



101ST GENERAL ASSEMBLY

State of Illinois

2019 and 2020

HB5000

Introduced 2/18/2020, by Rep. Will Guzzardi - Elizabeth Hernandez

SYNOPSIS AS INTRODUCED:

805 ILCS 5/1.25	from Ch. 32, par. 1.25
805 ILCS 5/1.80	from Ch. 32, par. 1.80
805 ILCS 105/101.25	from Ch. 32, par. 101.25
805 ILCS 105/115.90 new	
805 ILCS 180/50-5	
805 ILCS 180/50-10	

Amends the Business Corporation Act of 1983, the General Not For Profit Corporation Act of 1986, and the Limited Liability Company Act. Provides that, with respect to entities organized under these Acts, the Secretary of State shall publish data required to be maintained by the Secretary in a machine-readable form that is freely available to the public. Abolishes charges for that data. Effective immediately.

LRB101 18334 JLS 67780 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 Sections 1.25 and 1.80 as follows:

6 (805 ILCS 5/1.25) (from Ch. 32, par. 1.25)

7 Sec. 1.25. List of corporations; exchange of information.

8 (a) The Secretary of State shall publish each year a list
9 of corporations filing an annual report for the preceding year
10 in accordance with the provisions of this Act, which report
11 shall state the name of the corporation and the respective
12 names and addresses of the president, secretary, and registered
13 agent thereof and the address of the registered office in this
14 State of each such corporation. The Secretary of State shall
15 publish such report as open data. ~~shall furnish without charge~~
16 ~~a copy of such report to each recorder of this State, and to~~
17 ~~each member of the General Assembly and to each State agency or~~
18 ~~department requesting the same. The Secretary of State shall,~~
19 ~~upon receipt of a written request and a fee as determined by~~
20 ~~the Secretary, furnish such report to anyone else.~~

21 (b) (1) The Secretary of State shall publish daily a list
22 of all newly formed corporations, business and not for profit,
23 chartered by him on that day issued after receipt of the

1 application. The daily list shall contain the same information
2 as to each corporation as is provided for the corporation list
3 published under subsection (a) of this Section. The Secretary
4 of State shall publish the daily list as open data. ~~may be~~
5 ~~obtained at the Secretary's office by any person, newspaper,~~
6 ~~State department or agency, or local government for a~~
7 ~~reasonable charge to be determined by the Secretary. Inspection~~
8 ~~of the daily list may be made at the Secretary's office during~~
9 ~~normal business hours without charge by any person, newspaper,~~
10 ~~State department or agency, or local government.~~

11 (2) The Secretary shall compile the daily list mentioned in
12 paragraph (1) of subsection (b) of this Section monthly, or
13 more often at the Secretary's discretion. The Secretary shall
14 publish the compilation as open data. ~~shall be immediately~~
15 ~~mailed free of charge to all local governments requesting in~~
16 ~~writing receipt of such publication, or shall be automatically~~
17 ~~mailed by the Secretary without charge to local governments as~~
18 ~~determined by the Secretary. The Secretary shall mail a copy of~~
19 ~~the compilations free of charge to all State departments or~~
20 ~~agencies making a written request. A request for a compilation~~
21 ~~of the daily list once made by a local government or State~~
22 ~~department or agency need not be renewed. However, the~~
23 ~~Secretary may request from time to time whether the local~~
24 ~~governments or State departments or agencies desire to continue~~
25 ~~receiving the compilation.~~

26 (3) (Blank). ~~The compilations of the daily list mentioned~~

1 ~~in paragraph (2) of subsection (b) of this Section shall be~~
2 ~~mailed to newspapers, or any other person not included as a~~
3 ~~recipient in paragraph (2) of subsection (b) of this Section,~~
4 ~~upon receipt of a written application signed by the applicant~~
5 ~~and accompanied by the payment of a fee as determined by the~~
6 ~~Secretary.~~

7 (c) If a domestic or foreign corporation has filed with the
8 Secretary of State an annual report for the preceding year or
9 has been newly formed or is otherwise and in any manner
10 registered with the Secretary of State, the Secretary of State
11 shall exchange with the Department of Healthcare and Family
12 Services any information concerning that corporation that may
13 be necessary for the enforcement of child support orders
14 entered pursuant to the Illinois Public Aid Code, the Illinois
15 Marriage and Dissolution of Marriage Act, the Non-Support of
16 Spouse and Children Act, the Non-Support Punishment Act, the
17 Revised Uniform Reciprocal Enforcement of Support Act, the
18 Uniform Interstate Family Support Act, the Illinois Parentage
19 Act of 1984, or the Illinois Parentage Act of 2015.

