

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
13 registered agent thereof and the address of the registered
14 office in this State of each such corporation. The Secretary
15 of State shall publish such report as open data. ~~shall furnish~~
16 ~~without charge a copy of such report to each recorder of this~~
17 ~~State, and to each member of the General Assembly and to each~~
18 ~~State agency or department requesting the same. The Secretary~~
19 ~~of State shall, upon receipt of a written request and a fee as~~
20 ~~determined by the Secretary, furnish such report to anyone~~
21 ~~else.~~

22 (b) (1) The Secretary of State shall publish daily a list
23 of all newly formed corporations, business and not for profit,

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

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

1 ~~continue receiving the compilation.~~

2 (3) Public data sets made available pursuant to this
3 Section are provided for informational purposes only. The
4 Secretary of State does not warrant the completeness,
5 accuracy, content, or fitness for any particular purpose or
6 use of any public data set made available on the web portal,
7 nor are such warranties to be implied or inferred with respect
8 to the public data sets furnished under this Act. The
9 ~~compilations of the daily list mentioned in paragraph (2) of~~
10 ~~subsection (b) of this Section shall be mailed to newspapers,~~
11 ~~or any other person not included as a recipient in paragraph~~
12 ~~(2) of subsection (b) of this Section, upon receipt of a~~
13 ~~written application signed by the applicant and accompanied by~~
14 ~~the payment of a fee as determined by the Secretary.~~

15 (4) The State is not liable for any deficiencies in the
16 completeness, accuracy, content, or fitness for any particular
17 purpose or use of any public data set or any third-party
18 application utilizing such data set, unless such deficiencies
19 are the result of willful or wanton action of the Secretary of
20 State or its employees or agents.

21 (c) If a domestic or foreign corporation has filed with
22 the Secretary of State an annual report for the preceding year
23 or has been newly formed or is otherwise and in any manner
24 registered with the Secretary of State, the Secretary of State
25 shall exchange with the Department of Healthcare and Family
26 Services any information concerning that corporation that may

1 be necessary for the enforcement of child support orders
2 entered pursuant to the Illinois Public Aid Code, the Illinois
3 Marriage and Dissolution of Marriage Act, the Non-Support of
4 Spouse and Children Act, the Non-Support Punishment Act, the
5 Revised Uniform Reciprocal Enforcement of Support Act, the
6 Uniform Interstate Family Support Act, the Illinois Parentage
7 Act of 1984, or the Illinois Parentage Act of 2015.

8 Notwithstanding any provisions in this Act to the
9 contrary, the Secretary of State shall not be liable to any
10 person for any disclosure of information to the Department of
11 Healthcare and Family Services (formerly Illinois Department
12 of Public Aid) under this subsection or for any other action
13 taken in good faith to comply with the requirements of this
14 subsection.

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

16 (805 ILCS 5/1.80) (from Ch. 32, par. 1.80)

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

20 (a) "Corporation" or "domestic corporation" means a
21 corporation subject to the provisions of this Act, except a
22 foreign corporation.

23 (b) "Foreign corporation" means a corporation for profit
24 organized under laws other than the laws of this State, but
25 shall not include a banking corporation organized under the

1 laws of another state or of the United States, a foreign
2 banking corporation organized under the laws of a country
3 other than the United States and holding a certificate of
4 authority from the Commissioner of Banks and Real Estate
5 issued pursuant to the Foreign Banking Office Act, or a
6 banking corporation holding a license from the Commissioner of
7 Banks and Real Estate issued pursuant to the Foreign Bank
8 Representative Office Act.

9 (c) "Articles of incorporation" means the original
10 articles of incorporation, including the articles of
11 incorporation of a new corporation set forth in the articles
12 of consolidation, and all amendments thereto, whether
13 evidenced by articles of amendment, articles of merger,
14 articles of exchange, statement of correction affecting
15 articles, resolution establishing series of shares or a
16 statement of cancellation under Section 9.05. Restated
17 articles of incorporation shall supersede the original
18 articles of incorporation and all amendments thereto prior to
19 the effective date of filing the articles of amendment
20 incorporating the restated articles of incorporation.

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

23 (e) "Incorporator" means one of the signers of the
24 original articles of incorporation.

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

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

3 (h) "Certificate" representing shares means a written
4 instrument executed by the proper corporate officers, as
5 required by Section 6.35 of this Act, evidencing the fact that
6 the person therein named is the holder of record of the share
7 or shares therein described. If the corporation is authorized
8 to issue uncertificated shares in accordance with Section 6.35
9 of this Act, any reference in this Act to shares represented by
10 a certificate shall also refer to uncertificated shares and
11 any reference to a certificate representing shares shall also
12 refer to the written notice in lieu of a certificate provided
13 for in Section 6.35.

