

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 Library Incorporation Act is amended by
5 changing Sections 3, 3.1, and 4 as follows:

6 (75 ILCS 60/3) (from Ch. 81, par. 34)

7 Sec. 3. Upon the filing in his office of such a statement
8 as above stated the Secretary of State shall issue to the
9 incorporators, under his signature and seal of State, articles
10 of incorporation comprised of a certificate, of which the above
11 stated statement ~~shall be a part,~~ declaring that the
12 organization of the corporation is completed. The
13 incorporators shall thereupon cause such articles of
14 incorporation certificate to be recorded in a proper record
15 book for the purpose in the office of the recorder of the
16 county in which the library is to be located; and thereupon the
17 corporation shall be deemed fully organized and may proceed to
18 carry out its corporate purposes, and may receive by
19 conveyance, from the trustees under the will, deed or other
20 instrument of donation, the property provided by will or
21 otherwise as above stated for the endowment of the library, and
22 may hold the same in whatever form it may have been received or
23 conveyed by the trustees until such form is changed by the

1 action of the said corporation.

2 (Source: P.A. 84-550.)

3 (75 ILCS 60/3.1) (from Ch. 81, par. 34.1)

4 Sec. 3.1. A corporation organized under this Act may amend
5 its articles of incorporation, from time to time, in any
6 respect which is consistent with this Act. An amendment shall
7 be adopted at a meeting of the board of trustees, managers or
8 directors upon receiving the vote of a majority of the
9 trustees, managers or directors in office. Any number of
10 amendments may be submitted and voted upon at any one meeting.

11 The articles of amendment shall be executed in duplicate by
12 the corporation by its secretary, or assistant secretary and by
13 one other officer, verified by either of the officers executing
14 such statement, and shall set forth:

15 (a) The name of the corporation;

16 (b) The amendment so adopted; and

17 (c) A statement of the date of the meeting of the board of
18 trustees, managers or directors at which the amendment was
19 adopted and of the fact that such amendment received the vote
20 of a majority of the trustees, managers or directors in office.

21 Duplicate originals of the articles of amendment shall be
22 delivered to the Secretary of State, who shall file one such
23 duplicate original in his office, and issue articles ~~a~~
24 ~~certificate~~ of amendment to which he shall affix the other
25 duplicate original. Such articles ~~certificate~~ of amendment,

1 with the duplicate original of the articles of amendment
2 affixed thereto by the Secretary of State, shall be returned to
3 the corporation or its representative and shall thereupon be
4 filed by the corporation for record in the office of the
5 recorder where the articles of incorporation are recorded.

6 Upon the issuance of the articles ~~certificate~~ of amendment
7 by the Secretary of State, the amendment shall become effective
8 and the articles of incorporation shall be deemed to be amended
9 accordingly. No amendment shall affect any existing cause of
10 action in favor of or against the corporation, or any pending
11 action to which such corporation shall be a party.

12 (Source: P.A. 83-358.)

13 (75 ILCS 60/4) (from Ch. 81, par. 35)

14 Sec. 4. Organizations formed under this Act shall be bodies
15 corporate and politic to be known under the names stated in the
16 respective ~~certificates or~~ articles of incorporation; and by
17 such corporate names they shall have and possess the ordinary
18 rights and incidents of corporations, and shall be capable of
19 taking, holding and disposing of real and personal estate for
20 all purposes of their organization. The provisions of any will,
21 deed or other instrument by which endowment is given to the
22 library and accepted by the trustees, managers or directors
23 shall, as to such endowment, be a part of the organic and
24 fundamental law of such corporation.

25 The trustees, managers or directors of any such corporation

1 shall compose its members, and shall not be less than 7 nor
2 more than 25 in number; shall elect the officers of the
3 corporation from their number; and shall have control and
4 management of its affairs and property; may accept donations,
5 and in their discretion hold the same in the form in which they
6 are given, for all purposes of science, literature and as are
7 germane to the object and purpose of the corporation. They may
8 fill by election, vacancies occurring in their own number by
9 death, incapacity, retirement or otherwise, and may make lawful
10 by-laws for the management of the corporation and of the
11 library, which by-laws shall set forth what officers there
12 shall be of the corporation, and shall define and prescribe
13 their respective duties. They may appoint and employ from time
14 to time such agents and employees as they may deem necessary
15 for the efficient administration and conduct of the library and
16 other affairs of the corporation. Whenever any trustee, manager
17 or director shall be elected to fill any vacancy, a certificate
18 under the seal of the corporation, giving the name of the
19 person elected, shall be recorded in the office of the recorder
20 of the county where the articles of incorporation are recorded.

21 Whenever, by the provisions of such will, deed or other
22 instrument by which an endowment is created, the institution
23 endowed is free and public, the library and other property of
24 such corporation shall be forever exempt from taxation.

25 The trustees, managers or directors of such corporation
26 shall, in the month of January in each year, cause to be made a

1 written report to the Secretary of State for the year ending on
2 the preceding December 31 of the condition of the library and
3 of the funds and other property of the corporation showing the
4 assets and investments of such corporation in detail.

5 This report shall be verified by the secretary, or by some
6 other responsible officer of such corporation. It shall contain
7 (1) an itemized statement of the various sums of money received
8 from the library fund and from other sources; (2) an itemized
9 statement of the objects and purposes for which those sums of
10 money have been expended; (3) a statement of the number of
11 books and periodicals available for use, and the number and
12 character thereof circulated; (4) a statement of the real and
13 personal property acquired by legacy, purchase, gift or
14 otherwise; (5) a statement of the character of any extensions
15 of library service which have been undertaken; (6) any other
16 statistics, information and suggestions that may be of
17 interest. A report shall also be filed, at the same time, with
18 the Illinois State Library.

19 (Source: P.A. 83-1362.)

20 Section 10. The State Housing Act is amended by changing
21 Sections 13, 15, and 16 as follows:

22 (310 ILCS 5/13) (from Ch. 67 1/2, par. 163)

23 Sec. 13. No housing corporation shall proceed to
24 dissolution except upon the approval of the Illinois Housing

1 Development Authority, and the distribution of assets in
2 dissolution shall be subject to the control and supervision of
3 the Illinois Housing Development Authority. No articles
4 ~~certificate~~ of dissolution shall be filed by the Secretary of
5 State unless it shall have endorsed thereon or be accompanied
6 by a certificate of the approval of the Illinois Housing
7 Development Authority.

