

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 General Not For Profit Corporation Act of
5 1986 is amended by changing Sections 101.80, 103.12, 107.10,
6 107.40, 107.50, 107.75, 108.05, 108.10, 108.35, 108.45,
7 108.60, 108.70, and 110.30 as follows:

8 (805 ILCS 105/101.80) (from Ch. 32, par. 101.80)

9 Sec. 101.80. Definitions. As used in this Act, unless the
10 context otherwise requires, the words and phrases defined in
11 this Section shall have the meanings set forth herein.

12 (a) "Anniversary" means that day each year exactly one or
13 more years after:

14 (1) The date of filing the articles of incorporation
15 prescribed by Section 102.10 of this Act, in the case of a
16 domestic corporation;

17 (2) The date of filing the application for authority
18 prescribed by Section 113.15 of this Act in the case of a
19 foreign corporation;

20 (3) The date of filing the statement of acceptance
21 prescribed by Section 101.75 of this Act, in the case of a
22 corporation electing to accept this Act; or

23 (4) The date of filing the articles of consolidation

1 prescribed by Section 111.25 of this Act in the case of a
2 consolidation.

3 (b) "Anniversary month" means the month in which the
4 anniversary of the corporation occurs.

5 (c) "Articles of incorporation" means the original
6 articles of incorporation including the articles of
7 incorporation of a new corporation set forth in the articles of
8 consolidation or set forth in a statement of election to accept
9 this Act, and all amendments thereto, whether evidenced by
10 articles of amendment, articles of merger or statement of
11 correction affecting articles. Restated articles of
12 incorporation shall supersede the original articles of
13 incorporation and all amendments thereto prior to the effective
14 date of filing the articles of amendment incorporating the
15 restated articles of incorporation. In the case of a
16 corporation created by a Special Act of the Legislature,
17 "Articles of incorporation" means the special charter and any
18 amendments thereto made by Special Act of the Legislature or
19 pursuant to general laws.

20 (d) "Board of directors" means the group of persons vested
21 with the management of the affairs of the corporation
22 irrespective of the name by which such group is designated.

23 (e) "Bylaws" means the code or codes of rules adopted for
24 the regulation or management of the affairs of the corporation
25 irrespective of the name or names by which such rules are
26 designated.

1 (f) "Corporation" or "domestic corporation" means a
2 domestic not-for-profit corporation subject to the provisions
3 of this Act, except a foreign corporation.

4 (g) "Delivered," for the purpose of determining if any
5 notice required by this Act is effective, means:

6 (1) Transferred or presented to someone in person;

7 (2) Deposited in the United States mail addressed to
8 the person at his, her or its address as it appears on the
9 records of the corporation, with sufficient first-class
10 postage prepaid thereon;

11 (3) Posted at such place and in such manner or
12 otherwise transmitted to the person's premises as may be
13 authorized and set forth in the articles of incorporation
14 or the bylaws; or

15 (4) Transmitted by electronic means to the e-mail
16 address, facsimile number, or other contact information
17 appearing that appears on the records of the corporation as
18 may be authorized or approved ~~and set forth~~ in the articles
19 of incorporation or the bylaws.

20 (h) "Foreign corporation" means a not-for-profit
21 corporation as defined and organized under the laws other than
22 the laws of this State, for a purpose or purposes for which a
23 corporation may be organized under this Act.

24 (i) "Incorporator" means one of the signers of the original
25 articles of incorporation.

26 (j) "Insolvent" means that a corporation is unable to pay

1 its debts as they become due in the usual course of the conduct
2 of its affairs.

3 (k) "Member" means a person or any organization, whether
4 not for profit or otherwise, having membership rights in a
5 corporation in accordance with the provisions of its articles
6 of incorporation or bylaws.

7 (l) "Net assets," for the purpose of determining the
8 authority of a corporation to make distributions, is equal to
9 the difference between the assets of the corporation and the
10 liabilities of the corporation.

11 (m) "Not-for-profit corporation" means a corporation
12 subject to this Act and organized solely for one or more of the
13 purposes authorized by Section 103.05 of this Act.

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

19 (o) "Special charter" means the charter granted to a
20 corporation created by special act of the Legislature whether
21 or not the term "charter" or "special charter" is used in such
22 special act.

23 (p) Unless otherwise prohibited by ~~To the extent permitted~~
24 ~~in~~ the articles of incorporation or the bylaws of the
25 corporation, actions required to be "written", to be "in
26 writing", to have "written consent", to have "written approval"

1 and the like by or of members, directors, or committee members
2 shall include any communication transmitted or received by
3 electronic means.

