



**Filed: 5/18/2005**

09400SB0468ham001

LRB094 10798 DRH 46188 a

1 AMENDMENT TO SENATE BILL 468

2 AMENDMENT NO. \_\_\_\_\_. Amend Senate Bill 468 by replacing  
3 everything after the enacting clause with the following:

4 "Section 5. The Business Corporation Act of 1983 is amended  
5 by changing Sections 9.05, 9.20, 12.45, and 13.60, as follows:

6 (805 ILCS 5/9.05) (from Ch. 32, par. 9.05)

7 Sec. 9.05. Power of corporation to acquire its own shares.

8 (a) A corporation may acquire its own shares, subject to  
9 limitations set forth in Section 9.10 of this Act.

10 (b) If a corporation acquires its own shares after the  
11 effective date of this amendatory Act of 1993, the shares  
12 constitute treasury shares until cancelled as provided by  
13 subsection (d) of this Section.

14 (c) A corporation shall file a report under Section 14.25  
15 of this Act in the case of its acquisition of its own shares  
16 that occurs either prior to January 1, 1991 or on or prior to  
17 the last day of the third month immediately preceding the  
18 corporation's anniversary month in 1991. A corporation shall  
19 file a report under Section 14.30 of this Act in the case of  
20 its acquisition and cancellation of its own shares that occurs  
21 after both December 31, 1990 and the last day of such third  
22 month. However, if the articles of incorporation provide that  
23 the number of authorized shares is reduced by an acquisition  
24 and cancellation of shares, then the corporation shall, within

1 60 days after the date of acquisition, execute and file in  
2 duplicate in accordance with Section 1.10 of this Act, a  
3 statement of cancellation which sets forth:

4 (1) The name of the corporation.

5 (2) The aggregate number of shares which the  
6 corporation has authority to issue, itemized by classes and  
7 series, if any, within a class before giving effect to the  
8 cancellation.

9 (3) The aggregate number of issued shares, itemized by  
10 classes and series, if any, within a class before giving  
11 effect to the cancellation.

12 (4) The number of shares cancelled, itemized by classes  
13 and series, if any, within a class.

14 (5) The aggregate number of shares which the  
15 corporation has the authority to issue, itemized by classes  
16 and series, if any, within a class after giving effect to  
17 the cancellation.

18 (6) The aggregate number of issued shares, itemized by  
19 classes and series, if any, within a class, after giving  
20 effect to the cancellation.

21 (7) A statement, expressed in dollars, of the amount of  
22 the paid-in capital of the corporation before giving effect  
23 to the cancellation.

24 (8) A statement, expressed in dollars, of the amount of  
25 the paid-in capital of the corporation after giving effect  
26 to the cancellation.

27 Upon the filing of the statement of cancellation by the  
28 Secretary of State, the paid-in capital of the corporation  
29 shall be deemed to be reduced by that part of the paid-in  
30 capital which was, at the time of the cancellation, represented  
31 by the shares so cancelled, to the extent of the cost from the  
32 paid-in capital of the reacquired and cancelled shares or a  
33 lesser amount as may be elected by the corporation, and the  
34 statement of cancellation shall operate as an amendment to the

1 articles of incorporation so as to reduce the number of  
2 authorized shares by the number of shares so cancelled.

3 (d) A corporation, by resolution of the board of directors,  
4 may cancel any of its treasury shares. When cancelled, the  
5 shares shall constitute authorized but unissued shares unless  
6 the articles of incorporation provide that the shares shall not  
7 be reissued, in which case the number of authorized shares  
8 shall be reduced by the number of shares cancelled.

9 (e) Until the report required by subsection (c) of this  
10 Section, or the report required by Section 14.25 or Section  
11 14.30 of this Act reporting a reduction in paid-in capital,  
12 shall have been filed in the office of the Secretary of State,  
13 the basis of the annual franchise tax payable by the  
14 corporation shall not be reduced, provided, however, in no  
15 event shall the annual franchise tax for any taxable year be  
16 reduced if such report is not filed prior to the first day of  
17 the anniversary month or, in the case of a corporation which  
18 has established an extended filing month, the extended filing  
19 month of that taxable year and before payment of its annual  
20 franchise tax.

21 (Source: P.A. 88-151.)

22 (805 ILCS 5/9.20)

23 Sec. 9.20. Reduction of paid-in capital.

24 (a) A corporation may reduce its paid-in capital:

25 (1) by resolution of its board of directors by charging  
26 against its paid-in capital (i) the paid-in capital  
27 represented by shares acquired and cancelled by the  
28 corporation as permitted by law, to the extent of the cost  
29 from the paid-in capital of the reacquired and cancelled  
30 shares or a lesser amount as may be elected by the  
31 corporation, (ii) dividends paid on preferred shares, or  
32 (iii) distributions as liquidating dividends; or

33 (2) pursuant to an approved reorganization in

1 bankruptcy that specifically directs the reduction to be  
2 effected.