8 (Source: P.A. 76-1176.)

9 (310 ILCS 5/15) (from Ch. 67 1/2, par. 165)

10 Sec. 15. Housing corporations organized on a
11 not-for-profit basis shall pay to the Secretary of State the
12 fee for filing articles of incorporation and all other fees so
13 specified in the General Not For Profit Corporation Act of
14 1986, ~~approved July 17, 1943~~, as heretofore and hereafter
15 amended. Housing corporations organized on a limited-dividend
16 basis shall pay to the Secretary of State the fee for filing
17 articles of incorporation and all other fees as specified in
18 the "Business Corporation Act of 1983", as amended.

19 (Source: P.A. 83-1362.)

20 (310 ILCS 5/16) (from Ch. 67 1/2, par. 166)

21 Sec. 16. Housing corporations organized on a
22 not-for-profit basis shall have the rights, privileges and
23 immunities of, and shall be subject to the provisions of, the
24 General Not For Profit Corporation Act of 1986, ~~approved July~~

1 ~~17, 1943,~~ as heretofore and hereafter amended, in so far as
2 such provisions are not inconsistent with the provisions of
3 this Act. Housing corporations organized on a limited-dividend
4 basis shall have the rights, privileges and immunities of, and
5 shall be subject to the provisions of, the "Business
6 Corporation Act of 1983", as heretofore and hereafter amended,
7 in so far as such provisions are not inconsistent with the
8 provisions of this Act.

9 (Source: P.A. 83-1362.)

10 Section 15. The Neighborhood Redevelopment Corporation Law
11 is amended by changing Sections 8 and 9 as follows:

12 (315 ILCS 20/8) (from Ch. 67 1/2, par. 258)

13 Sec. 8. Filing-Issuance of articles ~~certificate~~ of
14 incorporation.

15 Duplicate originals of the statement prescribed by Section
16 7 of this Act shall be filed in the office of the Secretary of
17 State, on forms prescribed and furnished by the Secretary of
18 State.

19 If the Secretary of State finds that such statement is in
20 conformity with the provisions of Section 7 of this Act, he
21 shall, when all franchise taxes, fees, and charges have been
22 paid:

23 (1) Endorse on each of such duplicate originals the word
24 "Filed," and the month, day, and year of the filing thereof.

1 (2) File one of such duplicate originals in his office.

2 (3) Issue to the incorporators the duplicate original of
3 the articles ~~a certificate~~ of incorporation to which he shall
4 affix the other duplicate original.

5 (Source: Laws 1941, vol. 1, p. 431.)

6 (315 ILCS 20/9) (from Ch. 67 1/2, par. 259)

7 Sec. 9. Powers of neighborhood redevelopment corporations.

8 Every corporation organized under this Act shall, subject
9 to the conditions and limitations prescribed by this Act, have
10 the following rights, powers and privileges:

11 (1) To have succession by its corporate name for the period
12 limited in its articles ~~certificate~~ of incorporation;
13 Provided, that in no instance shall corporate succession exceed
14 sixty years.

15 (2) To sue and be sued in its corporate name.

16 (3) To have and use a common seal and alter it at pleasure.

17 (4) To have a capital stock of such an amount and divided
18 into shares as may be provided in the articles ~~certificate~~ of
19 incorporation, or any amendment thereof, subject to the
20 conditions prescribed by Section 7 of this Act; Provided, that
21 the issuance of the shares of stock of every corporation
22 organized under this Act shall be subject to supervision and
23 regulation of the Redevelopment Commission, as in this Act
24 provided.

25 (5) To acquire, own, use, convey and otherwise dispose of

1 and deal in Real Property, however acquired, subject to the
2 conditions and restrictions of this Act; Provided, that no
3 single sale, mortgage, lease or conveyance of two-thirds or
4 more of the corporate assets shall be made, except within a
5 period of one year immediately preceding the expiration by
6 lapse of time of the corporate charter, without the consent of
7 the holders of two-thirds of all the outstanding capital stock
8 of the corporation at any annual meeting or at any special
9 meeting called for that purpose; Provided further, that no Real
10 Property shall ever be acquired, owned or used by such
11 corporation outside its Development Area.

12 (6) To borrow money for its corporate purposes at such rate
13 of interest as the corporation may determine, subject to the
14 approval of the Redevelopment Commission as in this Act
15 provided; and to mortgage or pledge its property, both real and
16 personal, to secure the payment thereof.

17 (7) To elect officers, appoint agents, define their duties
18 and fix their compensation.

19 (8) Subject to the provisions of this Act, to acquire Real
20 Property by exercise of the power of eminent domain in the
21 manner provided by the general laws of the State relating
22 thereto.

23 (9) To make and alter by-laws, not inconsistent with its
24 articles of incorporation or with the laws of this State, for
25 the administration and regulation of the affairs of the
26 corporation.

1 (10) To conduct business in this State, subject to the
2 provisions of this Act.

3 (11) To cease doing business and to surrender its charter.

4 (12) To have and exercise all the powers necessary and
5 convenient to carry into effect the purposes for which the
6 corporation is formed.

7 (Source: Laws 1941, vol. 1, p. 431.)

8 Section 20. The Business Corporation Act of 1983 is amended
9 by changing Sections 4.10, 4.20, 11.37, 12.50, 15.45, and 15.90
10 as follows:

11 (805 ILCS 5/4.10) (from Ch. 32, par. 4.10)

12 Sec. 4.10. Reserved name. The exclusive right to the use of
13 a corporate name or an assumed corporate name, as the case may
14 be, may be reserved by:

15 (a) Any person intending to organize a corporation under
16 this Act.

17 (b) Any domestic corporation intending to change its name.

18 (c) Any foreign corporation intending to make application
19 for ~~a certificate of~~ authority to transact business in this
20 State.

21 (d) Any foreign corporation authorized to transact
22 business in this State and intending to change its name.

23 (e) Any person intending to organize a foreign corporation
24 and intending to have such corporation make application for a

1 ~~certificate of~~ authority to transact business in this State.