4 (Source: P.A. 92-33, eff. 7-1-01; 92-572, eff. 6-26-02.)

5 (805 ILCS 105/103.12) (from Ch. 32, par. 103.12)

6 Sec. 103.12. Private foundations - Federal tax laws. In the
7 absence of an express provision to the contrary in its articles
8 of incorporation, a corporation, as defined in Section 509 of
9 the Internal Revenue Code of 1986, as may be amended from time
10 to time 1954, during the period it is a private foundation:

11 (a) Shall not engage in any act of self-dealing as defined
12 in Section 4941(d) thereof;

13 (b) Shall distribute its income for each taxable year at
14 such time and in such manner as not to become subject to the
15 tax on undistributed income imposed by Section 4942 thereof;

16 (c) Shall not retain any excess business holdings as
17 defined in Section 4943(c) thereof;

18 (d) Shall not make any investment in such manner as to
19 subject it to tax under Section 4944 thereof;

20 (e) Shall not make any taxable expenditure as defined in
21 Section 4945(d) thereof.

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

23 (805 ILCS 105/107.10) (from Ch. 32, par. 107.10)

24 Sec. 107.10. Informal action by members entitled to vote.

1 (a) Unless otherwise provided in the articles of incorporation
2 or the bylaws, any action required by this Act to be taken at
3 any annual or special meeting of the members entitled to vote,
4 or any other action which may be taken at a meeting of the
5 members entitled to vote, may be taken by ballot without a
6 meeting in writing by mail, e-mail, or any other electronic
7 means pursuant to which the members entitled to vote thereon
8 are given the opportunity to vote for or against the proposed
9 action, and the action receives approval by a majority of the
10 members casting votes, or such larger number as may be required
11 by the Act, the articles of incorporation, or the bylaws,
12 provided that the number of members casting votes would
13 constitute a quorum if such action had been taken at a meeting.
14 Voting must remain open for not less than 5 days from the date
15 the ballot is delivered; provided, however, in the case of a
16 removal of one or more directors, a merger, consolidation,
17 dissolution or sale, lease or exchange of assets, the voting
18 must remain open for not less than 20 days from the date the
19 ballot is delivered. ~~without a meeting and without a vote, if a~~
20 ~~consent in writing, setting forth the action so taken, shall be~~
21 ~~signed either: (i) by all of the members entitled to vote with~~
22 ~~respect to the subject matter thereof, or (ii) by the members~~
23 ~~having not less than the minimum number of votes that would be~~
24 ~~necessary to authorize or take such action at a meeting at~~
25 ~~which all members entitled to vote thereon were present and~~
26 ~~voting.~~

1 (b) Such informal action by members ~~If such consent is~~
2 ~~signed by less than all of the members entitled to vote, then~~
3 ~~such consent~~ shall become effective only: ~~(1) if, at least 5~~
4 days prior to the effective date of such informal action
5 ~~consent~~, a notice in writing of the proposed action is
6 delivered to all of the members entitled to vote with respect
7 to the subject matter thereof. ~~, and (2) if, after the~~
8 ~~effective date of such consent, prompt notice in writing of the~~
9 ~~taking of the corporate action without a meeting is delivered~~
10 ~~to those members entitled to vote who have not consented in~~
11 ~~writing.~~

12 (c) In the event that the action which is approved
13 ~~consented to~~ is such as would have required the filing of a
14 certificate under any other Section of this Act if such action
15 had been voted on by the members at a meeting thereof, the
16 certificate filed under such other Section shall state, in lieu
17 of any statement required by such Section concerning any vote
18 of members, that an informal vote ~~written consent~~ has been
19 conducted ~~given~~ in accordance with the provisions of this
20 Section and that written notice has been delivered as provided
21 in this Section.

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

23 (805 ILCS 105/107.40) (from Ch. 32, par. 107.40)

24 Sec. 107.40. Voting. (a) The right of the members, or any
25 class or classes of members, to vote may be limited, enlarged

1 or denied to the extent specified in the articles of
2 incorporation or the bylaws. Unless so limited, enlarged or
3 denied, each member, regardless of class, shall be entitled to
4 one vote on each matter submitted to a vote of members.

5 (b) The articles of incorporation or the bylaws may provide
6 that in all elections for directors every member entitled to
7 vote shall have the right to cumulate his or her vote and to
8 give one candidate a number of votes equal to his or her vote
9 multiplied by the number of directors to be elected, or to
10 distribute such votes on the same principle among as many
11 candidates as he or she shall think fit.