3 (b) Notwithstanding anything to the contrary contained in  
4 this Act, at no time shall the paid-in capital be reduced to an  
5 amount less than the aggregate par value of all issued shares  
6 having a par value.

7 (c) Until the report under Section 14.30 has been filed in  
8 the Office of the Secretary of State showing a reduction in  
9 paid-in capital, the basis of the annual franchise tax payable  
10 by the corporation shall not be reduced; provided, however,  
11 that in no event shall the annual franchise tax for any taxable  
12 year be reduced if the report is not filed prior to the first  
13 day of the anniversary month or, in the case of a corporation  
14 that has established an extended filing month, the extended  
15 filing month of the corporation of that taxable year and before  
16 payment of its annual franchise tax.

17 (d) A corporation that reduced its paid-in capital after  
18 December 31, 1986 by one or more of the methods described in  
19 subsection (a) may report the reduction pursuant to Section  
20 14.30, subject to the restrictions of subsections (b) and (c)  
21 of this Section. ~~A reduction in paid-in capital reported~~  
22 ~~pursuant to this subsection shall have no effect for any~~  
23 ~~purpose under this Act with respect to a taxable year ending~~  
24 ~~before the report is filed.~~

25 (e) Nothing in this Section shall be construed to forbid  
26 any reduction in paid-in capital to be effected under Section  
27 9.05 of this Act.

28 (f) In the case of a vertical merger, the paid-in capital  
29 of a subsidiary may be eliminated if either (1) it was created,  
30 totally funded, and ~~or~~ wholly owned by the parent or (2) the  
31 amount of the parent's investment in the subsidiary was equal  
32 to or exceeded the subsidiary's paid-in capital.

33 (Source: P.A. 92-33, eff. 7-1-01.)

1 (805 ILCS 5/12.45) (from Ch. 32, par. 12.45)

2 Sec. 12.45. Reinstatement following administrative  
3 dissolution.

4 (a) A domestic corporation administratively dissolved  
5 under Section 12.40 may be reinstated by the Secretary of State  
6 ~~within five years~~ following the date of issuance of the  
7 certificate of dissolution upon:

8 (1) The filing of an application for reinstatement.

9 (2) The filing with the Secretary of State by the  
10 corporation of all reports then due and theretofore  
11 becoming due.

12 (3) The payment to the Secretary of State by the  
13 corporation of all fees, franchise taxes, and penalties  
14 then due and theretofore becoming due.

15 (b) The application for reinstatement shall be executed and  
16 filed in duplicate in accordance with Section 1.10 of this Act  
17 and shall set forth:

18 (1) The name of the corporation at the time of the  
19 issuance of the certificate of dissolution.

20 (2) If such name is not available for use as determined  
21 by the Secretary of State at the time of filing the  
22 application for reinstatement, the name of the corporation  
23 as changed, provided however, and any change of name is  
24 properly effected pursuant to Section 10.05 and Section  
25 10.30 of this Act.

26 (3) The date of the issuance of the certificate of  
27 dissolution.

28 (4) The address, including street and number, or rural  
29 route number of the registered office of the corporation  
30 upon reinstatement thereof, and the name of its registered  
31 agent at such address upon the reinstatement of the  
32 corporation, provided however, that any change from either  
33 the registered office or the registered agent at the time  
34 of dissolution is properly reported pursuant to Section

1 5.10 of this Act.

2 (c) When a dissolved corporation has complied with the  
3 provisions of this Sec the Secretary of State shall file the  
4 application for reinstatement.

5 (d) Upon the filing of the application for reinstatement,  
6 the corporate existence shall be deemed to have continued  
7 without interruption from the date of the issuance of the  
8 certificate of dissolution, and the corporation shall stand  
9 revived with such powers, duties and obligations as if it had  
10 not been dissolved; and all acts and proceedings of its  
11 officers, directors and shareholders, acting or purporting to  
12 act as such, which would have been legal and valid but for such  
13 dissolution, shall stand ratified and confirmed.

14 (Source: P.A. 92-33, eff. 7-1-01.)

15 (805 ILCS 5/13.60) (from Ch. 32, par. 13.60)

16 Sec. 13.60. Reinstatement following revocation.

17 (a) A foreign corporation revoked under Section 13.55 may  
18 be reinstated by the Secretary of State ~~within five years~~  
19 following the date of issuance of the certificate of revocation  
20 upon:

21 (1) The filing of an application for reinstatement.