2 (f) Any domestic corporation intending to adopt an assumed
3 corporate name.

4 (g) Any foreign corporation authorized to transact
5 business in this State and intending to adopt an assumed
6 corporate name.

7 Such reservation shall be made by filing in the office of
8 the Secretary of State an application to reserve a specified
9 corporate name or a specified assumed corporate name, executed
10 by the applicant. If the Secretary of State finds that such
11 name is available for corporate use, he or she shall reserve
12 the same for the exclusive use of such applicant for a period
13 of ninety days or until surrendered by a written cancellation
14 document signed by the applicant, whichever is sooner.

15 The right to the exclusive use of a specified corporate
16 name or assumed corporate name so reserved may be transferred
17 to any other person by filing in the office of the Secretary of
18 State a notice of such transfer, executed by the person for
19 whom such name was reserved, and specifying the name and
20 address of the transferee.

21 The Secretary of State may revoke any reservation if, after
22 a hearing, he or she finds that the application therefor or any
23 transfer thereof was made contrary to this Act.

24 (Source: P.A. 93-59, eff. 7-1-03.)

25 (805 ILCS 5/4.20) (from Ch. 32, par. 4.20)

1 Sec. 4.20. Change and cancellation of assumed corporate
2 name.

3 (a) Any domestic or foreign corporation may, pursuant to
4 resolution by its board of directors, change or cancel any or
5 all of its assumed corporate names by executing and filing, in
6 accordance with Section 1.10 of this Act, an application
7 setting forth:

8 (1) The true corporate name.

9 (2) The state or country under the laws of which it is
10 organized.

11 (3) That it intends to cease transacting business under
12 an assumed corporate name by changing or cancelling it.

13 (4) The assumed corporate name to be changed from or
14 cancelled.

15 (5) If the assumed corporate name is to be changed, the
16 assumed corporate name that the corporation proposes to
17 use.

18 (b) Upon the filing of an application to change an assumed
19 corporate name, the corporation shall have the right to use the
20 assumed corporate name for the balance of the period authorized
21 by subsection (d) of Section 4.15.

22 (c) The right to use an assumed corporate name shall be
23 cancelled by the Secretary of State:

24 (1) If the corporation fails to renew an assumed
25 corporate name.

26 (2) If the corporation has filed an application to

1 change or cancel an assumed corporate name.

2 (3) If a domestic corporation has been dissolved.

3 (4) If a foreign corporation has had its ~~certificate of~~
4 authority to do business in this State revoked.

5 (Source: P.A. 87-516.)

6 (805 ILCS 5/11.37) (from Ch. 32, par. 11.37)

7 Sec. 11.37. Merger or consolidation of domestic or foreign
8 corporations and domestic not for profit corporations.

9 (a) One or more domestic corporations or one or more
10 foreign corporations may merge into a domestic not for profit
11 corporation subject to the provisions of the General Not For
12 Profit Corporation Act of 1986, as amended, provided that in
13 the case of a foreign corporation for profit, such merger is
14 permitted by the laws of the State or country under which such
15 foreign corporation for profit is organized.

16 (b) Each domestic corporation shall comply with the
17 provisions of this Act with respect to the merger of domestic
18 corporations, each domestic not for profit corporation shall
19 comply with the provisions of the General Not For Profit
20 Corporation Act of 1986, as amended. With respect to merger of
21 domestic not for profit corporations, each foreign corporation
22 for profit shall comply with the laws of the state or country
23 under which it is organized, and each foreign corporation for
24 profit having ~~a certificate of~~ authority to transact business
25 in this State under the provisions of this Act shall comply

1 with the provisions of this Act with respect to merger of
2 foreign corporations for profit.

3 (c) The plan of merger shall set forth, in addition to all
4 matters required by Section 11.05 of this Act, the manner and
5 basis of converting shares of each merging domestic or foreign
6 corporation for profit into membership or other interests of
7 the surviving domestic not for profit corporation, or into
8 cash, or into property, or into any combination of the
9 foregoing.

10 (d) The effect of a merger under this Section shall be the
11 same as in the case of a merger of domestic corporations as set
12 forth in subsection (a) of Section 11.50 of this Act.

13 (e) When such merger has been effected, the shares of the
14 corporation or corporations to be converted under the terms of
15 the plan cease to exist. The holders of those shares are
16 entitled only to the membership or other interests, cash, or
17 other property or combination thereof, into which those shares
18 have been converted in accordance with the plan, subject to any
19 dissenters' rights under Section 11.70 of this Act.

20 (Source: P.A. 93-59, eff. 7-1-03.)

21 (805 ILCS 5/12.50) (from Ch. 32, par. 12.50)

22 Sec. 12.50. Grounds for judicial dissolution in actions by
23 nonshareholders.

24 (a) A Circuit Court may dissolve a corporation:

25 (1) In an action by the Attorney General, if it is

1 established that:

2 (i) The corporation filed its articles ~~obtained~~
3 ~~its certificate~~ of incorporation through fraud; or

4 (ii) The corporation has continued to exceed or
5 abuse the authority conferred upon it by law, or has
6 continued to violate the law, after notice of the same
7 has been given to such corporation, either personally
8 or by registered mail; or

9 (iii) Any interrogatory propounded by the
10 Secretary of State to the corporation, its officers or
11 directors, as provided in this Act, has been answered
12 falsely or has not been answered fully within 30 days
13 after the mailing of such interrogatories by the
14 Secretary of State or within such extension of time as
15 shall have been authorized by the Secretary of State.

16 (2) In an action by a creditor, if it is established
17 that:

18 (i) The creditor's claim has been reduced to
19 judgment, a copy of the judgment has been returned
20 unsatisfied, and the corporation is insolvent; or

21 (ii) The corporation has admitted in writing that
22 the creditor's claim is due and owing, and the
23 corporation is insolvent.

24 (3) In an action by the corporation to dissolve under
25 court supervision, if it is established that dissolution is
26 reasonably necessary because the business of the

1 corporation can no longer be conducted to the general
2 advantage of its shareholders.

3 (b) As an alternative to dissolution, the court may order
4 any of the other remedies contained in subsection (b) of
5 Section 12.55.