12 (c) If a corporation has no members or its members have no
13 right to vote with respect to a particular matter, the
14 directors shall have the sole voting power with respect to such
15 matter.

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

17 (805 ILCS 105/107.50) (from Ch. 32, par. 107.50)

18 Sec. 107.50. Proxies. A member entitled to vote may vote in
19 person or, unless the articles of incorporation or ~~the~~ bylaws
20 explicitly prohibit otherwise provide, by proxy executed in
21 writing by the member or by that member's duly authorized
22 attorney-in-fact. No proxy shall be valid after 11 months from
23 the date of its execution, unless otherwise provided in the
24 proxy. Unless otherwise prohibited by the articles of
25 incorporation or bylaws, the election of directors, officers,

1 or representatives by members may be conducted by mail, e-mail,
2 or any other electronic means as set forth in subsection (a) of
3 Section 107.10. ~~Where directors or officers are to be elected~~
4 ~~by members, the bylaws may provide that such elections may be~~
5 ~~conducted by mail.~~

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

7 (805 ILCS 105/107.75) (from Ch. 32, par. 107.75)

8 Sec. 107.75. Books and records.

9 (a) Each corporation shall keep correct and complete books
10 and records of account and shall also keep minutes of the
11 proceedings of its members, board of directors and committees
12 having any of the authority of the board of directors; and
13 shall keep at its registered office or principal office a
14 record giving the names and addresses of its members entitled
15 to vote. Any voting member shall have the right to examine, in
16 person or by agent, at any reasonable time or times, the
17 corporation's books and records of account and minutes, and to
18 make extracts therefrom, but only for a proper purpose. In
19 order to exercise this right, a voting member must make written
20 demand upon the corporation, stating with particularity the
21 records sought to be examined and the purpose therefor. If the
22 corporation refuses examination, the voting member may file
23 suit in the circuit court of the county in which either the
24 registered agent or principal office of the corporation is
25 located to compel by mandamus or otherwise such examination as

1 may be proper. If a voting member seeks to examine books or
2 records of account the burden of proof is upon the voting
3 member to establish a proper purpose. If the purpose is to
4 examine minutes, the burden of proof is upon the corporation to
5 establish that the voting member does not have a proper
6 purpose. All books and records of a corporation may be
7 inspected by any member entitled to vote, or that member's
8 agent or attorney, for any proper purpose at any reasonable
9 time.

10 (b) A residential cooperative not-for-profit corporation
11 containing 50 or more single family units with individual unit
12 legal descriptions based upon a recorded plat of a subdivision
13 and located in a county with a population between 780,000 and
14 3,000,000 shall keep an accurate and complete account of all
15 transfers of membership and shall, on a quarterly basis, record
16 all transfers of membership with the county clerk of the county
17 in which the residential cooperative is located. Additionally,
18 a list of all transfers of membership shall be available for
19 inspection by any member of the corporation.

20 (Source: P.A. 91-465, eff. 8-6-99.)

21 (805 ILCS 105/108.05) (from Ch. 32, par. 108.05)

22 Sec. 108.05. Board of directors.

23 (a) Each corporation shall have a board of directors, and
24 except as provided in articles of incorporation, the affairs of
25 the corporation shall be managed by or under the direction of

1 the board of directors.

2 (b) ~~The articles of incorporation or bylaws may prescribe~~
3 ~~qualifications for directors.~~ A director need not be a resident
4 of this State or a member of the corporation unless the
5 articles of incorporation or bylaws so prescribe. The articles
6 of incorporation or the bylaws may prescribe other
7 qualifications for directors.

8 (c) Unless otherwise provided in the articles of
9 incorporation or bylaws, the board of directors, by the
10 affirmative vote of a majority of the directors then in office,
11 shall have authority to establish reasonable compensation of
12 all directors for services to the corporation as directors,
13 officers or otherwise, notwithstanding the provisions of
14 Section 108.60 of this Act.

15 (d) No director may act by proxy on any matter.

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

17 (805 ILCS 105/108.10) (from Ch. 32, par. 108.10)

18 Sec. 108.10. Number, election and resignation of
19 directors. (a) The board of directors of a corporation shall
20 consist of three or more directors. The number of directors
21 shall be fixed by the bylaws, except the number of initial
22 directors shall be fixed by the incorporators in the articles
23 of incorporation. In the absence of a bylaw fixing the number
24 of directors, the number shall be the same as that fixed in the
25 articles of incorporation. The number of directors may be

1 increased or decreased from time to time by amendment to the
2 bylaws.

