

# HB3020



## 101ST GENERAL ASSEMBLY

State of Illinois

2019 and 2020

HB3020

by Rep. Joyce Mason

### SYNOPSIS AS INTRODUCED:

805 ILCS 180/1-20  
805 ILCS 180/45-20  
805 ILCS 180/50-10  
805 ILCS 180/50-45  
805 ILCS 180/50-50

Amends the Limited Liability Company Act. Reduces fees payable to the Secretary of State and the Illinois Supreme Court by 50%. Applies to registration fees, copy fees, expedited service fees, and attorney certificate of registration fees.

LRB101 10509 JLS 55615 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 Limited Liability Company Act is amended by  
5 changing Sections 1-20, 45-20, 50-10, 50-45, and 50-50 as  
6 follows:

7 (805 ILCS 180/1-20)

8 Sec. 1-20. Assumed name.

9 (a) A limited liability company or a foreign limited  
10 liability company admitted to transact business or making  
11 application for admission to transact business in Illinois may  
12 elect to adopt an assumed name that complies with the  
13 requirements of Section 1-10 of this Act except (a) (1).

14 (a-5) As used in this Act, "assumed name" means any name  
15 other than the true limited liability company name, except that  
16 the following do not constitute the use of an assumed name  
17 under this Act:

18 (1) A limited liability company's identification of  
19 its business with a trademark or service mark of which the  
20 company is the owner or licensed user.

21 (2) The use of a name of a division, not containing the  
22 word "limited", "liability", or "company" or an  
23 abbreviation of one of those words, provided that the

1           limited liability company also clearly discloses its true  
2           name.

3           (b) Before transacting any business in Illinois under an  
4           assumed limited liability company name or names, the limited  
5           liability company shall, for each assumed name, execute and  
6           file in duplicate an application setting forth all of the  
7           following:

8                   (1) The true limited liability company name.

9                   (2) The state or country under the laws of which it is  
10           organized.

11                   (3) That it intends to transact business under an  
12           assumed limited liability company name.

13                   (4) The assumed name that it proposes to use.

14           (c) The right to use an assumed name shall be effective  
15           from the date of filing by the Secretary of State until the  
16           first day of the anniversary month of the limited liability  
17           company that falls within the next calendar year evenly  
18           divisible by 5. However, if an application is filed within the  
19           2 months immediately preceding the anniversary month of a  
20           limited liability company that falls within a calendar year  
21           evenly divisible by 5, the right to use the assumed name shall  
22           be effective until the first day of the anniversary month of  
23           the limited liability company that falls within the next  
24           succeeding calendar year evenly divisible by 5.

25           (d) A limited liability company shall renew the right to  
26           use its assumed name or names, if any, within the 60 days

1 preceding the expiration of the right, for a period of 5 years,  
2 by making an election to do so at the time of filing its annual  
3 report form and by paying the renewal fee as prescribed by this  
4 Act.

5 (e) A limited liability company or foreign limited  
6 liability company may change or cancel any or all of its  
7 assumed names by executing and filing an application setting  
8 forth all of the following:

9 (1) The true limited liability company name.

10 (2) The state or country under the laws of which it is  
11 organized.

12 (3) That it intends to cease transacting business under  
13 an assumed name by changing or cancelling it.

14 (4) The assumed name to be changed or cancelled.

15 (5) If the assumed name is to be changed, the assumed  
16 name that the limited liability company proposes to use.

17 (f) Upon the filing of an application to change an assumed  
18 name, the limited liability company shall have the right to use  
19 the assumed name for the balance of the period authorized.

20 (g) The right to use an assumed name shall be cancelled by  
21 the Secretary of State if any of the following occurs:

22 (1) The limited liability company fails to renew an  
23 assumed name.

24 (2) The limited liability company has filed an  
25 application to change or cancel the assumed name.

26 (3) A limited liability company has been dissolved.

1           (4) A foreign limited liability company has had its  
2           admission to do business in Illinois revoked.

