

1 AMENDMENT TO SENATE BILL 1506

2 AMENDMENT NO. _____. Amend Senate Bill 1506 on page 3,
3 line 4, after "4.10,", by inserting "5.10,"; and
4 on page 3, line 6, after "15.05,", by inserting "15.10,"; and
5 on page 9, after line 18, by inserting the following:

6 "(805 ILCS 5/5.10) (from Ch. 32, par. 5.10)
7 Sec. 5.10. Change of registered office or registered
8 agent.

9 (a) A domestic corporation or a foreign corporation may
10 from time to time change the address of its registered
11 office. A domestic corporation or a foreign corporation shall
12 change its registered agent if the office of registered agent
13 shall become vacant for any reason, or if its registered
14 agent becomes disqualified or incapacitated to act, or if the
15 corporation revokes the appointment of its registered agent.

16 (b) A domestic corporation or a foreign corporation may
17 change the address of its registered office or change its
18 registered agent, or both, ~~by so indicating in the statement~~
19 ~~of change on the annual report of that corporation filed~~
20 ~~pursuant to Section 14.10 of this Act or~~ by executing and
21 filing, in duplicate, in accordance with Section 1.10 of this
22 Act a statement setting forth:

1 (1) The name of the corporation.

2 (2) The address, including street and number, or
3 rural route number, of its then registered office.

4 (3) If the address of its registered office be
5 changed, the address, including street and number, or
6 rural route number, to which the registered office is to
7 be changed.

8 (4) The name of its then registered agent.

9 (5) If its registered agent be changed, the name of
10 its successor registered agent.

11 (6) That the address of its registered office and
12 the address of the business office of its registered
13 agent, as changed, will be identical.

14 (7) That such change was authorized by resolution
15 duly adopted by the board of directors.

16 (c) (Blank). ~~A--legible-copy-of-the-statement-of-change~~
17 ~~as-on-the-annual-report-returned-by-the--Secretary--of--State~~
18 ~~shall--be-filed-for-record-within-the-time-prescribed-by-this~~
19 ~~Act-in-the-office-of-the-Recorder-of-the-county-in-which--the~~
20 ~~registered--office--of--the--corporation--in--this--State-was~~
21 ~~situated-before-the-filing-of-that-statement-in-the-Office-of~~
22 ~~the-Secretary-of-State.~~

23 (d) If the registered office is changed from one county
24 to another county, then the corporation shall also file for
25 record within the time prescribed by this Act in the office
26 of the recorder of the county to which such registered office
27 is changed:

28 (1) In the case of a domestic corporation:

29 (i) A copy of its articles of incorporation
30 certified by the Secretary of State.

31 (ii) A copy of the statement of change of
32 address of its registered office, certified by the
33 Secretary of State.

34 (2) In the case of a foreign corporation:

1 (i) A copy of its application for authority to
2 transact business in this State, certified by the
3 Secretary of State.

4 (ii) A copy of all amendments to such
5 authority, if any, likewise certified by the
6 Secretary of State.

7 (iii) A copy of the statement of change of
8 address of its registered office certified by the
9 Secretary of State.

10 (e) The change of address of the registered office, or
11 the change of registered agent, or both, as the case may be,
12 shall become effective upon the filing of such statement by
13 the Secretary of State.

14 (Source: P.A. 91-357, eff. 7-29-99; 92-33, eff. 7-1-01.)";

15 and

16 by replacing line 33 on page 33, all of pages 34 through 36,
17 and lines 1 and 2 on page 37 with the following:

18 "(805 ILCS 5/14.05) (from Ch. 32, par. 14.05)

19 Sec. 14.05. Annual report of domestic or foreign
20 corporation. Each domestic corporation organized under any
21 general law or special act of this State authorizing the
22 corporation to issue shares, other than homestead
23 associations, building and loan associations, banks and
24 insurance companies (which includes a syndicate or limited
25 syndicate regulated under Article V 1/2 of the Illinois
26 Insurance Code or member of a group of underwriters regulated
27 under Article V of that Code), and each foreign corporation
28 (except members of a group of underwriters regulated under
29 Article V of the Illinois Insurance Code) authorized to
30 transact business in this State, shall file, within the time
31 prescribed by this Act, an annual report setting forth:

32 (a) The name of the corporation.

33 (b) The address, including street and number, or

1 rural route number, of its registered office in this
2 State, and the name of its registered agent at that
3 address and a statement of change of its registered
4 office or registered agent, or both, if any.