3 (b) The bylaws may establish a variable range for the size
4 of the board by prescribing a minimum and maximum (which may
5 not be less than 3 or exceed the minimum by more than 5) number
6 of directors. If a variable range is established, unless the
7 bylaws otherwise provide, the number of directors may be fixed
8 or changed from time to time, within the minimum and maximum,
9 by the directors without further amendment to the bylaws.

10 (c) The terms of all directors expire at the next meeting
11 for the election of directors following their election unless
12 their terms are staggered under subsection (e). The term of a
13 director elected to fill a vacancy expires at the next annual
14 meeting of the members entitled to vote at which his or her
15 predecessor's term would have expired or in accordance with
16 Section 108.30 of this Act. The term of a director elected as a
17 result of an increase in the number of directors expires at the
18 next annual meeting of members entitled to vote unless the term
19 is staggered under subsection (e).

20 (d) Despite the expiration of a director's term, he or she
21 continues to serve until the next meeting of members or
22 directors entitled to vote on directors at which directors are
23 elected. An amendment to the bylaws decreasing ~~A decrease in~~
24 the number of directors or eliminating the position of a
25 director elected or appointed by persons or entities other than
26 the members may shorten the terms of incumbent directors;

1 provided, however, such amendment has been approved by the
2 party with the authority to elect or appoint such directors
3 ~~does not shorten an incumbent director's term.~~

4 (e) The articles of incorporation or the bylaws may provide
5 that directors may be divided into classes and the terms of
6 office of several classes need not be uniform. Each director
7 shall hold office for the term for which he is elected and
8 until his successor shall have been elected and qualified.

9 (f) If the articles of incorporation or bylaws authorize
10 dividing the members into classes, the articles or bylaws may
11 also authorize the election of all or a specified number or
12 percentage of directors by one or more authorized classes of
13 members.

14 (g) A director may resign at any time by written notice
15 delivered to the board of directors, its chairman, or to the
16 president or secretary of the corporation. A resignation is
17 effective when the notice is delivered unless the notice
18 specifies a future date. The pending vacancy may be filled
19 before the effective date, but the successor shall not take
20 office until the effective date.

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

22 (805 ILCS 105/108.35) (from Ch. 32, par. 108.35)

23 Sec. 108.35. Removal of directors. (a) One or more of the
24 directors may be removed, with or without cause. In the case of
25 a corporation having a board of directors which is classified

1 in accordance with subsection 108.10(e) of this Act, the
2 articles of incorporation or bylaws may provide that such
3 directors may only be removed for cause ~~no director may be~~
4 ~~removed except for cause if the articles of incorporation or~~
5 ~~the bylaws so provide.~~

6 (b) In the case of a corporation with no members or with no
7 members entitled to vote on directors, a director may be
8 removed by the affirmative vote of a majority of the directors
9 then in office present and voting at a meeting of the board of
10 directors at which a quorum is present.

11 (c) In the case of a corporation with members entitled to
12 vote for directors, no director may be removed, except as
13 follows:

14 (1) A director may be removed by the affirmative vote of
15 two-thirds of the votes present and voted, either in person or
16 by proxy.

17 (2) No director shall be removed at a meeting of members
18 entitled to vote unless the written notice of such meeting is
19 delivered to all members entitled to vote on removal of
20 directors. Such notice shall state that a purpose of the
21 meeting is to vote upon the removal of one or more directors
22 named in the notice. Only the named director or directors may
23 be removed at such meeting.

24 (3) In the case of a corporation having cumulative voting,
25 if less than the entire board is to be removed, no director may
26 be removed, with or without cause, if the votes cast against

1 his or her removal would be sufficient to elect him or her if
2 then cumulatively voted at an election of the entire board of
3 directors.

4 (4) If a director is elected by a class of voting members
5 entitled to vote, directors or other electors, that director
6 may be removed only by the same class of members entitled to
7 vote, directors or electors which elected the director.