6 (Source: P.A. 89-169, eff. 7-19-95; 89-364, eff. 8-18-95.)

7 (805 ILCS 5/15.45) (from Ch. 32, par. 15.45)

8 Sec. 15.45. Rate of franchise taxes payable by domestic
9 corporations.

10 (a) The annual franchise tax payable by each domestic
11 corporation shall be computed at the rate of 1/12 of 1/10 of 1%
12 for each calendar month or fraction thereof for the period
13 commencing on the first day of July 1983 to the first day of
14 the anniversary month in 1984, but in no event shall the amount
15 of the annual franchise tax be less than \$2.08333 per month
16 assessed on a minimum of \$25 per annum or more than
17 \$83,333.333333 per month; commencing on January 1, 1984 to the
18 first day of the anniversary month in 2004, the annual
19 franchise tax payable by each domestic corporation shall be
20 computed at the rate of 1/10 of 1% for the 12-months' period
21 commencing on the first day of the anniversary month or, in
22 cases where a corporation has established an extended filing
23 month, the extended filing month of the corporation, but in no
24 event shall the amount of the annual franchise tax be less than
25 \$25 nor more than \$1,000,000 per annum; commencing with the

1 first anniversary month that occurs after December, 2003, the
2 annual franchise tax payable by each domestic corporation shall
3 be computed at the rate of 1/10 of 1% for the 12-months' period
4 commencing on the first day of the anniversary month or, in
5 cases where a corporation has established an extended filing
6 month, the extended filing month of the corporation, but in no
7 event shall the amount of the annual franchise tax be less than
8 \$25 nor more than \$2,000,000 per annum.

9 (b) The annual franchise tax payable by each domestic
10 corporation at the time of filing a statement of election and
11 interim annual report in connection with an anniversary month
12 prior to January, 2004 shall be computed at the rate of 1/10 of
13 1% for the 12 month period commencing on the first day of the
14 anniversary month of the corporation next following such
15 filing, but in no event shall the amount of the annual
16 franchise tax be less than \$25 nor more than \$1,000,000 per
17 annum; commencing with the first anniversary month that occurs
18 after December, 2003, the annual franchise tax payable by each
19 domestic corporation at the time of filing a statement of
20 election and interim annual report shall be computed at the
21 rate of 1/10 of 1% for the 12-month period commencing on the
22 first day of the anniversary month of the corporation next
23 following such filing, but in no event shall the amount of the
24 annual franchise tax be less than \$25 nor more than \$2,000,000
25 per annum.

26 (c) The annual franchise tax payable at the time of filing

1 the final transition annual report in connection with an
2 anniversary month prior to January, 2004 shall be an amount
3 equal to (i) $1/12$ of $1/10$ of 1% per month of the proportion of
4 paid-in capital represented in this State as shown in the final
5 transition annual report multiplied by (ii) the number of
6 months commencing with the anniversary month next following the
7 filing of the statement of election until, but excluding, the
8 second extended filing month, less the annual franchise tax
9 theretofore paid at the time of filing the statement of
10 election, but in no event shall the amount of the annual
11 franchise tax be less than \$2.08333 per month assessed on a
12 minimum of \$25 per annum or more than \$83,333.333333 per month;
13 commencing with the first anniversary month that occurs after
14 December, 2003, the annual franchise tax payable at the time of
15 filing the final transition annual report shall be an amount
16 equal to (i) $1/12$ of $1/10$ of 1% per month of the proportion of
17 paid-in capital represented in this State as shown in the final
18 transition annual report multiplied by (ii) the number of
19 months commencing with the anniversary month next following the
20 filing of the statement of election until, but excluding, the
21 second extended filing month, less the annual franchise tax
22 theretofore paid at the time of filing the statement of
23 election, but in no event shall the amount of the annual
24 franchise tax be less than \$2.08333 per month assessed on a
25 minimum of \$25 per annum or more than \$166,666.666666 per
26 month.

1 (d) The initial franchise tax payable after January 1,
2 1983, but prior to January 1, 1991, by each domestic
3 corporation shall be computed at the rate of 1/10 of 1% for the
4 12 months' period commencing on the first day of the
5 anniversary month in which the articles of incorporation are
6 filed by ~~certificate of incorporation is issued to~~ the
7 corporation under Section 2.10 of this Act, but in no event
8 shall the franchise tax be less than \$25 nor more than
9 \$1,000,000 per annum. The initial franchise tax payable on or
10 after January 1, 1991, but prior to January 1, 2004, by each
11 domestic corporation shall be computed at the rate of 15/100 of
12 1% for the 12 month period commencing on the first day of the
13 anniversary month in which the articles of incorporation are
14 filed in accordance with Section 2.10 of this Act, but in no
15 event shall the initial franchise tax be less than \$25 nor more
16 than \$1,000,000 per annum plus 1/20th of 1% of the basis
17 therefor. The initial franchise tax payable on or after January
18 1, 2004, by each domestic corporation shall be computed at the
19 rate of 15/100 of 1% for the 12-month period commencing on the
20 first day of the anniversary month in which the articles of
21 incorporation are filed in accordance with Section 2.10 of this
22 Act, but in no event shall the initial franchise tax be less
23 than \$25 nor more than \$2,000,000 per annum plus 1/10th of 1%
24 of the basis therefor.

25 (e) Each additional franchise tax payable by each domestic
26 corporation for the period beginning January 1, 1983 through

1 December 31, 1983 shall be computed at the rate of 1/12 of 1/10
2 of 1% for each calendar month or fraction thereof, between the
3 date of each respective increase in its paid-in capital and its
4 anniversary month in 1984; thereafter until the last day of the
5 month that is both after December 31, 1990 and the third month
6 immediately preceding the anniversary month in 1991, each
7 additional franchise tax payable by each domestic corporation
8 shall be computed at the rate of 1/12 of 1/10 of 1% for each
9 calendar month, or fraction thereof, between the date of each
10 respective increase in its paid-in capital and its next
11 anniversary month; however, if the increase occurs within the 2
12 month period immediately preceding the anniversary month, the
13 tax shall be computed to the anniversary month of the next
14 succeeding calendar year. Commencing with increases in paid-in
15 capital that occur subsequent to both December 31, 1990 and the
16 last day of the third month immediately preceding the
17 anniversary month in 1991, the additional franchise tax payable
18 by a domestic corporation shall be computed at the rate of
19 15/100 of 1%.