14 (i) "Authorized shares" means the aggregate number of
15 shares of all classes which the corporation is authorized to
16 issue.

17 (j) "Paid-in capital" means the sum of the cash and other
18 consideration received, less expenses, including commissions,
19 paid or incurred by the corporation, in connection with the
20 issuance of shares, plus any cash and other consideration
21 contributed to the corporation by or on behalf of its
22 shareholders, plus amounts added or transferred to paid-in
23 capital by action of the board of directors or shareholders
24 pursuant to a share dividend, share split, or otherwise, minus
25 reductions as provided elsewhere in this Act. Irrespective of
26 the manner of designation thereof by the laws under which a

1 foreign corporation is or may be organized, paid-in capital of
2 a foreign corporation shall be determined on the same basis
3 and in the same manner as paid-in capital of a domestic
4 corporation, for the purpose of computing license fees,
5 franchise taxes and other charges imposed by this Act.

6 (k) "Net assets", for the purpose of determining the right
7 of a corporation to purchase its own shares and of determining
8 the right of a corporation to declare and pay dividends and
9 make other distributions to shareholders is equal to the
10 difference between the assets of the corporation and the
11 liabilities of the corporation.

12 (l) "Registered office" means that office maintained by
13 the corporation in this State, the address of which is on file
14 in the office of the Secretary of State, at which any process,
15 notice or demand required or permitted by law may be served
16 upon the registered agent of the corporation.

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

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

22 (1) the date of filing the articles of incorporation
23 prescribed by Section 2.10 of this Act, in the case of a
24 domestic corporation;

25 (2) the date of filing the application for authority
26 prescribed by Section 13.15 of this Act, in the case of a

1 foreign corporation; or

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

6 (o) "Anniversary month" means the month in which the
7 anniversary of the corporation occurs.

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

11 (q) "Taxable year" means that 12 month period commencing
12 with the first day of the anniversary month of a corporation
13 through the last day of the month immediately preceding the
14 next occurrence of the anniversary month of the corporation,
15 except that in the case of a corporation that has established
16 an extended filing month "taxable year" means that 12 month
17 period commencing with the first day of the extended filing
18 month through the last day of the month immediately preceding
19 the next occurrence of the extended filing month.

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

23 (s) "Close corporation" means a corporation organized
24 under or electing to be subject to Article 2A of this Act, the
25 articles of incorporation of which contain the provisions
26 required by Section 2.10, and either the corporation's

1 articles of incorporation or an agreement entered into by all
2 of its shareholders provide that all of the issued shares of
3 each class shall be subject to one or more of the restrictions
4 on transfer set forth in Section 6.55 of this Act.

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

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

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

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

15 (v) "Property" means gross assets including, without
16 limitation, all real, personal, tangible, and intangible
17 property.

18 (w) "Taxable period" means that 12-month period commencing
19 with the first day of the second month preceding the
20 corporation's anniversary month in the preceding year and
21 prior to the first day of the second month immediately
22 preceding its anniversary month in the current year, except
23 that, in the case of a corporation that has established an
24 extended filing month, "taxable period" means that 12-month
25 period ending with the last day of its fiscal year immediately
26 preceding the extended filing month. In the case of a newly

1 formed domestic corporation or a newly registered foreign
2 corporation that had not commenced transacting business in
3 this State prior to obtaining authority, "taxable period"
4 means that period commencing with the filing of the articles
5 of incorporation or, in the case of a foreign corporation, of
6 filing of the application for authority, and prior to the
7 first day of the second month immediately preceding its
8 anniversary month in the next succeeding year.

9 (x) "Treasury shares" mean (1) shares of a corporation
10 that have been issued, have been subsequently acquired by and
11 belong to the corporation, and have not been cancelled or
12 restored to the status of authorized but unissued shares and
13 (2) shares (i) declared and paid as a share dividend on the
14 shares referred to in clause (1) or this clause (2), or (ii)
15 issued in a share split of the shares referred to in clause (1)
16 or this clause (2). Treasury shares shall be deemed to be
17 "issued" shares but not "outstanding" shares. Treasury shares
18 may not be voted, directly or indirectly, at any meeting or
19 otherwise. Shares converted into or exchanged for other shares
20 of the corporation shall not be deemed to be treasury shares.

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

23 (z) "Open data" means data that is expressed in a
24 machine-readable form and that is made freely available to the
25 public under an open license, without registration
26 requirement, and without any other restrictions that would

1 impede its use or reuse.