20 Notwithstanding any provisions in this Act to the contrary,
21 the Secretary of State shall not be liable to any person for
22 any disclosure of information to the Department of Healthcare
23 and Family Services (formerly Illinois Department of Public
24 Aid) under this subsection or for any other action taken in
25 good faith to comply with the requirements of this subsection.

26 (Source: P.A. 99-85, eff. 1-1-16.)

1 (805 ILCS 5/1.80) (from Ch. 32, par. 1.80)

2 Sec. 1.80. Definitions. As used in this Act, unless the
3 context otherwise requires, the words and phrases defined in
4 this Section shall have the meanings set forth herein.

5 (a) "Corporation" or "domestic corporation" means a
6 corporation subject to the provisions of this Act, except a
7 foreign corporation.

8 (b) "Foreign corporation" means a corporation for profit
9 organized under laws other than the laws of this State, but
10 shall not include a banking corporation organized under the
11 laws of another state or of the United States, a foreign
12 banking corporation organized under the laws of a country other
13 than the United States and holding a certificate of authority
14 from the Commissioner of Banks and Real Estate issued pursuant
15 to the Foreign Banking Office Act, or a banking corporation
16 holding a license from the Commissioner of Banks and Real
17 Estate issued pursuant to the Foreign Bank Representative
18 Office Act.

19 (c) "Articles of incorporation" means the original
20 articles of incorporation, including the articles of
21 incorporation of a new corporation set forth in the articles of
22 consolidation, and all amendments thereto, whether evidenced
23 by articles of amendment, articles of merger, articles of
24 exchange, statement of correction affecting articles,
25 resolution establishing series of shares or a statement of

1 cancellation under Section 9.05. Restated articles of
2 incorporation shall supersede the original articles of
3 incorporation and all amendments thereto prior to the effective
4 date of filing the articles of amendment incorporating the
5 restated articles of incorporation.

6 (d) "Subscriber" means one who subscribes for shares in a
7 corporation, whether before or after incorporation.

8 (e) "Incorporator" means one of the signers of the original
9 articles of incorporation.

10 (f) "Shares" means the units into which the proprietary
11 interests in a corporation are divided.

12 (g) "Shareholder" means one who is a holder of record of
13 shares in a corporation.

14 (h) "Certificate" representing shares means a written
15 instrument executed by the proper corporate officers, as
16 required by Section 6.35 of this Act, evidencing the fact that
17 the person therein named is the holder of record of the share
18 or shares therein described. If the corporation is authorized
19 to issue uncertificated shares in accordance with Section 6.35
20 of this Act, any reference in this Act to shares represented by
21 a certificate shall also refer to uncertificated shares and any
22 reference to a certificate representing shares shall also refer
23 to the written notice in lieu of a certificate provided for in
24 Section 6.35.

25 (i) "Authorized shares" means the aggregate number of
26 shares of all classes which the corporation is authorized to

1 issue.

2 (j) "Paid-in capital" means the sum of the cash and other
3 consideration received, less expenses, including commissions,
4 paid or incurred by the corporation, in connection with the
5 issuance of shares, plus any cash and other consideration
6 contributed to the corporation by or on behalf of its
7 shareholders, plus amounts added or transferred to paid-in
8 capital by action of the board of directors or shareholders
9 pursuant to a share dividend, share split, or otherwise, minus
10 reductions as provided elsewhere in this Act. Irrespective of
11 the manner of designation thereof by the laws under which a
12 foreign corporation is or may be organized, paid-in capital of
13 a foreign corporation shall be determined on the same basis and
14 in the same manner as paid-in capital of a domestic
15 corporation, for the purpose of computing license fees,
16 franchise taxes and other charges imposed by this Act.