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

21 (805 ILCS 5/15.90) (from Ch. 32, par. 15.90)

22 Sec. 15.90. Statute of limitations.

23 (a) Except as otherwise provided in this Section and
24 notwithstanding anything to the contrary contained in any other
25 Section of this Act, no domestic corporation or foreign

1 corporation shall be obligated to pay any annual franchise tax,
2 fee, or penalty or interest thereon imposed under this Act, nor
3 shall any administrative or judicial sanction (including
4 dissolution) be imposed or enforced nor access to the courts of
5 this State be denied based upon nonpayment thereof more than 7
6 years after the date of filing the annual report with respect
7 to the period during which the obligation for the tax, fee,
8 penalty or interest arose, unless (1) within that 7 year period
9 the Secretary of State sends a written notice to the
10 corporation to the effect that (A) administrative or judicial
11 action to dissolve the corporation or revoke its ~~certificate of~~
12 authority for nonpayment of a tax, fee, penalty or interest has
13 been commenced; or (B) the corporation has submitted a report
14 but has failed to pay a tax, fee, penalty or interest required
15 to be paid therewith; or (C) a report with respect to an event
16 or action giving rise to an obligation to pay a tax, fee,
17 penalty or interest is required but has not been filed, or has
18 been filed and is in error or incomplete; or (2) the annual
19 report by the corporation was filed with fraudulent intent to
20 evade taxes payable under this Act. A corporation nonetheless
21 shall be required to pay all taxes that would have been payable
22 during the most recent 7 year period due to a previously
23 unreported increase in paid-in capital that occurred prior to
24 that 7 year period and interest and penalties thereon for that
25 period, except that, from February 1, 2008 through March 15,
26 2008, with respect to any corporation that participates in the

1 Franchise Tax and License Fee Amnesty Act of 2007, the
2 corporation shall be only required to pay all taxes that would
3 have been payable during the most recent 4 year period due to a
4 previously unreported increase in paid-in capital that
5 occurred prior to that 7 year period.

6 (b) If within 2 years following a change in control of a
7 corporation the corporation voluntarily pays in good faith all
8 known obligations of the corporation imposed by this Article 15
9 with respect to reports that were required to have been filed
10 since the beginning of the 7 year period ending on the
11 effective date of the change in control, no action shall be
12 taken to enforce or collect obligations of that corporation
13 imposed by this Article 15 with respect to reports that were
14 required to have been filed prior to that 7 year period
15 regardless of whether the limitation period set forth in
16 subsection (a) is otherwise applicable. For purposes of this
17 subsection (b), a change in control means a transaction, or a
18 series of transactions consummated within a period of 180
19 consecutive days, as a result of which a person which owned
20 less than 10% of the shares having the power to elect directors
21 of the corporation acquires shares such that the person becomes
22 the holder of 80% or more of the shares having such power. For
23 purposes of this subsection (b) a person means any natural
24 person, corporation, partnership, trust or other entity
25 together with all other persons controlled by, controlling or
26 under common control with such person.

1 (c) Except as otherwise provided in this Section and
2 notwithstanding anything to the contrary contained in any other
3 Section of this Act, no foreign corporation that has not
4 previously obtained ~~a certificate of~~ authority under this Act
5 shall, upon voluntary application for ~~a certificate of~~
6 authority filed with the Secretary of State prior to January 1,
7 2001, be obligated to pay any tax, fee, penalty, or interest
8 imposed under this Act, nor shall any administrative or
9 judicial sanction be imposed or enforced based upon nonpayment
10 thereof with respect to a period during which the obligation
11 arose that is prior to January 1, 1993 unless (1) prior to
12 receipt of the application for ~~a certificate of~~ authority the
13 Secretary of State had sent written notice to the corporation
14 regarding its failure to obtain an application for a
15 ~~certificate of~~ authority, (2) the corporation had submitted an
16 application for ~~a certificate of~~ authority previously but had
17 failed to pay any tax, fee, penalty or interest to be paid
18 therewith, or (3) the application for ~~a certificate of~~
19 authority was submitted by the corporation with fraudulent
20 intent to evade taxes payable under this Act. A corporation
21 nonetheless shall be required to pay all taxes and fees due
22 under this Act that would have been payable since January 1,
23 1993 as a result of commencing the transaction of its business
24 in this State and interest thereon for that period.

25 (Source: P.A. 95-233, eff. 8-16-07; 95-707, eff. 1-11-08.)

1 Section 25. The General Not For Profit Corporation Act of
2 1986 is amended by changing Sections 101.70, 104.05, 104.20,
3 112.50, 113.20, 113.55, and 113.70 as follows:

4 (805 ILCS 105/101.70) (from Ch. 32, par. 101.70)

5 Sec. 101.70. Application of Act. (a) Except as otherwise
6 provided in this Act, the provisions of this Act relating to
7 domestic corporations shall apply to:

8 (1) All corporations organized hereunder;

9 (2) All corporations heretofore organized under the
10 "General Not for Profit Corporation Act", approved July 17,
11 1943, as amended;

12 (3) All not-for-profit corporations heretofore organized
13 under Sections 29 to 34, inclusive, of an Act entitled "An Act
14 Concerning Corporations" approved April 18, 1872, in force July
15 1, 1872, as amended;

16 (4) Each not-for-profit corporation, without shares or
17 capital stock, heretofore organized under any general law or
18 created by Special Act of the Legislature of this State for a
19 purpose or purposes for which a corporation may be organized
20 under this Act, but not otherwise entitled to the rights,
21 privileges, immunities and franchises provided by this Act,
22 which shall elect to accept this Act as hereinafter provided;
23 and

24 (5) Each corporation having shares or capital stock,
25 heretofore organized under any general law or created by

1 Special Act of the Legislature of this State prior to the
2 adoption of the Constitution of 1870, for a purpose or purposes
3 for which a corporation may be organized under this Act, which
4 shall elect to accept this Act as hereinafter provided.