22 (2) The filing with the Secretary of State by the  
23 corporation of all reports then due and theretofore  
24 becoming due.

25 (3) The payment to the Secretary of State by the  
26 corporation of all fees, franchise taxes, and penalties  
27 then due and theretofore becoming due.

28 (b) The application for reinstatement shall be executed and  
29 filed in duplicate in accordance with Section 1.10 of this Act  
30 and shall set forth:

31 (1) The name of the corporation at the time of the  
32 issuance of the certificate of revocation.

33 (2) If such name is not available for use as determined

1 by the Secretary of State at the time of filing the  
2 application for reinstatement, the name of the corporation  
3 as changed; provided, however, that any change of name is  
4 properly effected pursuant to Section 13.30 and Section  
5 13.40 of this Act.

6 (3) The date of the issuance of the certificate of  
7 revocation.

8 (4) The address, including street and number, or rural  
9 route number, of the registered office of the corporation  
10 upon reinstatement thereof, and the name of its registered  
11 agent at such address upon the reinstatement of the  
12 corporation; provided, however, that any change from  
13 either the registered office or the registered agent at the  
14 time of revocation is properly reported pursuant to Section  
15 5.10 of this act.

16 (c) When a revoked corporation has complied with the  
17 provisions of this Section, the Secretary of State shall file  
18 the application for reinstatement.

19 (d) Upon the filing of the application for reinstatement,  
20 the authority of the corporation to transact business in this  
21 State shall be deemed to have continued without interruption  
22 from the date of the issuance of the certificate of revocation,  
23 and the corporation shall stand revived as if its ~~certificate~~  
24 ~~of~~ authority had not been revoked; and all acts and proceedings  
25 of its officers, directors and shareholders, acting or  
26 purporting to act as such, which would have been legal and  
27 valid but for such revocation, shall stand ratified and  
28 confirmed.

29 (Source: P.A. 92-33, eff. 7-1-01.)

30 Section 10. The General Not For Profit Corporation Act of  
31 1986 is amended by changing Sections 105.10, 112.45, 113.60,  
32 114.05, and 115.10 as follows:

1 (805 ILCS 105/105.10) (from Ch. 32, par. 105.10)

2 Sec. 105.10. Change of registered office or registered  
3 agent.

4 (a) A domestic corporation or a foreign corporation may  
5 from time to time change the address of its registered office.  
6 A domestic corporation or a foreign corporation shall change  
7 its registered agent if the office of registered agent shall  
8 become vacant for any reason, or if its registered agent  
9 becomes disqualified or incapacitated to act, or if the  
10 corporation revokes the appointment of its registered agent.

11 (b) A domestic corporation or a foreign corporation may  
12 change the address of its registered office or change its  
13 registered agent, or both, ~~by so indicating on the statement of~~  
14 ~~change on the annual report of that corporation filed pursuant~~  
15 ~~to Section 114.10 of this Act or~~ by executing and filing in  
16 duplicate, in accordance with Section 101.10 of this Act, a  
17 statement setting forth:

18 (1) the name of the corporation;

19 (2) the address, including street and number, or rural  
20 route number, of its then registered office;

21 (3) if the address of its registered office be changed,  
22 the address, including street and number, or rural route  
23 number, to which the registered office is to be changed;

24 (4) the name of its then registered agent;

25 (5) if its registered agent be changed, the name of its  
26 successor registered agent;

27 (6) that the address of its registered office and the  
28 address of the business office of its registered agent, as  
29 changed, will be identical;

30 (7) that such change was authorized by resolution duly  
31 adopted by the board of directors.

32 (c) (Blank). ~~A legible copy of the statement of change as~~  
33 ~~on the annual report returned by the Secretary of State shall~~  
34 ~~be filed for record within the time prescribed by this Act in~~



1 ~~the office of the Recorder of the county in which the~~  
2 ~~registered office of the corporation in this State was situated~~  
3 ~~before the filing of the statement in the Office of the~~  
4 ~~Secretary of State.~~

5 (d) If the registered office is changed from one county to  
6 another county, then the corporation shall also file for record  
7 within the time prescribed by this Act in the office of the  
8 Recorder of the county to which such registered office is  
9 changed:

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

11 (i) A copy of its articles of incorporation  
12 certified by the Secretary of State.

13 (ii) A copy of the statement of change of address  
14 of its registered office, certified by the Secretary of  
15 State.

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

17 (i) A copy of its application for authority to  
18 transact business in this State, certified by the  
19 Secretary of State.

