

SB2375



102ND GENERAL ASSEMBLY

State of Illinois

2021 and 2022

SB2375

Introduced 2/26/2021, by Sen. John Connor

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.

LRB102 17198 JLS 22654 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
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) (Blank). ~~The compilations of the daily list mentioned~~
3 ~~in paragraph (2) of subsection (b) of this Section shall be~~
4 ~~mailed to newspapers, or any other person not included as a~~
5 ~~recipient in paragraph (2) of subsection (b) of this Section,~~
6 ~~upon receipt of a written application signed by the applicant~~
7 ~~and accompanied by the payment of a fee as determined by the~~
8 ~~Secretary.~~

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

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

1 taken in good faith to comply with the requirements of this
2 subsection.

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

4 (805 ILCS 5/1.80) (from Ch. 32, par. 1.80)

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

8 (a) "Corporation" or "domestic corporation" means a
9 corporation subject to the provisions of this Act, except a
10 foreign corporation.

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

22 (c) "Articles of incorporation" means the original
23 articles of incorporation, including the articles of
24 incorporation of a new corporation set forth in the articles
25 of consolidation, and all amendments thereto, whether

1 evidenced by articles of amendment, articles of merger,
2 articles of exchange, statement of correction affecting
3 articles, resolution establishing series of shares or a
4 statement of cancellation under Section 9.05. Restated
5 articles of incorporation shall supersede the original
6 articles of incorporation and all amendments thereto prior to
7 the effective date of filing the articles of amendment
8 incorporating the restated articles of incorporation.

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

11 (e) "Incorporator" means one of the signers of the
12 original articles of incorporation.

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

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

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

1 for in Section 6.35.

2 (i) "Authorized shares" means the aggregate number of
3 shares of all classes which the corporation is authorized to
4 issue.

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

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

26 (l) "Registered office" means that office maintained by

1 the corporation in this State, the address of which is on file
2 in the office of the Secretary of State, at which any process,
3 notice or demand required or permitted by law may be served
4 upon the registered agent of the corporation.

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

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

10 (1) the date of filing the articles of incorporation
11 prescribed by Section 2.10 of this Act, in the case of a
12 domestic corporation;

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

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

20 (o) "Anniversary month" means the month in which the
21 anniversary of the corporation occurs.

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

25 (q) "Taxable year" means that 12 month period commencing
26 with the first day of the anniversary month of a corporation

1 through the last day of the month immediately preceding the
2 next occurrence of the anniversary month of the corporation,
3 except that in the case of a corporation that has established
4 an extended filing month "taxable year" means that 12 month
5 period commencing with the first day of the extended filing
6 month through the last day of the month immediately preceding
7 the next occurrence of the extended filing month.

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

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

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

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

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

25 (2) deposited in the United States Mail addressed to
26 the person at his, her or its address as it appears on the

1 records of the corporation, with sufficient first-class
2 postage prepaid thereon.

3 (v) "Property" means gross assets including, without
4 limitation, all real, personal, tangible, and intangible
5 property.

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

23 (x) "Treasury shares" mean (1) shares of a corporation
24 that have been issued, have been subsequently acquired by and
25 belong to the corporation, and have not been cancelled or
26 restored to the status of authorized but unissued shares and

1 (2) shares (i) declared and paid as a share dividend on the
2 shares referred to in clause (1) or this clause (2), or (ii)
3 issued in a share split of the shares referred to in clause (1)
4 or this clause (2). Treasury shares shall be deemed to be
5 "issued" shares but not "outstanding" shares. Treasury shares
6 may not be voted, directly or indirectly, at any meeting or
7 otherwise. Shares converted into or exchanged for other shares
8 of the corporation shall not be deemed to be treasury shares.

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

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

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

17 Section 10. The General Not For Profit Corporation Act of
18 1986 is amended by changing Section 101.25 and by adding
19 Section 115.90 as follows:

20 (805 ILCS 105/101.25) (from Ch. 32, par. 101.25)

21 Sec. 101.25. Lists of corporations; exchange of
22 information.

23 (a) The Secretary of State shall include in his or her
24 daily publication lists of business corporations formed on

1 that day as provided in paragraph (1) of subsection (b) of
2 Section 1.25 of the Business Corporation Act of 1983 all
3 not-for-profit corporations formed on the day of publication
4 of such lists and shall publish such information as open data
5 pursuant to that subsection.

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

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

12 (805 ILCS 105/115.90 new)

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

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

20 (805 ILCS 180/50-5)

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

23 (a) The Secretary of State shall ~~may~~ publish a list or

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

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

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

1 Illinois Public Aid Code, the Illinois Marriage and
2 Dissolution of Marriage Act, the Non-Support of Spouse and
3 Children Act, the Non-Support Punishment Act, the Revised
4 Uniform Reciprocal Enforcement of Support Act, the Uniform
5 Interstate Family Support Act, the Illinois Parentage Act of
6 1984, or the Illinois Parentage Act of 2015.

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

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

15 (805 ILCS 180/50-10)

16 Sec. 50-10. Fees.

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

20 (1) Fees for filing documents.

21 (2) Miscellaneous charges.

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

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

1 (1) Filing articles of organization (domestic),
2 application for admission (foreign), and restated articles
3 of organization (domestic), \$150. Notwithstanding the
4 foregoing, the fee for filing articles of organization
5 (domestic), application for admission (foreign), and
6 restated articles of organization (domestic) in connection
7 with a limited liability company with a series or the
8 ability to establish a series pursuant to Section 37-40 of
9 this Act is \$400.

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

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

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

14 (5) Filing a notice of cancellation of a reserved
15 name, \$5.

16 (6) Filing a notice of a transfer of a reserved name,
17 \$25.

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

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

20 (9) Filing an application for use of an assumed name
21 under Section 1-20 of this Act, \$150 for each year or part
22 thereof ending in 0 or 5, \$120 for each year or part
23 thereof ending in 1 or 6, \$90 for each year or part thereof
24 ending in 2 or 7, \$60 for each year or part thereof ending
25 in 3 or 8, \$30 for each year or part thereof ending in 4 or
26 9, and a renewal for each assumed name, \$150.

1 (9.5) Filing an application for change of an assumed
2 name, \$25.

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

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

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

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

20 (14) (Blank).

21 (15) Filing a statement of change of address of
22 registered office or change of registered agent, or both,
23 or filing a statement of correction, \$25.

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

25 (17) Filing a certificate of designation of a limited
26 liability company with a series pursuant to Section 37-40

1 of this Act, \$50.

2 (18) (Blank).

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

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

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

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

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

14 ~~(1) For furnishing a copy or certified copy of any~~
15 ~~document, instrument, or paper relating to a limited~~
16 ~~liability company or foreign limited liability company, or~~
17 ~~for a certificate, \$25.~~

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

20 (Source: P.A. 100-561, eff. 7-1-18; 100-571, eff. 12-20-17;
21 101-81, eff. 7-12-19; 101-578, eff. 8-26-19.)

22 Section 99. Effective date. This Act takes effect upon
23 becoming law.