5 (b) Except as otherwise provided by this Act, the
6 provisions of this Act relating to foreign corporations shall
7 apply to:

8 (1) All foreign corporations which procure ~~a certificate of~~
9 authority hereunder to conduct affairs in this State;

10 (2) All foreign corporations heretofore having ~~a~~
11 ~~certificate of~~ authority to conduct affairs in this State under
12 the "General Not for Profit Corporation Act", approved July 17,
13 1943, as amended; and

14 (3) All foreign not-for-profit corporations conducting
15 affairs in this State for a purpose or purposes for which a
16 corporation might be organized under this Act.

17 (c) The provisions of subsection (b) of Section 110.05 of
18 this Act relating to revival of the articles of incorporation
19 and extension of the period of corporate duration of a domestic
20 corporation shall apply to all corporations organized under the
21 "General Not for Profit Corporation Act", approved July 17,
22 1943, as amended, and whose period of duration has expired.

23 (d) The provisions of Section 112.45 of this Act relating
24 to reinstatement following administrative dissolution of a
25 domestic corporation shall apply to all corporations
26 involuntarily dissolved after June 30, 1974, by the Secretary

1 of State, pursuant to Section 50a of the "General Not for
2 Profit Corporation Act", approved July 17, 1943, as amended.

3 (e) The provisions of Section 113.60 of this Act relating
4 to reinstatement following revocation of ~~the certificate of~~
5 authority of a foreign corporation shall apply to all foreign
6 corporations which had their ~~certificates of~~ authority revoked
7 by the Secretary of State pursuant to Section 84 or Section 84a
8 of the "General Not for Profit Corporation Act", approved July
9 17, 1943, as amended.

10 (Source: P.A. 84-1423.)

11 (805 ILCS 105/104.05) (from Ch. 32, par. 104.05)

12 Sec. 104.05. Corporate name of domestic or foreign
13 corporation.

14 (a) The corporate name of a domestic corporation or of a
15 foreign corporation organized, existing or subject to the
16 provisions of this Act:

17 (1) May contain, separate and apart from any other word
18 or abbreviation in such name, the word "corporation,"
19 "company," "incorporated," or "limited," or an
20 abbreviation of one of such words;

21 (2) Must end with the letters "NFP" if the corporate
22 name contains any word or phrase which indicates or implies
23 that the corporation is organized for any purpose other
24 than a purpose for which corporations may be organized
25 under this Act or a purpose other than a purpose set forth

1 in the corporation's articles of incorporation;

2 (3) Shall be distinguishable upon the records in the
3 ~~the~~ office of the Secretary of State from the name or
4 assumed name of any domestic corporation or limited
5 liability company organized under the Limited Liability
6 Company Act, whether for profit or not for profit, existing
7 under any Act of this State or the name or assumed name of
8 any foreign corporation or foreign limited liability
9 company registered under the Limited Liability Company
10 Act, whether for profit or not for profit, authorized to
11 transact business or conduct affairs in this State, or a
12 name the exclusive right to which is, at the time, reserved
13 or registered in the manner provided in this Act or Section
14 1-15 of the Limited Liability Company Act, except that,
15 subject to the discretion of the Secretary of State, a
16 foreign corporation that has a name prohibited by this
17 paragraph may be granted ~~issued a certificate of~~ authority
18 to conduct its affairs in this State, if the foreign
19 corporation:

20 (i) Elects to adopt an assumed corporation name or
21 names in accordance with Section 104.15 of this Act;
22 and

23 (ii) Agrees in its application for ~~a certificate of~~
24 authority to conduct affairs in this State only under
25 such assumed corporate name or names;

26 (4) Shall not contain a word or phrase, or an

1 abbreviation or derivation thereof, the use of which is
2 prohibited or restricted by any other statute of this State
3 unless such restriction has been complied with;

4 (5) Shall consist of letters of the English alphabet,
5 Arabic or Roman numerals, or symbols capable of being
6 readily reproduced by the office of the Secretary of State;

7 (6) Shall not contain the words "regular democrat,"
8 "regular democratic," "regular republican," "democrat,"
9 "democratic," or "republican," nor the name of any other
10 established political party, unless consent to usage of
11 such words or name is given to the corporation by the State
12 central committee of such established political party;
13 notwithstanding any other provisions of this Act, any
14 corporation, whose name at the time this amendatory Act
15 takes effect contains any of the words listed in this
16 paragraph shall certify to the Secretary of State no later
17 than January 1, 1989, that consent has been given by the
18 State central committee; consent given to a corporation by
19 the State central committee to use the above listed words
20 may be revoked upon notification to the corporation and the
21 Secretary of State; and

22 (7) Shall be the name under which the corporation shall
23 conduct affairs in this State unless the corporation shall
24 also elect to adopt an assumed corporate name or names as
25 provided in this Act; provided, however, that the
26 corporation may use any divisional designation or trade

1 name without complying with the requirements of this Act,
2 provided the corporation also clearly discloses its
3 corporate name.

4 (b) The Secretary of State shall determine whether a name
5 is "distinguishable" from another name for purposes of this
6 Act. Without excluding other names which may not constitute
7 distinguishable names in this State, a name is not considered
8 distinguishable, for purposes of this Act, solely because it
9 contains one or more of the following:

10 (1) The word "corporation," "company," "incorporated,"
11 or "limited" or an abbreviation of one of such words;

12 (2) Articles, conjunctions, contractions,
13 abbreviations, different tenses or number of the same word.

14 (c) Nothing in this Section or Sections 104.15 or 104.20 of
15 this Act shall:

16 (1) Require any domestic corporation existing or any
17 foreign corporation having ~~a certificate of~~ authority to
18 conduct affairs on the effective date of this Act, to
19 modify or otherwise change its corporate name or assumed
20 corporate name, if any; or

21 (2) Abrogate or limit the common law or statutory law
22 of unfair competition or unfair trade practices, nor
23 derogate from the common law or principles of equity or the
24 statutes of this State or of the United States with respect
25 to the right to acquire and protect copyrights, trade
26 names, trade marks, service names, service marks, or any

1 other right to the exclusive use of name or symbols.

2 (Source: P.A. 92-33, eff. 7-1-01; revised 10-28-08.)