20 (ii) A copy of all amendments to such ~~certificate~~  
21 ~~of~~ authority, if any, likewise certified by the  
22 Secretary of State.

23 (iii) A copy of the statement of change of address  
24 of its registered office certified by the Secretary of  
25 State.

26 (e) The change of address of the registered office, or the  
27 change of registered agent, or both, as the case may be, shall  
28 become effective upon the filing of such statement by the  
29 Secretary of State.

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

31 (805 ILCS 105/112.45) (from Ch. 32, par. 112.45)

32 Sec. 112.45. Reinstatement following administrative  
33 dissolution.

1 (a) A domestic corporation administratively dissolved  
2 under Section 112.40 of this Act may be reinstated by the  
3 Secretary of State ~~within five years~~ following the date of  
4 issuance of the certificate of dissolution upon:

5 (1) The filing of an application for reinstatement;

6 (2) The filing with the Secretary of State by the  
7 corporation of all reports then due and theretofore  
8 becoming due;

9 (3) The payment to the Secretary of State by the  
10 corporation of all fees and penalties then due and  
11 theretofore becoming due.

12 (b) The application for reinstatement shall be executed and  
13 filed in duplicate in accordance with Section 101.10 of this  
14 Act and shall set forth:

15 (1) The name of the corporation at the time of the  
16 issuance of the certificate of dissolution;

17 (2) If such name is not available for use as determined  
18 by the Secretary of State at the time of filing the  
19 application for reinstatement, the name of the corporation  
20 as changed; provided, however, that any change of name is  
21 properly effected pursuant to Section 110.05 and Section  
22 110.30 of this Act;

23 (3) The date of the issuance of the certificate of  
24 dissolution;

25 (4) The address, including street and number, or rural  
26 route number, of the registered office of the corporation  
27 upon reinstatement thereof, and the name of its registered  
28 agent at such address upon the reinstatement of the  
29 corporation, provided however, that any change from either  
30 the registered office or the registered agent at the time  
31 of dissolution is properly reported pursuant to Section  
32 105.10 of this Act.

33 (c) When a dissolved corporation has complied with the  
34 provisions of this Section, the Secretary of State shall file

1 the application for reinstatement.

2 (d) Upon the filing of the application for reinstatement,  
3 the corporate existence shall be deemed to have continued  
4 without interruption from the date of the issuance of the  
5 certificate of dissolution, and the corporation shall stand  
6 revived with such powers, duties and obligations as if it had  
7 not been dissolved; and all acts and proceedings of its  
8 officers, directors and members, acting or purporting to act as  
9 such, which would have been legal and valid but for such  
10 dissolution, shall stand ratified and confirmed.

11 (Source: P.A. 92-33, eff. 7-1-01.)

12 (805 ILCS 105/113.60) (from Ch. 32, par. 113.60)

13 Sec. 113.60. Reinstatement following revocation.

14 (a) A foreign corporation revoked under Section 113.55 of  
15 this Act may be reinstated by the Secretary of State ~~within~~  
16 ~~five years~~ following the date of issuance of the certificate of  
17 revocation upon:

18 (1) The filing of an application for reinstatement;

19 (2) The filing with the Secretary of State by the  
20 corporation of all reports then due and theretofore  
21 becoming due; and

22 (3) The payment to the Secretary of State by the  
23 corporation of all fees and penalties then due and  
24 theretofore becoming due.

25 (b) The application for reinstatement shall be executed and  
26 filed in duplicate in accordance with Section 101.10 of this  
27 Act and shall set forth:

28 (1) The name of the corporation at the time of the  
29 issuance of the certificate of revocation;

30 (2) If such name is not available for use as determined  
31 by the Secretary of State at the time of filing the  
32 application for reinstatement, the name of the corporation  
33 as changed, or the assumed corporate name which the

1 corporation elects to adopt for use in this State in  
2 accordance with Section 104.05; provided, however, that  
3 any change of name is properly effected pursuant to  
4 Sections 113.30 and Section 113.40 of this Act, and any  
5 adoption of assumed corporate name is properly effected  
6 pursuant to Section 104.15 of this Act;

7 (3) The date of the issuance of the certificate of  
8 revocation; and

9 (4) The address, including street and number, or rural  
10 route number, of the registered office of the corporation  
11 upon reinstatement thereof, and the name of its registered  
12 agent at such address upon the reinstatement of the  
13 corporation; provided, however, that any change from  
14 either the registered office or the registered agent at the  
15 time of revocation is properly reported pursuant to Section  
16 105.10 of this Act.

17 (c) When a revoked corporation has complied with the  
18 provisions of this Section, the Secretary of State shall file  
19 the application for reinstatement.