3           (h) Any limited liability company or foreign limited  
4           liability company failing to pay the prescribed fee for assumed  
5           name renewal when due and payable shall be given notice of  
6           nonpayment by the Secretary of State by regular mail. If the  
7           fee, together with a late fee of \$50 ~~\$100~~, is not paid within  
8           60 days after the notice is mailed, the right to use the  
9           assumed name shall cease. Any limited liability company or  
10          foreign limited liability company that (i) puts forth any sign  
11          or advertisement assuming any name other than that under which  
12          it is organized or otherwise authorized by law to act or (ii)  
13          violates Section 1-27 is guilty of a petty offense and shall be  
14          fined not less than \$501 and not more than \$1,000. A limited  
15          liability company or foreign limited liability company shall be  
16          deemed guilty of an additional offense for each day it shall  
17          continue to so offend. Each limited liability company or  
18          foreign limited liability company that fails or refuses (1) to  
19          answer truthfully and fully within the time prescribed by this  
20          Act interrogatories propounded by the Secretary of State in  
21          accordance with this Act or (2) to perform any other act  
22          required by this Act to be performed by the limited liability  
23          company or foreign limited liability company is guilty of a  
24          petty offense and shall be fined not less than \$501 and not  
25          more than \$1,000.

26          (i) A foreign limited liability company may not use an

1 assumed or fictitious name in the conduct of its business to  
2 intentionally misrepresent the geographic origin or location  
3 of the company.

4 (Source: P.A. 93-59, eff. 7-1-03.)

5 (805 ILCS 180/45-20)

6 Sec. 45-20. Registration; registered name of foreign  
7 limited liability company.

8 (a) Any foreign limited liability company not transacting  
9 business in this State and not authorized to transact business  
10 in this State may register its name, provided its name is  
11 available for use as determined by the Secretary of State in  
12 accordance with the provisions of this Act that specify name  
13 availability for limited liability companies organized in  
14 Illinois. Registration shall be made by doing the following:

15 (1) executing and filing in accordance with the forms  
16 and regulations that the Secretary of State may specify:

17 (A) an application for registration, stating the  
18 name of the limited liability company, the State or  
19 place under the laws of which it is organized, the date  
20 of its organization, a brief statement of the business  
21 in which it is engaged or plans to engage, the  
22 post-office address of the limited liability company  
23 to which the Secretary of State may mail notices as  
24 required or permitted by this Act, and that it desires  
25 to register its name under this Section; and

1 (B) a certificate setting forth that the limited  
2 liability company is in good standing under the laws of  
3 the State or place wherein it is organized executed by  
4 the Secretary of State of that state or by some other  
5 public official that may have custody of the records  
6 pertaining to limited liability companies; and

7 (2) paying to the Secretary of State a fee of \$300.

8 (b) Registration shall be effective from the date of filing  
9 by the Secretary of State until the first day of the twelfth  
10 month following that date.

11 (c) Registration may be renewed from year to year by filing  
12 an application for renewal setting forth the facts required in  
13 an original application for registration and accompanied by a  
14 certificate of good standing as required for the original  
15 registration and by paying the fee of \$50 ~~\$100~~ within 60 days  
16 immediately preceding the first day of the twelfth month  
17 following the date of filing the original registration or  
18 previous renewal. Renewal shall extend the registration for 12  
19 months, to expire on the first day of the month in which the  
20 original registration was filed the next year.

21 (d) Any foreign limited liability company that has in  
22 effect a registration of its name may cancel that registration  
23 at any time by filing an application for cancellation in the  
24 same manner and setting forth the same facts required to be set  
25 forth in an original registration and paying the fee prescribed  
26 by this Act.

1 (e) The Secretary of State may cancel any registration if,  
2 after a hearing, he or she finds that the application therefor  
3 or any renewal thereof was made contrary to this Act.

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

5 (805 ILCS 180/50-10)

6 Sec. 50-10. Fees.

7 (a) The Secretary of State shall charge and collect in  
8 accordance with the provisions of this Act and rules  
9 promulgated under its authority all of the following:

10 (1) Fees for filing documents.

11 (2) Miscellaneous charges.

12 (3) Fees for the sale of lists of filings and for  
13 copies of any documents.

14 (b) The Secretary of State shall charge and collect for all  
15 of the following:

16 (1) Filing articles of organization (domestic),  
17 application for admission (foreign), and restated articles  
18 of organization (domestic), \$75 ~~\$150~~. Notwithstanding the  
19 foregoing, the fee for filing articles of organization  
20 (domestic), application for admission (foreign), and  
21 restated articles of organization (domestic) in connection  
22 with a limited liability company with a series or the  
23 ability to establish a series pursuant to Section 37-40 of  
24 this Act is \$200 ~~\$400~~.