5 (c) The address, including street and number, or
6 rural route number, of its principal office.

7 (d) The names and respective business addresses,
8 including street and number, or rural route number, of
9 its directors and officers.

10 (e) A statement of the aggregate number of shares
11 which the corporation has authority to issue, itemized by
12 classes and series, if any, within a class.

13 (f) A statement of the aggregate number of issued
14 shares, itemized by classes, and series, if any, within a
15 class.

16 (g) A statement, expressed in dollars, of the
17 amount of paid-in capital of the corporation as defined
18 in this Act.

19 (h) Either a statement that (1) all the property of
20 the corporation is located in this State and all of its
21 business is transacted at or from places of business in
22 this State, or the corporation elects to pay the annual
23 franchise tax on the basis of its entire paid-in capital,
24 or (2) a statement, expressed in dollars, of the value of
25 all the property owned by the corporation, wherever
26 located, and the value of the property located within
27 this State, and a statement, expressed in dollars, of the
28 gross amount of business transacted by the corporation
29 and the gross amount thereof transacted by the
30 corporation at or from places of business in this State
31 as of the close of its fiscal year on or immediately
32 preceding the last day of the third month prior to the
33 anniversary month or in the case of a corporation which
34 has established an extended filing month, as of the close

1 of its fiscal year on or immediately preceding the last
2 day of the third month prior to the extended filing
3 month; however, in the case of a domestic corporation
4 that has not completed its first fiscal year, the
5 statement with respect to property owned shall be as of
6 the last day of the third month preceding the anniversary
7 month and the statement with respect to business
8 transacted shall be furnished for the period between the
9 date of incorporation and the last day of the third month
10 preceding the anniversary month. In the case of a
11 foreign corporation that has not been authorized to
12 transact business in this State for a period of 12 months
13 and has not commenced transacting business prior to
14 obtaining authority, the statement with respect to
15 property owned shall be as of the last day of the third
16 month preceding the anniversary month and the statement
17 with respect to business transacted shall be furnished
18 for the period between the date of its authorization to
19 transact business in this State and the last day of the
20 third month preceding the anniversary month. If the data
21 referenced in item (2) of this subsection is not
22 completed, the franchise tax provided for in this Act
23 shall be computed on the basis of the entire paid-in
24 capital.

25 (i) A statement, including the basis therefor, of
26 status as a "minority owned business" or as a "female
27 owned business" as those terms are defined in the
28 Business Enterprise for Minorities, Females, and Persons
29 with Disabilities Act.

30 (j) Additional information as may be necessary or
31 appropriate in order to enable the Secretary of State to
32 administer this Act and to verify the proper amount of
33 fees and franchise taxes payable by the corporation.

34 The annual report shall be made on forms prescribed and

1 furnished by the Secretary of State, and the information
2 therein required by paragraphs (a) through (d), both
3 inclusive, of this Section, shall be given as of the date of
4 the execution of the annual report and the information
5 therein required by paragraphs (e), (f) and (g) of this
6 Section shall be given as of the last day of the third month
7 preceding the anniversary month, except that the information
8 required by paragraphs (e), (f) and (g) shall, in the case of
9 a corporation which has established an extended filing month,
10 be given in its final transition annual report and each
11 subsequent annual report as of the close of its fiscal year
12 immediately preceding its extended filing month. It shall be
13 executed by the corporation by its president, a
14 vice-president, secretary, assistant secretary, treasurer or
15 other officer duly authorized by the board of directors of
16 the corporation to execute those reports, and verified by him
17 or her, or, if the corporation is in the hands of a receiver
18 or trustee, it shall be executed on behalf of the corporation
19 and verified by the receiver or trustee.

20 (Source: P.A. 91-593, eff. 8-14-99; 92-16, eff. 6-28-01;
21 92-33, eff. 7-1-01.)"; and

22 on page 37, after line 13, by inserting the following:

23 "(805 ILCS 5/15.10) (from Ch. 32, par. 15.10)
24 Sec. 15.10. Fees for filing documents. The Secretary of
25 State shall charge and collect for:

- 26 (a) Filing articles of incorporation, \$75.
- 27 (b) Filing articles of amendment, \$25, unless the
28 amendment is a restatement of the articles of incorporation,
29 in which case the fee shall be \$100.
- 30 (c) Filing articles of merger or consolidation, \$100,
31 but if the merger or consolidation involves more than 2
32 corporations, \$50 for each additional corporation.
- 33 (d) Filing articles of share exchange, \$100.