3 (805 ILCS 105/104.20) (from Ch. 32, par. 104.20)

4 Sec. 104.20. Change and cancellation of assumed corporate
5 name. (a) Any domestic or foreign corporation may, pursuant to
6 resolution by its board of directors, change or cancel any or
7 all of its assumed corporate names by executing and filing, in
8 accordance with Section 101.10 of this Act, an application
9 setting forth:

10 (1) The true corporate name;

11 (2) The state or country under the laws of which it is
12 organized;

13 (3) That it intends to cease conducting affairs under an
14 assumed corporate name by changing or canceling it;

15 (4) The assumed corporate name to be changed from or
16 cancelled;

17 (5) If the assumed corporate name is to be changed, the
18 assumed corporate name which the corporation proposes to use.

19 (b) Upon the filing of an application to change an assumed
20 corporate name, the corporation shall have the right to use
21 such assumed corporate name for the period authorized by
22 subsection (d) of Section 104.15 of this Act.

23 (c) The right to use an assumed corporate name shall be
24 cancelled by the Secretary of State:

25 (1) If the corporation fails to renew an assumed corporate

1 name;

2 (2) If the corporation has filed an application to change
3 or cancel an assumed corporate name;

4 (3) If a domestic corporation has been dissolved;

5 (4) If a foreign corporation has had its ~~certificate of~~
6 authority to conduct affairs in this State revoked.

7 (Source: P.A. 85-1269.)

8 (805 ILCS 105/112.50) (from Ch. 32, par. 112.50)

9 Sec. 112.50. Grounds for judicial dissolution. A Circuit
10 Court may dissolve a corporation:

11 (a) In an action by the Attorney General, if it is
12 established that:

13 (1) The corporation filed its articles ~~obtained its~~
14 ~~certificate~~ of incorporation through fraud; or

15 (2) The corporation has continued to exceed or abuse the
16 authority conferred upon it by law, or has continued to violate
17 the law, after notice of the same has been given to such
18 corporation, either personally or by registered mail; or

19 (3) Any interrogatory propounded by the Secretary of State
20 to the corporation, its officers or directors, as provided in
21 this Act, has been answered falsely or has not been answered
22 fully within 30 days after the mailing of such interrogatories
23 by the Secretary of State or within such extension of time as
24 shall have been authorized by the Secretary of State;

25 (4) The corporation has solicited money and failed to use

1 the money for the purpose which it was solicited, or has
2 fraudulently solicited money or fraudulently used the money
3 solicited; or

4 (5) The corporation has substantially and willfully
5 violated the provisions of the Consumer Fraud and Deceptive
6 Business Practices Act.

7 (b) In an action by a member entitled to vote, or a
8 director, if it is established that:

9 (1) The directors are deadlocked, whether because of even
10 division in the number thereof or because of greater than
11 majority voting requirements in the articles of incorporation
12 or the bylaws, in the management of the corporate affairs; the
13 members are unable to break the deadlock; and irreparable
14 injury to the corporation is thereby caused or threatened;

15 (2) The directors or those in control of the corporation
16 have acted, are acting, or will act in a manner that is
17 illegal, oppressive or fraudulent;

18 (3) The corporate assets are being misapplied or wasted; or

19 (4) The corporation is unable to carry out its purposes.

20 (c) In an action by a creditor, if it is established that:

21 (1) The creditor's claim has been reduced to judgment, the
22 judgment has been returned unsatisfied, and the corporation is
23 insolvent; or

24 (2) The corporation has admitted in writing that the
25 creditor's claim is due and owing, and the corporation is
26 insolvent.

1 (d) In an action by the corporation to dissolve under court
2 supervision, if it is established that the corporation is
3 unable to carry out its purposes.

4 (Source: P.A. 84-1423.)

5 (805 ILCS 105/113.20) (from Ch. 32, par. 113.20)

6 Sec. 113.20. Effect of ~~certificate of~~ authority. Upon the
7 filing of the application for authority by the Secretary of
8 State, the corporation shall have the right to conduct affairs
9 in this State for those purposes set forth in its application,
10 subject, however, to the right of this State to revoke such
11 right to conduct affairs in this State as provided in this Act.

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

13 (805 ILCS 105/113.55) (from Ch. 32, par. 113.55)

14 Sec. 113.55. Procedure for revocation of ~~certificate of~~
15 authority.

16 (a) After the Secretary of State determines that one or
17 more grounds exist under Section 113.50 of this Act for the
18 revocation of authority of a foreign corporation, he or she
19 shall send by regular mail to each delinquent corporation a
20 Notice of Delinquency to its registered office, or, if the
21 corporation has failed to maintain a registered office, then to
22 the president or other principal officer at the last known
23 office of said officer.

24 (b) If the corporation does not correct the default within

1 90 days following such notice, the Secretary of State shall
2 thereupon revoke the authority of the corporation by issuing a
3 certificate of revocation that recites the grounds for
4 revocation and its effective date. The Secretary of State shall
5 file the original of the certificate in his or her office, mail
6 one copy to the corporation at its registered office or, if the
7 corporation has failed to maintain a registered office, then to
8 the president or other principal officer at the last known
9 office of said officer, and file one copy for record in the
10 office of the Recorder of the county in which the registered
11 office of the corporation in this State is situated, to be
12 recorded by such Recorder. The Recorder shall submit for
13 payment, on a quarterly basis, to the Secretary of State the
14 amount of filing fees incurred.

15 (c) Upon the issuance of the certificate of revocation, the
16 authority of the corporation to conduct affairs in this State
17 shall cease and such revoked corporation shall not thereafter
18 conduct any affairs in this State.

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

20 (805 ILCS 105/113.70) (from Ch. 32, par. 113.70)

21 Sec. 113.70. Conducting affairs without authority. No
22 foreign corporation conducting affairs in this state without
23 authority to do so is permitted to maintain a civil action in
24 any court of this State, until such corporation obtains such
25 authority. Nor shall a civil action be maintained in any court

1 of this State by any successor or assignee of such corporation
2 on any right, claim or demand arising out of conducting affairs
3 by such corporation in this State, until authority to conduct
4 affairs in this State is obtained by such corporation or by a
5 corporation which has acquired all or substantially all of its
6 assets. The failure of a foreign corporation to obtain ~~a~~
7 ~~certificate of~~ authority to conduct affairs in this State does
8 not impair the validity of any contract or act of such
9 corporation, and does not prevent such corporation from
10 defending any action in any court of this State.