25 (2) Filing amendments (domestic or foreign), \$75 ~~\$50~~.



1 (3) Filing a statement of termination or application  
2 for withdrawal, \$2.50 ~~\$5~~.

3 (4) Filing an application to reserve a name, 12.50 ~~\$25~~.

4 (5) Filing a notice of cancellation of a reserved name,  
5 \$2.50 ~~\$5~~.

6 (6) Filing a notice of a transfer of a reserved name,  
7 12.50 ~~\$25~~.

8 (7) Registration of a name, \$25 ~~\$50~~.

9 (8) Renewal of registration of a name, \$25 ~~\$50~~.

10 (9) Filing an application for use of an assumed name  
11 under Section 1-20 of this Act, \$75 ~~\$150~~ for each year or  
12 part thereof ending in 0 or 5, \$60 ~~\$120~~ for each year or  
13 part thereof ending in 1 or 6, \$45 ~~\$90~~ for each year or  
14 part thereof ending in 2 or 7, \$30 ~~\$60~~ for each year or  
15 part thereof ending in 3 or 8, \$15 ~~\$30~~ for each year or  
16 part thereof ending in 4 or 9, and a renewal for each  
17 assumed name, \$75 ~~\$150~~.

18 (9.5) Filing an application for change of an assumed  
19 name, \$12.50 ~~\$25~~.

20 (10) Filing an application for cancellation of an  
21 assumed name, \$2.50 ~~\$5~~.

22 (11) Filing an annual report of a limited liability  
23 company or foreign limited liability company, \$37.50 ~~\$75~~,  
24 if filed as required by this Act, plus a penalty if  
25 delinquent. Notwithstanding the foregoing, the fee for  
26 filing an annual report of a limited liability company or

1 foreign limited liability company is \$37.50 ~~\$75~~ plus \$25  
2 ~~\$50~~ for each series for which a certificate of designation  
3 has been filed pursuant to Section 37-40 of this Act and is  
4 in effect on the last day of the third month preceding the  
5 company's anniversary month, plus a penalty if delinquent.

6 (12) Filing an application for reinstatement of a  
7 limited liability company or foreign limited liability  
8 company, \$100 ~~\$200~~.

9 (13) Filing articles of merger, \$50 ~~\$100~~ plus \$25 ~~\$50~~  
10 for each party to the merger in excess of the first 2  
11 parties.

12 (14) (Blank).

13 (15) Filing a statement of change of address of  
14 registered office or change of registered agent, or both,  
15 or filing a statement of correction, \$12.50 ~~\$25~~.

16 (16) Filing a petition for refund, \$2.50 ~~\$5~~.

17 (17) Filing a certificate of designation of a limited  
18 liability company with a series pursuant to Section 37-40  
19 of this Act, \$25 ~~\$50~~.

20 (18) Filing articles of domestication, \$50 ~~\$100~~.

21 (19) Filing, amending, or cancelling a statement of  
22 authority, \$25 ~~\$50~~.

23 (20) Filing, amending, or cancelling a statement of  
24 denial, \$5 ~~\$10~~.

25 (21) Filing any other document, \$2.50 ~~\$5~~.

26 (c) The Secretary of State shall charge and collect all of

1 the following:

2 (1) For furnishing a copy or certified copy of any  
3 document, instrument, or paper relating to a limited  
4 liability company or foreign limited liability company, or  
5 for a certificate, \$12.50 ~~\$25~~.

6 (2) For the transfer of information by computer process  
7 media to any purchaser, fees established by rule.

8 (Source: P.A. 99-637, eff. 7-1-17; 100-561, eff. 7-1-18;  
9 100-571, eff. 12-20-17; revised 9-13-18.)

10 (805 ILCS 180/50-45)

11 Sec. 50-45. Certificate of registration; attorneys at law.

12 (a) A limited liability company that is organized to  
13 practice law may not engage in the practice of law without a  
14 certificate of registration from the Supreme Court of Illinois.  
15 Application for registration shall be made in writing and shall  
16 contain the name and address of the limited liability company  
17 and such other information as may be required by the Supreme  
18 Court. Upon receipt of the application, if the Supreme Court  
19 finds that the organizers, members, and managers are each  
20 licensed to practice law, no disciplinary action is pending  
21 against any of them, and it appears that the limited liability  
22 company will be conducted in compliance with the law and the  
23 rules of the Supreme Court, the Supreme Court may issue, upon  
24 payment of a registration fee of \$25 ~~\$50~~, a certificate of  
25 registration.