20 (d) Upon the filing of the application for reinstatement,  
21 the authority of the corporation to conduct affairs in this  
22 State shall be deemed to have continued without interruption  
23 from the date of the issuance of the certificate of revocation,  
24 and the corporation shall stand revived as if its authority had  
25 not been revoked; and all acts and proceedings of its officers,  
26 directors and members, acting or purporting to act as such,  
27 which would have been legal and valid but for such revocation,  
28 shall stand ratified and confirmed.

29 (Source: P.A. 92-33, eff. 7-1-01.)

30 (805 ILCS 105/114.05) (from Ch. 32, par. 114.05)

31 Sec. 114.05. Annual report of domestic or foreign  
32 corporation. Each domestic corporation organized under this  
33 Act, and each foreign corporation authorized to conduct affairs

1 in this State, shall file, within the time prescribed by this  
2 Act, an annual report setting forth:

3 (a) The name of the corporation.

4 (b) The address, including street and number, or rural  
5 route number, of its registered office in this State, and the  
6 name of its registered agent at such address ~~and a statement of~~  
7 ~~change of its registered office or registered agent, or both,~~  
8 ~~if any.~~

9 (c) The address, including street and number, if any, of  
10 its principal office.

11 (d) The names and respective addresses, including street  
12 and number, or rural route number, of its directors and  
13 officers.

14 (e) A brief statement of the character of the affairs which  
15 the corporation is actually conducting from among the purposes  
16 authorized in Section 103.05 of this Act.

17 (f) Whether the corporation is a Condominium Association as  
18 established under the Condominium Property Act, a Cooperative  
19 Housing Corporation defined in Section 216 of the Internal  
20 Revenue Code of 1954 or a Homeowner Association which  
21 administers a common-interest community as defined in  
22 subsection (c) of Section 9-102 of the Code of Civil Procedure.

23 (g) Such additional information as may be necessary or  
24 appropriate in order to enable the Secretary of State to  
25 administer this Act and to verify the proper amount of fees  
26 payable by the corporation.

27 Such annual report shall be made on forms prescribed and  
28 furnished by the Secretary of State, and the information  
29 therein required by subsections (a) to (d), both inclusive, of  
30 this Section, shall be given as of the date of the execution of  
31 the annual report. It shall be executed by the corporation by  
32 any authorized officer and verified by him or her, or, if the  
33 corporation is in the hands of a receiver or trustee, it shall  
34 be executed on behalf of the corporation and verified by such

1 receiver or trustee.

2 (Source: P.A. 92-33, eff. 7-1-01; 93-59, eff. 7-1-03.)

3 (805 ILCS 105/115.10) (from Ch. 32, par. 115.10)

4 Sec. 115.10. Fees for filing documents. The Secretary of  
5 State shall charge and collect for:

6 (a) Filing articles of incorporation, \$50.

7 (b) Filing articles of amendment, \$25, unless the amendment  
8 is a restatement of the articles of incorporation, in which  
9 case the fee shall be \$100.

10 (c) Filing articles of merger or consolidation, \$25.

11 (d) Filing articles of dissolution, \$5.

12 (e) Filing application to reserve a corporate name, \$25.

13 (f) Filing a notice of transfer or cancellation of a  
14 reserved corporate name, \$25.

15 (g) Filing statement of change of address of registered  
16 office or change of registered agent, or both, ~~if other than on~~  
17 ~~an annual report~~, \$5.

18 (h) Filing an application of a foreign corporation for  
19 authority to conduct affairs in this State, \$50.

20 (i) Filing an application of a foreign corporation for  
21 amended authority to conduct affairs in this State, \$25.

22 (j) Filing a copy of amendment to the articles of  
23 incorporation of a foreign corporation holding authority to  
24 conduct affairs in this State, \$25, unless the amendment is a  
25 restatement of the articles of incorporation, in which case the  
26 fee shall be \$100.

27 (k) Filing a copy of articles of merger of a foreign  
28 corporation holding authority to conduct affairs in this State,  
29 \$25.

30 (l) Filing an application for withdrawal and final report  
31 or a copy of articles of dissolution of a foreign corporation,  
32 \$5.

33 (m) Filing an annual report of a domestic or foreign

1 corporation, \$5.

2 (n) Filing an application for reinstatement of a domestic  
3 or a foreign corporation, \$25.

4 (o) Filing an application for use of an assumed corporate  
5 name, \$150 for each year or part thereof ending in 0 or 5, \$120  
6 for each year or part thereof ending in 1 or 6, \$90 for each  
7 year or part thereof ending in 2 or 7, \$60 for each year or part  
8 thereof ending in 3 or 8, \$30 for each year or part thereof  
9 ending in 4 or 9, and a renewal fee for each assumed corporate  
10 name, \$150.