8 (d) The provisions of subsections (a), (b) and (c) shall
9 not preclude the Circuit Court from removing a director of the
10 corporation from office in a proceeding commenced either by the
11 corporation or by members entitled to vote holding at least 10
12 percent of the outstanding votes of any class if the court
13 finds (1) the director is engaged in fraudulent or dishonest
14 conduct or has grossly abused his or her position to the
15 detriment of the corporation, and (2) removal is in the best
16 interest of the corporation. If the court removes a director,
17 it may bar the director from reelection for a period prescribed
18 by the court. If such a proceeding is commenced by a member
19 entitled to vote, such member shall make the corporation a
20 party defendant.

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

22 (805 ILCS 105/108.45) (from Ch. 32, par. 108.45)

23 Sec. 108.45. Informal action by directors. (a) Unless
24 specifically prohibited by the articles of incorporation or
25 bylaws, any action required by this Act to be taken at a

1 meeting of the board of directors of a corporation, or any
2 other action which may be taken at a meeting of the board of
3 directors or a committee thereof, may be taken without a
4 meeting if a consent in writing, setting forth the action so
5 taken, shall be signed by all of the directors and all of any
6 nondirector committee members entitled to vote with respect to
7 the subject matter thereof, or by all the members of such
8 committee, as the case may be.

9 (b) The consent shall be evidenced by one or more written
10 approvals, each of which sets forth the action taken and
11 provides a written record of approval ~~bears the signature of~~
12 ~~one or more directors or committee members~~. All the approvals
13 evidencing the consent shall be delivered to the secretary to
14 be filed in the corporate records. The action taken shall be
15 effective when all the directors or the committee members, as
16 the case may be, have approved the consent unless the consent
17 specifies a different effective date.

18 (c) Any such consent signed by all the directors or all the
19 committee members, as the case may be, shall have the same
20 effect as a unanimous vote and may be stated as such in any
21 document filed with the Secretary of State under this Act.

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

23 (805 ILCS 105/108.60) (from Ch. 32, par. 108.60)

24 Sec. 108.60. Director conflict of interest. (a) If a
25 transaction is fair to a corporation at the time it is

1 authorized, approved, or ratified, the fact that a director of
2 the corporation is directly or indirectly a party to the
3 transaction is not grounds for invalidating the transaction.

4 (b) In a proceeding contesting the validity of a
5 transaction described in subsection (a), the person asserting
6 validity has the burden of proving fairness unless:

7 (1) The material facts of the transaction and the
8 director's interest or relationship were disclosed or known to
9 the board of directors or a committee consisting entirely of
10 directors and the board or committee authorized, approved or
11 ratified the transaction by the affirmative votes of a majority
12 of disinterested directors, even though the disinterested
13 directors be less than a quorum; or

14 (2) The material facts of the transaction and the
15 director's interest or relationship were disclosed or known to
16 the members entitled to vote, if any, and they authorized,
17 approved or ratified the transaction without counting the vote
18 of any member who is an interested director.

19 (c) The presence of the director, who is directly or
20 indirectly a party to the transaction described in subsection
21 (a), or a director who is otherwise not disinterested, may be
22 counted in determining whether a quorum is present but may not
23 be counted when the board of directors or a committee of the
24 board takes action on the transaction.

25 (d) For purposes of this Section, a director is
26 "indirectly" a party to a transaction if the other party to the

1 transaction is an entity in which the director has a material
2 financial interest or of which the director is an officer,
3 director or general partner.

4 (e) The provisions of this Section do not apply where a
5 director of the corporation is directly or indirectly a party
6 to a transaction involving a grant or contribution, without
7 consideration, by one organization to another.

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

9 (805 ILCS 105/108.70) (from Ch. 32, par. 108.70)

10 Sec. 108.70. Limited Liability of directors, officers,
11 board members, and persons who serve without compensation.

12 (a) No director or officer serving without compensation,
13 other than reimbursement for actual expenses, of a corporation
14 organized under this Act or any predecessor Act and exempt, or
15 qualified for exemption, from taxation pursuant to Section
16 501(c) of the Internal Revenue Code of 1986, as amended, shall
17 be liable, and no cause of action may be brought, for damages
18 resulting from the exercise of judgment or discretion in
19 connection with the duties or responsibilities of such director
20 or officer unless the act or omission involved willful or
21 wanton conduct.

22 (b) No director of a corporation organized under this Act
23 or any predecessor Act for the purposes identified in items
24 (14), (19), (21) and (22) of subsection (a) of Section 103.05
25 of this Act, and exempt or qualified for exemption from

1 taxation pursuant to Section 501(c) of the Internal Revenue
2 Code of 1986, as amended, shall be liable, and no cause of
3 action may be brought for damages resulting from the exercise
4 of judgment or discretion in connection with the duties or
5 responsibilities of such director, unless: (1) such director
6 earns in excess of \$25,000 ~~\$5,000~~ per year from his duties as
7 director, other than reimbursement for actual expenses; or (2)
8 the act or omission involved willful or wanton conduct.