1           Upon written application of the certificate holder and upon  
2 completion of a form prescribed by the Supreme Court, the  
3 Supreme Court may renew the certificate if it finds that the  
4 limited liability company has complied with the Supreme Court's  
5 rules and the provisions of this Act. The fee for the renewal  
6 of a certificate of registration is \$20 ~~\$40~~ per year.

7           The applications submitted and fees payable to the Supreme  
8 Court shall be in addition to the documents, amendments, and  
9 reports filed with and the fees and penalties charged by the  
10 Secretary of State.

11           The certificate of registration shall be conspicuously  
12 posted upon the premises to which it is applicable, and the  
13 limited liability company may have only those offices that are  
14 designated by street address in the articles of organization or  
15 as changed by amendment of those articles. A certificate of  
16 registration is not assignable.

17           (b) Moneys collected under this Section shall be deposited  
18 into the Supreme Court Special Purposes Fund.

19           (c) After the effective date of this amendatory Act of the  
20 98th General Assembly, the amount of any fee collected under  
21 this Section may be set by Supreme Court rule, except that the  
22 amount of the fees shall remain as set by statute until the  
23 Supreme Court adopts rules specifying a higher or lower fee  
24 amount.

25           (Source: P.A. 98-324, eff. 10-1-13.)

1 (805 ILCS 180/50-50)

2 Sec. 50-50. Department of Business Services Special  
3 Operations Fund.

4 (a) A special fund in the State treasury is created and  
5 shall be known as the Department of Business Services Special  
6 Operations Fund. Moneys deposited into the Fund shall, subject  
7 to appropriation, be used by the Department of Business  
8 Services of the Office of the Secretary of State, hereinafter  
9 "Department", to create and maintain the capability to perform  
10 expedited services in response to special requests made by the  
11 public for same-day or 24-hour service. Moneys deposited into  
12 the Fund shall be used for, but not limited to, expenditures  
13 for personal services, retirement, Social Security,  
14 contractual services, equipment, electronic data processing,  
15 and telecommunications.

16 (b) The balance in the Fund at the end of any fiscal year  
17 shall not exceed \$600,000, and any amount in excess thereof  
18 shall be transferred to the General Revenue Fund.

19 (c) All fees payable to the Secretary of State under this  
20 Section shall be deposited into the Fund. No other fees or  
21 charges collected under this Act shall be deposited into the  
22 Fund.

23 (d) "Expedited services" means services rendered within  
24 the same day, or within 24 hours from the time, the request  
25 therefor is submitted by the filer, law firm, service company,  
26 or messenger physically in person or, at the Secretary of

1 State's discretion, by electronic means, to the Department's  
2 Springfield Office and includes requests for certified copies,  
3 photocopies, and certificates of good standing made to the  
4 Department's Springfield Office in person or by telephone, or  
5 requests for certificates of good standing made in person or by  
6 telephone to the Department's Chicago Office. A request  
7 submitted by electronic means may not be considered a request  
8 for expedited services solely because of its submission by  
9 electronic means, unless expedited service is requested by the  
10 filer.

11 (e) Fees for expedited services shall be as follows:

12 Restated articles of organization, \$100 ~~\$200~~;

13 Merger, \$100 ~~\$200~~;

14 Articles of organization, \$50 ~~\$100~~;

15 Articles of amendment, \$50 ~~\$100~~;

16 Reinstatement, \$50 ~~\$100~~;

17 Application for admission to transact business, \$50  
18 ~~\$100~~;

19 Certificate of good standing or abstract of computer  
20 record, \$10 ~~\$20~~;

21 All other filings, copies of documents, annual  
22 reports, and copies of documents of dissolved or revoked  
23 limited liability companies, \$25 ~~\$50~~.

24 (Source: P.A. 100-186, eff. 7-1-18; 100-561, eff. 7-1-18;  
25 revised 9-13-18.)