11 (p) Filing an application for change or cancellation of an  
12 assumed corporate name, \$5.

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

16 (r) Filing an application for cancellation of a registered  
17 name of a foreign corporation, \$5.

18 (s) Filing a statement of correction, \$25.

19 (t) Filing an election to accept this Act, \$25.

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

21 (Source: P.A. 92-33, eff. 7-1-01; 92-651, eff. 7-11-02; 93-59,  
22 eff. 7-1-03.)

23 Section 15. The Limited Liability Company Act is amended by  
24 changing Sections 1-35, 35-40, 45-65, 50-10, and 50-15 and by  
25 adding Sections 1-36 and 1-37 as follows:

26 (805 ILCS 180/1-35)

27 Sec. 1-35. Registered office and registered agent.

28 (a) Each limited liability company and foreign limited  
29 liability company shall continuously maintain in this State a  
30 registered agent and registered office, which agent must be an  
31 individual resident of this State, a domestic corporation, or a  
32 foreign corporation having a place of business in, and

1 authorized to do business in, this State. If the agent is a  
2 corporation, the corporation must be authorized by its articles  
3 of incorporation to act as an agent.

4 (b) A limited liability company or foreign limited  
5 liability company may change its registered agent or the  
6 address of its registered office pursuant to Section 1-36 and  
7 the registered agent of a limited liability company or a  
8 foreign limited liability company may change the address of its  
9 registered office pursuant to Section 1-37 ~~5-15~~.

10 (c) The registered agent may at any time resign by filing  
11 in the Office of the Secretary of State written notice thereof  
12 and by mailing a copy thereof to the limited liability company  
13 or foreign limited liability company at its principal office as  
14 it is known to the resigning registered agent. The notice must  
15 be mailed at least 10 days before the date of filing thereof  
16 with the Secretary of State. The notice shall be executed by  
17 the registered agent, if an individual, or by a principal  
18 officer, if the registered agent is a corporation. The notice  
19 shall set forth all of the following:

20 (1) The name of the limited liability company for which  
21 the registered agent is acting.

22 (2) The name of the registered agent.

23 (3) The address, including street, number, city and  
24 county of the limited liability company's then registered  
25 office in this State.

26 (4) That the registered agent resigns.

27 (5) The effective date of the resignation, which shall  
28 not be sooner than 30 days after the date of filing.

29 (6) The address of the principal office of the limited  
30 liability company as it is known to the registered agent.

31 (7) A statement that a copy of the notice has been sent  
32 by registered or certified mail to the principal office of  
33 the limited liability company within the time and in the  
34 manner prescribed by this Section.



1 (d) A new registered agent must be placed on record within  
2 60 days after a registered agent's notice of resignation under  
3 this Section.

4 (Source: P.A. 90-424, eff. 1-1-98; 91-354, eff. 1-1-00.)

5 (805 ILCS 180/1-36 new)

6 Sec. 1-36. Change of registered office or registered agent.

7 (a) A domestic limited liability company or a foreign  
8 limited liability company may from time to time change the  
9 address of its registered office. A domestic limited liability  
10 company or a foreign limited liability company shall change its  
11 registered agent if the office of registered agent shall become  
12 vacant for any reason, or if its registered agent becomes  
13 disqualified or incapacitated to act.

14 (b) A domestic limited liability company or a foreign  
15 limited liability company may change the address of its  
16 registered office or change its registered agent, or both, by  
17 executing and filing, in duplicate, in accordance with Section  
18 5-45 of this Act a statement setting forth:

19 (1) The name of the limited liability company.

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

22 (3) If the address of its registered office be changed,  
23 the address, including street and number, or rural route  
24 number, to which the registered office is to be changed.

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

26 (5) If its registered agent be changed, the name of its  
27 successor registered agent.

28 (6) That the address of its registered office and the  
29 address of the business office of its registered agent, as  
30 changed, will be identical.

31 (7) That such change was authorized by resolution duly  
32 adopted by the members or managers.

33 (c) The change of address of the registered office, or the

1 change of registered agent, or both, as the case may be, shall  
2 become effective upon the filing of such statement by the  
3 Secretary of State.

4 (805 ILCS 180/1-37 new)

5 Sec. 1-37. Change of address of registered agent.

6 (a) A registered agent may change the address of the  
7 registered office of the domestic limited liability company or  
8 of the foreign limited liability company, for which he or she  
9 or it is a registered agent, to another address in this State,  
10 by filing, in duplicate, in accordance with Section 5-45 of  
11 this Act a statement setting forth:

12 (1) The name of the limited liability company.