17 (k) "Net assets", for the purpose of determining the right
18 of a corporation to purchase its own shares and of determining
19 the right of a corporation to declare and pay dividends and
20 make other distributions to shareholders is equal to the
21 difference between the assets of the corporation and the
22 liabilities of the corporation.

23 (l) "Registered office" means that office maintained by the
24 corporation in this State, the address of which is on file in
25 the office of the Secretary of State, at which any process,
26 notice or demand required or permitted by law may be served

1 upon the registered agent of the corporation.

2 (m) "Insolvent" means that a corporation is unable to pay
3 its debts as they become due in the usual course of its
4 business.

5 (n) "Anniversary" means that day each year exactly one or
6 more years after:

7 (1) the date of filing the articles of incorporation
8 prescribed by Section 2.10 of this Act, in the case of a
9 domestic corporation;

10 (2) the date of filing the application for authority
11 prescribed by Section 13.15 of this Act, in the case of a
12 foreign corporation; or

13 (3) the date of filing the articles of consolidation
14 prescribed by Section 11.25 of this Act in the case of a
15 consolidation, unless the plan of consolidation provides
16 for a delayed effective date, pursuant to Section 11.40.

17 (o) "Anniversary month" means the month in which the
18 anniversary of the corporation occurs.

19 (p) "Extended filing month" means the month (if any) which
20 shall have been established in lieu of the corporation's
21 anniversary month in accordance with Section 14.01.

22 (q) "Taxable year" means that 12 month period commencing
23 with the first day of the anniversary month of a corporation
24 through the last day of the month immediately preceding the
25 next occurrence of the anniversary month of the corporation,
26 except that in the case of a corporation that has established

1 an extended filing month "taxable year" means that 12 month
2 period commencing with the first day of the extended filing
3 month through the last day of the month immediately preceding
4 the next occurrence of the extended filing month.

5 (r) "Fiscal year" means the 12 month period with respect to
6 which a corporation ordinarily files its federal income tax
7 return.

8 (s) "Close corporation" means a corporation organized
9 under or electing to be subject to Article 2A of this Act, the
10 articles of incorporation of which contain the provisions
11 required by Section 2.10, and either the corporation's articles
12 of incorporation or an agreement entered into by all of its
13 shareholders provide that all of the issued shares of each
14 class shall be subject to one or more of the restrictions on
15 transfer set forth in Section 6.55 of this Act.

16 (t) "Common shares" means shares which have no preference
17 over any other shares with respect to distribution of assets on
18 liquidation or with respect to payment of dividends.

19 (u) "Delivered", for the purpose of determining if any
20 notice required by this Act is effective, means:

21 (1) transferred or presented to someone in person; or

22 (2) deposited in the United States Mail addressed to
23 the person at his, her or its address as it appears on the
24 records of the corporation, with sufficient first-class
25 postage prepaid thereon.

26 (v) "Property" means gross assets including, without

1 limitation, all real, personal, tangible, and intangible
2 property.

3 (w) "Taxable period" means that 12-month period commencing
4 with the first day of the second month preceding the
5 corporation's anniversary month in the preceding year and prior
6 to the first day of the second month immediately preceding its
7 anniversary month in the current year, except that, in the case
8 of a corporation that has established an extended filing month,
9 "taxable period" means that 12-month period ending with the
10 last day of its fiscal year immediately preceding the extended
11 filing month. In the case of a newly formed domestic
12 corporation or a newly registered foreign corporation that had
13 not commenced transacting business in this State prior to
14 obtaining authority, "taxable period" means that period
15 commencing with the filing of the articles of incorporation or,
16 in the case of a foreign corporation, of filing of the
17 application for authority, and prior to the first day of the
18 second month immediately preceding its anniversary month in the
19 next succeeding year.

