions of this Act. The Secretary of State shall certify to
4 the Attorney General, for such action as the Attorney General
5 may deem appropriate, all interrogatories and answers thereto
6 that disclose a violation of any of the provisions of this Act.

7 (805 ILCS 206/111 new)

8 Sec. 111. Information disclosed by interrogatories.
9 Interrogatories propounded by the Secretary of State and the
10 answers thereto shall not be open to public inspection nor
11 shall the Secretary of State disclose any facts or information
12 obtained therefrom except in so far as official duty may
13 require the same to be made public or in the event the
14 interrogatories or the answers thereto are required for
15 evidence in any criminal proceeding or in any other action by
16 the State.

17 Section 25. The Uniform Limited Partnership Act (2001) is
18 amended by adding Sections 120 and 121 as follows:

19 (805 ILCS 215/120 new)

20 Sec. 120. Interrogatories to be propounded by Secretary of
21 State. The Secretary of State may propound to any limited
22 partnership or limited liability limited partnership, domestic
23 or foreign, subject to the provisions of this Act, and to any

1 general partner or limited partner thereof, such
2 interrogatories as may be reasonably necessary and proper to
3 enable the Secretary to ascertain whether the limited
4 partnership or limited liability limited partnership has
5 complied with all the provisions of this Act applicable to the
6 limited partnership or limited liability limited partnership.
7 The interrogatories shall be answered within 30 days after the
8 mailing thereof, or within such additional time as shall be
9 fixed by the Secretary of State, and the answers thereto shall
10 be full and complete and shall be made in writing and under
11 oath. For the purpose of verification of the answers to the
12 interrogatories, production of documents may be requested and,
13 if requested, the records shall be produced. If the
14 interrogatories are directed to an individual, they shall be
15 answered by him or her, and if directed to a limited
16 partnership or limited liability limited partnership, they
17 shall be answered by the general partner or limited partner
18 thereof. The Secretary of State need not file any document to
19 which the interrogatories relate until the interrogatories are
20 answered as herein provided, and not then if the answers
21 thereto disclose that the document is not in conformity with
22 the provisions of this Act. The Secretary of State shall
23 certify to the Attorney General, for such action as the
24 Attorney General may deem appropriate, all interrogatories and
25 answers thereto that disclose a violation of any of the
26 provisions of this Act.

1 (805 ILCS 215/121 new)

2 Sec. 121. Information disclosed by interrogatories.
3 Interrogatories propounded by the Secretary of State and the
4 answers thereto shall not be open to public inspection nor
5 shall the Secretary of State disclose any facts or information
6 obtained therefrom except in so far as official duty may
7 require the same to be made public or in the event the
8 interrogatories or the answers thereto are required for
9 evidence in any criminal proceeding or in any other action by
10 the State.

11 Section 99. Effective date. This Act takes effect July 1,
12 2017.