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

15 (3) The address, including street and number, or rural  
16 route number, to which the registered office is to be  
17 changed.

18 (4) The name of its registered agent.

19 (5) That the address of its registered office and the  
20 address of the business office of its registered agent, as  
21 changed, will be identical.

22 Such statement shall be executed by the registered agent.

23 (b) The change of address of the registered office shall  
24 become effective upon the filing of such statement by the  
25 Secretary of State.

26 (805 ILCS 180/35-40)

27 Sec. 35-40. Reinstatement following administrative  
28 dissolution.

29 (a) A limited liability company administratively dissolved  
30 under Section 35-25 may be reinstated by the Secretary of State  
31 ~~within 5 years~~ following the date of issuance of the notice of  
32 dissolution upon ~~the occurrence of all of the following:~~

1 (1) The filing of an application for reinstatement.

2 (2) The filing with the Secretary of State by the  
3 limited liability company of all reports then due and  
4 theretofore becoming due.

5 (3) The payment to the Secretary of State by the  
6 limited liability company of all fees and penalties then  
7 due and theretofore becoming due.

8 (b) The application for reinstatement shall be executed and  
9 filed in duplicate in accordance with Section 5-45 of this Act  
10 and shall set forth all of the following:

11 (1) The name of the limited liability company at the  
12 time of the issuance of the notice of dissolution.

13 (2) If the name is not available for use as determined  
14 by the Secretary of State at the time of filing the  
15 application for reinstatement, the name of the limited  
16 liability company as changed, provided that any change of  
17 name is properly effected under Section 1-10 and Section  
18 5.25 ~~4-15~~ of this Act.

19 (3) The date of issuance of the notice of dissolution.

20 (4) The address, including street and number or rural  
21 route number of the registered office of the limited  
22 liability company upon reinstatement thereof and the name  
23 of its registered agent at that address upon the  
24 reinstatement of the limited liability company, provided  
25 that any change from either the registered office or the  
26 registered agent at the time of dissolution is properly  
27 reported under Section 1-35 of this Act.

28 (c) When a dissolved limited liability company has complied  
29 with the provisions of the Section, the Secretary of State  
30 shall file the application for reinstatement.

31 (d) Upon the filing of the application for reinstatement,  
32 the limited liability company existence shall be deemed to have  
33 continued without interruption from the date of the issuance of  
34 the notice of dissolution, and the limited liability company

1 shall stand revived with the powers, duties, and obligations as  
2 if it had not been dissolved; and all acts and proceedings of  
3 its members or managers, acting or purporting to act in that  
4 capacity, that would have been legal and valid but for the  
5 dissolution, shall stand ratified and confirmed.

6 (Source: P.A. 92-33, eff. 7-1-01.)

7 (805 ILCS 180/45-65)

8 Sec. 45-65. Reinstatement following revocation.

9 (a) A limited liability company whose admission has been  
10 revoked under Section 45-35 may be reinstated by the Secretary  
11 of State ~~within 5 years~~ following the date of issuance of the  
12 certificate of revocation upon ~~the occurrence of all of the~~  
13 ~~following:~~

14 (1) The filing of the application for reinstatement.

15 (2) The filing with the Secretary of State by the  
16 limited liability company of all reports then due and  
17 becoming due.

18 (3) The payment to the Secretary of State by the  
19 limited liability company of all fees and penalties then  
20 due and becoming due.

21 (b) The application for reinstatement shall be executed and  
22 filed in duplicate in accordance with Section 5-45 and shall  
23 set forth all of the following:

24 (1) The name of the limited liability company at the  
25 time of the issuance of the notice of revocation.

26 (2) If the name is not available for use as determined  
27 by the Secretary of State at the time of filing the  
28 application for reinstatement, the name of the limited  
29 liability company as changed, provided that any change is  
30 properly effected under Sections 1-10 and 45-25.

31 (3) The date of the issuance of the notice of  
32 revocation.

33 (4) The address, including street and number or rural

1 route number of the registered office of the limited  
2 liability company upon reinstatement and the name of its  
3 registered agent at that address upon the reinstatement of  
4 the limited liability company, provided that any change  
5 from either the registered office or the registered agent  
6 at the time of revocation is properly reported under  
7 Section 1-35.

8 (c) When a limited liability company whose admission has  
9 been revoked has complied with the provisions of this Section,  
10 the Secretary of State shall file the application for  
11 reinstatement.