20 (x) "Treasury shares" mean (1) shares of a corporation that
21 have been issued, have been subsequently acquired by and belong
22 to the corporation, and have not been cancelled or restored to
23 the status of authorized but unissued shares and (2) shares (i)
24 declared and paid as a share dividend on the shares referred to
25 in clause (1) or this clause (2), or (ii) issued in a share
26 split of the shares referred to in clause (1) or this clause

1 (2). Treasury shares shall be deemed to be "issued" shares but
2 not "outstanding" shares. Treasury shares may not be voted,
3 directly or indirectly, at any meeting or otherwise. Shares
4 converted into or exchanged for other shares of the corporation
5 shall not be deemed to be treasury shares.

6 (y) "Gross amount of business" means gross receipts, from
7 whatever source derived.

8 (z) "Open data" means data that is expressed in a
9 machine-readable form and that is made freely available to the
10 public under an open license, without registration
11 requirement, and without any other restrictions that would
12 impede its use or reuse.

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

14 Section 10. The General Not For Profit Corporation Act of
15 1986 is amended by changing Section 101.25 and by adding
16 Section 115.90 as follows:

17 (805 ILCS 105/101.25) (from Ch. 32, par. 101.25)

18 Sec. 101.25. Lists of corporations; exchange of
19 information.

20 (a) The Secretary of State shall include in his or her
21 daily publication lists of business corporations formed on that
22 day as provided in paragraph (1) of subsection (b) of Section
23 1.25 of the Business Corporation Act of 1983 all not-for-profit
24 corporations formed on the day of publication of such lists and

1 shall publish such information as open data pursuant to that
2 subsection.

3 (b) The Secretary of State shall include among information
4 to be exchanged with the Department of Healthcare and Family
5 Services, as provided in subsection (c) of Section 1.25 of the
6 Business Corporation Act of 1983, information regarding all
7 not-for-profit corporations formed pursuant to this Act.

8 (Source: P.A. 95-331, eff. 8-21-07.)

9 (805 ILCS 105/115.90 new)

10 Sec. 115.90. No fees for publishing lists of not-for-profit
11 corporations. Nothing in this Article shall be construed to
12 permit the Secretary of State to charge fees for lists of
13 not-for-profit corporations published as open data under
14 Section 1.25 of the Business Corporation Act of 1983.

15 Section 15. The Limited Liability Company Act is amended by
16 changing Sections 50-5 and 50-10 as follows:

17 (805 ILCS 180/50-5)

18 Sec. 50-5. List of limited liability companies; exchange of
19 information.

20 (a) The Secretary of State shall ~~may~~ publish a list or
21 lists of limited liability companies and foreign limited
22 liability companies as open data, as often, ~~in the format, and~~
23 ~~for the fees~~ as the Secretary of State may in his or her

1 discretion provide by rule, but no less often than once per
2 month. "Open data" means data that is expressed in a
3 machine-readable form and that is made freely available to the
4 public under an open license, without registration
5 requirement, and without any other restrictions that would
6 impede its use or reuse. ~~The Secretary of State may disseminate~~
7 ~~information concerning limited liability companies and foreign~~
8 ~~limited liability companies by computer network in the format~~
9 ~~and for the fees as may be determined by rule.~~

10 (b) Upon written request, any list published under
11 subsection (a) shall be provided free to each member of the
12 General Assembly, to each State agency or department, and to
13 each recorder in this State. ~~An appropriate fee established by~~
14 ~~rule to cover the cost of producing the list shall be charged~~
15 ~~to all others.~~

16 (c) If a domestic or foreign limited liability company has
17 filed with the Secretary of State an annual report for the
18 preceding year or has been newly formed or is otherwise and in
19 any manner registered with the Secretary of State, the
20 Secretary of State shall exchange with the Department of
21 Healthcare and Family Services any information concerning that
22 limited liability company that may be necessary for the
23 enforcement of child support orders entered pursuant to the
24 Illinois Public Aid Code, the Illinois Marriage and Dissolution
25 of Marriage Act, the Non-Support of Spouse and Children Act,
26 the Non-Support Punishment Act, the Revised Uniform Reciprocal

1 Enforcement of Support Act, the Uniform Interstate Family
2 Support Act, the Illinois Parentage Act of 1984, or the
3 Illinois Parentage Act of 2015.