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

3 Section 10. The General Not For Profit Corporation Act of
4 1986 is amended by changing Section 101.25 and by adding
5 Section 115.90 as follows:

6 (805 ILCS 105/101.25) (from Ch. 32, par. 101.25)

7 Sec. 101.25. Lists of corporations; exchange of
8 information.

9 (a) The Secretary of State shall include in his or her
10 daily publication lists of business corporations formed on
11 that day as provided in paragraph (1) of subsection (b) of
12 Section 1.25 of the Business Corporation Act of 1983 all
13 not-for-profit corporations formed on the day of publication
14 of such lists and shall publish such information as open data
15 pursuant to that subsection.

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

21 (c) Public data sets made available pursuant to this
22 Section are provided for informational purposes only. The
23 Secretary of State does not warrant the completeness,
24 accuracy, content, or fitness for any particular purpose or

1 use of any public data set made available on the web portal,
2 nor are such warranties to be implied or inferred with respect
3 to the public data sets furnished under this Act.

4 (d) The State is not liable for any deficiencies in the
5 completeness, accuracy, content, or fitness for any particular
6 purpose or use of any public data set or any third-party
7 application utilizing such data set, unless such deficiencies
8 are the result of willful or wanton action of the Secretary of
9 State or its employees or agents.

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

11 (805 ILCS 105/115.90 new)

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

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

19 (805 ILCS 180/50-5)

20 Sec. 50-5. List of limited liability companies; exchange
21 of information.

22 (a) The Secretary of State shall ~~may~~ publish a list or
23 lists of limited liability companies and foreign limited

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

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

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

1 Dissolution of Marriage Act, the Non-Support of Spouse and
2 Children Act, the Non-Support Punishment Act, the Revised
3 Uniform Reciprocal Enforcement of Support Act, the Uniform
4 Interstate Family Support Act, the Illinois Parentage Act of
5 1984, or the Illinois Parentage Act of 2015.

6 Notwithstanding any provisions in this Act to the
7 contrary, the Secretary of State shall not be liable to any
8 person for any disclosure of information to the Department of
9 Healthcare and Family Services (formerly Illinois Department
10 of Public Aid) under this subsection or for any other action
11 taken in good faith to comply with the requirements of this
12 subsection.

13 (d) Public data sets made available pursuant to this
14 Section are provided for information purposes only. The
15 Secretary of State does not warrant the completeness,
16 accuracy, content, or fitness for any particular purpose or
17 use of any public data set made available on the web portal,
18 nor are such warranties to be implied or inferred with respect
19 to the public data sets furnished under this Act.

20 (e) The State is not liable for any deficiencies in the
21 completeness, accuracy, content, or fitness for any particular
22 purpose or use of any public data set or any third-party
23 application utilizing such data set, unless such deficiencies
24 are the result of willful or wanton action of the Secretary of
25 State or its employees or agents.

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

1 (805 ILCS 180/50-10)

2 Sec. 50-10. Fees.

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

6 (1) Fees for filing documents.

7 (2) Miscellaneous charges.

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

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

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

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

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

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

25 (5) Filing a notice of cancellation of a reserved

1 name, \$5.

2 (6) Filing a notice of a transfer of a reserved name,
3 \$25.

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

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

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

13 (9.5) Filing an application for change of an assumed
14 name, \$25.

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

17 (11) Filing an annual report of a limited liability
18 company or foreign limited liability company, \$75, if
19 filed as required by this Act, plus a penalty if
20 delinquent. Notwithstanding the foregoing, the fee for
21 filing an annual report of a limited liability company or
22 foreign limited liability company is \$75 plus \$50 for each
23 series for which a certificate of designation has been
24 filed pursuant to Section 37-40 of this Act and is in
25 effect on the last day of the third month preceding the
26 company's anniversary month, plus a penalty if delinquent.

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

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

6 (14) (Blank).

7 (15) Filing a statement of change of address of
8 registered office or change of registered agent, or both,
9 or filing a statement of correction, \$25.

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

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

14 (18) (Blank).

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

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

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

20 (22) For furnishing a copy or certified copy of any
21 document, instrument, or paper relating to a limited
22 liability company or foreign limited liability company, or
23 for a certificate, \$25.

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

26 ~~(1) For furnishing a copy or certified copy of any~~

1 ~~document, instrument, or paper relating to a limited~~
2 ~~liability company or foreign limited liability company, or~~
3 ~~for a certificate, \$25.~~

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

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

8 Section 99. Effective date. This Act takes effect January
9 1, 2022.