12 (d) Upon the filing of the application for reinstatement:  
13 (i) the admission of the limited liability company to transact  
14 business in this State shall be deemed to have continued  
15 without interruption from the date of the issuance of the  
16 notice of revocation, (ii) the limited liability company shall  
17 stand revived with the powers, duties, and obligations as if  
18 its admission had not been revoked, and (iii) all acts and  
19 proceedings of its members or managers, acting or purporting to  
20 act in that capacity, that would have been legal and valid but  
21 for the revocation, shall stand ratified and confirmed.

22 (Source: P.A. 92-33, eff. 7-1-01.)

23 (805 ILCS 180/50-10)

24 Sec. 50-10. Fees.

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

28 (1) Fees for filing documents.

29 (2) Miscellaneous charges.

30 (3) Fees for the sale of lists of filings and for  
31 copies of any documents.

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

1 (1) Filing articles of organization ~~of limited~~  
2 ~~liability companies~~ (domestic), application for admission  
3 (foreign), and restated articles of organization  
4 (domestic), \$500.

5 (2) Filing amendments (domestic or foreign),<sup>+</sup>

6 ~~(A) For other than change of registered agent name~~  
7 ~~or registered office, or both,~~ \$150.

8 ~~(B) For the purpose of changing the registered~~  
9 ~~agent name or registered office, or both,~~ \$35.

10 (3) Filing articles of dissolution or application for  
11 withdrawal, \$100.

12 (4) Filing an application to reserve a name, \$300.

13 (5) Renewal fee for reserved name, \$100. ~~(Blank)~~.

14 (6) Filing a notice of a transfer of a reserved name,  
15 \$100.

16 (7) Registration of a name, \$300.

17 (8) Renewal of registration of a name, \$100.

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

25 (10) Filing an application for change of an assumed  
26 name, \$100.

27 (11) Filing an annual report of a limited liability  
28 company or foreign limited liability company, \$250, if  
29 filed as required by this Act, plus a penalty if  
30 delinquent.

31 (12) Filing an application for reinstatement of a  
32 limited liability company or foreign limited liability  
33 company \$500.

34 (13) Filing Articles of Merger, \$100 plus \$50 for each

1 party to the merger in excess of the first 2 parties.

2 (14) Filing an Agreement of Conversion or Statement of  
3 Conversion, \$100.

4 (15) Filing a statement of change of address of  
5 registered office or change of registered agent, or both,  
6 or filing a statement of correction, \$25.

7 (16) Filing a petition for refund, \$15.

8 (17) Filing any other document, \$100.

9 (c) The Secretary of State shall charge and collect all of  
10 the following:

11 (1) For furnishing a copy or certified copy of any  
12 document, instrument, or paper relating to a limited  
13 liability company or foreign limited liability company, or  
14 for a certificate, \$25 ~~\$1 per page, but not less than \$25,~~  
15 ~~and \$25 for the certificate and for affixing the seal~~  
16 ~~thereto.~~

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

19 (Source: P.A. 92-33, eff. 7-1-01; 93-32, eff. 12-1-03; 93-59,  
20 eff. 7-1-03; revised 9-5-03.)

21 (805 ILCS 180/50-15)

22 Sec. 50-15. Penalty.

23 (a) The Secretary of State shall declare any limited  
24 liability company or foreign limited liability company to be  
25 delinquent and not in good standing if any of the following  
26 occur:

27 (1) It has failed to file its annual report and pay the  
28 requisite fee as required by this Act before the first day  
29 of the anniversary month in the year in which it is due.

30 (2) It has failed to appoint and maintain a registered  
31 agent in Illinois within 60 days of notification of the  
32 Secretary of State by the resigning registered agent.

33 (3) (Blank).

1 (b) If the limited liability company or foreign limited  
2 liability company has not corrected the default within the time  
3 periods prescribed by this Act, the Secretary of State shall be  
4 empowered to invoke any of the following penalties:

5 (1) For failure or refusal to comply with subsection  
6 (a) of this Section within 60 days after the due date, a  
7 penalty of \$300 plus \$100 for each year or fraction thereof  
8 beginning with the second year of delinquency until  
9 returned to good standing or until reinstatement is  
10 effected.

11 (2) The Secretary of State shall not file any  
12 additional documents, amendments, reports, or other papers  
13 relating to any limited liability company or foreign  
14 limited liability company organized under or subject to the  
15 provisions of this Act until any delinquency under  
16 subsection (a) is satisfied.

17 (3) In response to inquiries received in the Office of  
18 the Secretary of State from any party regarding a limited  
19 liability company that is delinquent, the Secretary of  
20 State may show the limited liability company as not in good  
21 standing.

22 (Source: P.A. 93-32, eff. 12-1-03.)".