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

12 Section 30. The Co-operative Act is amended by changing
13 Section 4 as follows:

14 (805 ILCS 310/4) (from Ch. 32, par. 308)

15 Sec. 4. Duplicate originals of the articles of
16 incorporation shall be delivered to the Secretary of State. If
17 the Secretary of State finds that the articles of incorporation
18 conform to law, he shall, when all franchise taxes, fees, and
19 charges have been paid: (a) Endorse on each of such duplicate
20 originals the word "Filed," and the month, day, and year of the
21 filing thereof; (b) file one of such duplicate originals in his
22 office; (c) return a true copy of the articles of incorporation
23 to the incorporators or their representative, who shall within
24 15 days file such document ~~issue a certificate of incorporation~~

1 ~~to which he shall affix the other duplicate original. The~~
2 ~~certificate of incorporation, together with the duplicate~~
3 ~~original of the articles of incorporation affixed thereto by~~
4 ~~the Secretary of State, shall be returned to the incorporators~~
5 ~~or their representative and within 15 days from the date~~
6 ~~thereof shall be filed~~ for record in the office of the recorder
7 of the county in which the registered office of the corporation
8 in this State is situated. Upon the filing of the articles
9 ~~issuance of the certificate~~ of incorporation by the Secretary
10 of State, the corporate existence shall begin, and such
11 articles ~~certificate~~ of incorporation shall be conclusive
12 evidence, except as against the State, that all conditions
13 precedent required to be performed by the incorporators have
14 been complied with and that the corporation has been
15 incorporated under this Act.

16 (Source: P.A. 83-358.)

17 Section 35. The Cemetery Association Act is amended by
18 changing Sections 2 and 3 as follows:

19 (805 ILCS 320/2) (from Ch. 21, par. 36)

20 Sec. 2. Whenever six (6) or more persons shall present to
21 the Secretary of State a petition setting forth that they
22 desire to organize a Cemetery Association under this act, to be
23 located in (here insert the county) and that said Cemetery
24 Association shall be known by the name and style of (here

1 insert the name of the association), that the Secretary of
2 State shall issue to such persons and their successors in
3 trust, articles ~~a certificate~~ of organization, which said
4 articles ~~certificate~~ of organization shall be in perpetuity and
5 in trust for the use and benefit of all persons who may acquire
6 burial lots in said cemetery.

7 (Source: Laws 1903, p. 90.)

8 (805 ILCS 320/3) (from Ch. 21, par. 37)

9 Sec. 3.

10 The persons so receiving the articles ~~certificate~~ of
11 organization shall cause the same to be recorded in the
12 recorder's office of the county in which the cemetery is
13 situated, and when so recorded, the association shall be deemed
14 fully organized as a body corporate under the name adopted, and
15 in its corporate name may sue and be sued. Whenever two-thirds
16 of the trustees shall approve a resolution to change the name
17 of a cemetery association, a copy of such resolution and
18 approval thereof duly certified by the President and Secretary
19 of the association shall be filed in the office of the State
20 Comptroller, and upon approval thereof shall be filed in the
21 office of the Secretary of State. Whenever two-thirds of the
22 trustees of a cemetery association approve a resolution to
23 dissolve such corporation a copy of such resolution and
24 approval of the trustees duly certified by the President and
25 Secretary shall be submitted to the Comptroller, and if

1 approved by him a copy of such resolution and approval of the
2 Comptroller shall be duly filed by him in the office of the
3 Secretary of State. Where the association has "care funds"
4 within the meaning of the "Cemetery Care Act", approved July
5 21, 1947, as amended, the Comptroller shall not approve the
6 dissolution of any Cemetery Association unless proper
7 disposition has been made of such care funds, as provided by
8 law, and in accordance with the Cemetery Care Act. Upon the
9 filing of the resolution of either change of name or
10 dissolution of such cemetery association in the office of the
11 Secretary of State such change of name or dissolution of such
12 cemetery association shall be complete. The Comptroller shall
13 so notify the trustees of such cemetery association. Thereupon
14 the trustees shall cause a copy of such resolution of either
15 change of name or dissolution to be recorded in the recorder's
16 office of the county where the cemetery is situated.

17 (Source: P.A. 78-592.)

18 Section 99. Effective date. This Act takes effect January
19 1, 2010.

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2		Statutes amended in order of appearance
3	75 ILCS 60/3	from Ch. 81, par. 34
4	75 ILCS 60/3.1	from Ch. 81, par. 34.1
5	75 ILCS 60/4	from Ch. 81, par. 35
6	310 ILCS 5/13	from Ch. 67 1/2, par. 163
7	310 ILCS 5/15	from Ch. 67 1/2, par. 165
8	310 ILCS 5/16	from Ch. 67 1/2, par. 166
9	315 ILCS 20/8	from Ch. 67 1/2, par. 258
10	315 ILCS 20/9	from Ch. 67 1/2, par. 259
11	805 ILCS 5/4.10	from Ch. 32, par. 4.10
12	805 ILCS 5/4.20	from Ch. 32, par. 4.20
13	805 ILCS 5/11.37	from Ch. 32, par. 11.37
14	805 ILCS 5/12.50	from Ch. 32, par. 12.50
15	805 ILCS 5/15.45	from Ch. 32, par. 15.45
16	805 ILCS 5/15.90	from Ch. 32, par. 15.90
17	805 ILCS 105/101.70	from Ch. 32, par. 101.70
18	805 ILCS 105/104.05	from Ch. 32, par. 104.05
19	805 ILCS 105/104.20	from Ch. 32, par. 104.20
20	805 ILCS 105/112.50	from Ch. 32, par. 112.50
21	805 ILCS 105/113.20	from Ch. 32, par. 113.20
22	805 ILCS 105/113.55	from Ch. 32, par. 113.55
23	805 ILCS 105/113.70	from Ch. 32, par. 113.70
24	805 ILCS 310/4	from Ch. 32, par. 308
25	805 ILCS 320/2	from Ch. 21, par. 36

SB1389 Enrolled

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1 805 ILCS 320/3

from Ch. 21, par. 37