1 (e) Filing articles of dissolution, \$5.

2 (f) Filing application to reserve a corporate name, \$25.

3 (g) Filing a notice of transfer of a reserved corporate
4 name, \$25.

5 (h) Filing statement of change of address of registered
6 office or change of registered agent, or both, ~~if-ether--than~~
7 ~~en-an-annual-report~~, \$5.

8 (i) Filing statement of the establishment of a series of
9 shares, \$25.

10 (j) Filing an application of a foreign corporation for
11 authority to transact business in this State, \$75.

12 (k) Filing an application of a foreign corporation for
13 amended authority to transact business in this State, \$25.

14 (l) Filing a copy of amendment to the articles of
15 incorporation of a foreign corporation holding authority to
16 transact business in this State, \$25, unless the amendment is
17 a restatement of the articles of incorporation, in which case
18 the fee shall be \$100.

19 (m) Filing a copy of articles of merger of a foreign
20 corporation holding a certificate of authority to transact
21 business in this State, \$100, but if the merger involves more
22 than 2 corporations, \$50 for each additional corporation.

23 (n) Filing an application for withdrawal and final
24 report or a copy of articles of dissolution of a foreign
25 corporation, \$25.

26 (o) Filing an annual report, interim annual report, or
27 final transition annual report of a domestic or foreign
28 corporation, \$25.

29 (p) Filing an application for reinstatement of a
30 domestic or a foreign corporation, \$100.

31 (q) Filing an application for use of an assumed
32 corporate name, \$150 for each year or part thereof ending in
33 0 or 5, \$120 for each year or part thereof ending in 1 or 6,
34 \$90 for each year or part thereof ending in 2 or 7, \$60 for

1 each year or part thereof ending in 3 or 8, \$30 for each year
2 or part thereof ending in 4 or 9, between the date of filing
3 the application and the date of the renewal of the assumed
4 corporate name; and a renewal fee for each assumed corporate
5 name, \$150.

6 (r) To change an assumed corporate name for the period
7 remaining until the renewal date of the original assumed
8 name, \$25.

9 (s) Filing an application for cancellation of an assumed
10 corporate name, \$5.

11 (t) Filing an application to register the corporate name
12 of a foreign corporation, \$50; and an annual renewal fee for
13 the registered name, \$50.

14 (u) Filing an application for cancellation of a
15 registered name of a foreign corporation, \$25.

16 (v) Filing a statement of correction, \$25.

17 (w) Filing a petition for refund or adjustment, \$5.

18 (x) Filing a statement of election of an extended filing
19 month, \$25.

20 (y) Filing any other statement or report, \$5.

21 (Source: P.A. 92-33, eff. 7-1-01.)"; and

22 by replacing lines 24 through 33 on page 57 and lines 1
23 through 24 on page 58 with the following:

24 "(805 ILCS 180/1-15)

25 Sec. 1-15. Reservation of name.

26 (a) The exclusive right to the use of a name may be
27 reserved by any of the following:

28 (1) A person intending to organize a limited
29 liability company under this Act which will have that
30 name.

31 (2) A limited liability company or any foreign
32 limited liability company registered in this State that,
33 in either case, intends to adopt that name.

1 (3) Any foreign limited liability company having
2 that name and intending to make application for admission
3 to transact business in this State.

4 (4) A person intending to organize a foreign
5 limited liability company and intending to make
6 application for admission to transact business in this
7 State and adopt that name.

8 (b) To reserve a specified name, a person shall submit
9 an application to the Secretary of State in the form and
10 manner the Secretary shall designate. If the Secretary of
11 State finds that the name is available for use by a limited
12 liability company or foreign limited liability company, the
13 Secretary of State shall reserve the name for the exclusive
14 use of the applicant for a period of 90 days or until
15 surrendered by a written cancellation document signed by the
16 applicant, whichever is sooner. ~~The reservation may be~~
17 ~~renewed for additional periods not to exceed 90 days from the~~
18 ~~date of the last renewal.~~ The right to the exclusive use of
19 a reserved name may be transferred to any other person by
20 delivering to the Office of the Secretary of State a notice
21 of the transfer, executed by the person for whom the name was
22 reserved and specifying the name and address of the
23 transferee.

24 (Source: P.A. 87-1062.)"; and

25 by deleting all of pages 73 and 74.