4 Notwithstanding any provisions in this Act to the contrary,
5 the Secretary of State shall not be liable to any person for
6 any disclosure of information to the Department of Healthcare
7 and Family Services (formerly Illinois Department of Public
8 Aid) under this subsection or for any other action taken in
9 good faith to comply with the requirements of this subsection.
10 (Source: P.A. 99-85, eff. 1-1-16.)

11 (805 ILCS 180/50-10)

12 Sec. 50-10. Fees.

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

16 (1) Fees for filing documents.

17 (2) Miscellaneous charges.

18 (3) Fees ~~for the sale of lists of filings and~~ for
19 copies of any documents.

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

22 (1) Filing articles of organization (domestic),
23 application for admission (foreign), and restated articles
24 of organization (domestic), \$150. Notwithstanding the
25 foregoing, the fee for filing articles of organization

1 (domestic), application for admission (foreign), and
2 restated articles of organization (domestic) in connection
3 with a limited liability company with a series or the
4 ability to establish a series pursuant to Section 37-40 of
5 this Act is \$400.

6 (2) Filing amendments (domestic or foreign), \$50.

7 (3) Filing a statement of termination or application
8 for withdrawal, \$5.

9 (4) Filing an application to reserve a name, \$25.

10 (5) Filing a notice of cancellation of a reserved name,
11 \$5.

12 (6) Filing a notice of a transfer of a reserved name,
13 \$25.

14 (7) Registration of a name, \$50.

15 (8) Renewal of registration of a name, \$50.

16 (9) Filing an application for use of an assumed name
17 under Section 1-20 of this Act, \$150 for each year or part
18 thereof ending in 0 or 5, \$120 for each year or part
19 thereof ending in 1 or 6, \$90 for each year or part thereof
20 ending in 2 or 7, \$60 for each year or part thereof ending
21 in 3 or 8, \$30 for each year or part thereof ending in 4 or
22 9, and a renewal for each assumed name, \$150.

23 (9.5) Filing an application for change of an assumed
24 name, \$25.

25 (10) Filing an application for cancellation of an
26 assumed name, \$5.

1 (11) Filing an annual report of a limited liability
2 company or foreign limited liability company, \$75, if filed
3 as required by this Act, plus a penalty if delinquent.
4 Notwithstanding the foregoing, the fee for filing an annual
5 report of a limited liability company or foreign limited
6 liability company is \$75 plus \$50 for each series for which
7 a certificate of designation has been filed pursuant to
8 Section 37-40 of this Act and is in effect on the last day
9 of the third month preceding the company's anniversary
10 month, plus a penalty if delinquent.

11 (12) Filing an application for reinstatement of a
12 limited liability company or foreign limited liability
13 company, \$200.

14 (13) Filing articles of merger, \$100 plus \$50 for each
15 party to the merger in excess of the first 2 parties.

16 (14) (Blank).

17 (15) Filing a statement of change of address of
18 registered office or change of registered agent, or both,
19 or filing a statement of correction, \$25.

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

21 (17) Filing a certificate of designation of a limited
22 liability company with a series pursuant to Section 37-40
23 of this Act, \$50.

24 (18) (Blank).

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

1 (20) Filing, amending, or cancelling a statement of
2 denial, \$10.

3 (21) Filing any other document, \$5.

4 (22) For furnishing a copy or certified copy of any
5 document, instrument, or paper relating to a limited
6 liability company or foreign limited liability company, or
7 for a certificate, \$25.

8 (c) (Blank). ~~The Secretary of State shall charge and~~
9 ~~collect all of the following:~~

10 ~~(1) For furnishing a copy or certified copy of any~~
11 ~~document, instrument, or paper relating to a limited~~
12 ~~liability company or foreign limited liability company, or~~
13 ~~for a certificate, \$25.~~

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

16 (Source: P.A. 100-561, eff. 7-1-18; 100-571, eff. 12-20-17;
17 101-81, eff. 7-12-19; 101-578, eff. 8-26-19.)

18 Section 99. Effective date. This Act takes effect upon
19 becoming law.