9 (b-5) Except for willful and wanton conduct, no volunteer
10 board member serving without compensation, other than
11 reimbursement for actual expenses, of a corporation organized
12 under this Act or any predecessor Act and exempt, or qualified
13 for exemption, from taxation pursuant to Section 501(c)(3) of
14 the Internal Revenue Code of 1986, as amended, shall be liable,
15 and no action may be brought, for damages resulting from any
16 action of the executive director concerning the false reporting
17 of or intentional tampering with financial records of the
18 organization, where the actions of the executive director
19 result in legal action.

20 This subsection (b-5) shall not apply to any action taken
21 by the Attorney General (i) in the exercise of his or her
22 common law or statutory power and duty to protect charitable
23 assets or (ii) in the exercise of his or her authority to
24 enforce the laws of this State that apply to trustees of a
25 charity, as that term is defined in the Charitable Trust Act
26 and the Solicitation for Charity Act.

1 (c) No person who, without compensation other than
2 reimbursement for actual expenses, renders service to or for a
3 corporation organized under this Act or any predecessor Act and
4 exempt or qualified for exemption from taxation pursuant to
5 Section 501(c)(3) of the Internal Revenue Code of 1986, as
6 amended, shall be liable, and no cause of action may be
7 brought, for damages resulting from an act or omission in
8 rendering such services, unless the act or omission involved
9 willful or wanton conduct.

10 (d) (Blank).

11 (e) Nothing in this Section is intended to bar any cause of
12 action against the corporation or change the liability of the
13 corporation arising out of an act or omission of any director,
14 officer or person exempt from liability for negligence under
15 this Section.

16 (Source: P.A. 95-342, eff. 1-1-08.)

17 (805 ILCS 105/110.30) (from Ch. 32, par. 110.30)

18 Sec. 110.30. Articles of amendment.

19 (a) Except as provided in Section 110.40 of this Act, the
20 articles of amendment shall be executed and filed in duplicate
21 in accordance with Section 101.10 of this Act and shall set
22 forth:

23 (1) The name of the corporation;

24 (2) The text of each amendment adopted;

25 (3) If the amendment was adopted pursuant to Section

1 110.15 of this Act:

2 (i) A statement that the amendment received the
3 affirmative vote of a majority of the directors in
4 office, at a meeting of the board of directors, and the
5 date of the meeting; or

6 (ii) A statement that the amendment was adopted by
7 written consent, signed by all the directors in office,
8 in compliance with Section 108.45 of this Act;

9 (4) If the amendment was adopted pursuant to Section
10 110.20 of this Act:

11 (i) A statement that the amendment was adopted at a
12 meeting of members entitled to vote by the affirmative
13 vote of the members having not less than the minimum
14 number of votes necessary to adopt such amendment, as
15 provided by this Act, the articles of incorporation or
16 the bylaws, and the date of the meeting; or

17 (ii) A statement that the amendment was adopted by
18 ~~written consent signed by~~ members entitled to vote
19 having not less than the minimum number of votes
20 necessary to adopt such amendment, as provided by this
21 Act, the articles of incorporation, or the bylaws, in
22 compliance with Section 107.10 of this Act.

23 (5) If the amendment restates the articles of
24 incorporation, the amendment shall so state and shall set
25 forth:

26 (i) The text of the articles as restated;

1 (ii) The date of incorporation, the name under
2 which the corporation was incorporated, subsequent
3 names, if any, that the corporation adopted pursuant to
4 amendment of its articles of incorporation, and the
5 effective date of any such amendments;

6 (iii) The address of the registered office and the
7 name of the registered agent on the date of filing the
8 restated articles.

9 The articles as restated must include all the
10 information required by subsection (a) of Section
11 102.10 of this Act, except that the articles need not
12 set forth the information required by paragraphs 3, 4
13 or 5 thereof. If any provision of the articles of
14 incorporation is amended in connection with the
15 restatement, the articles of amendment shall clearly
16 identify such amendment.

17 (6) If, pursuant to Section 110.35 of this Act, the
18 amendment is to become effective subsequent to the date on
19 which the articles of amendment are filed, the date on
20 which the amendment is to become effective.

21 (7) If the amendment revives the articles of
22 incorporation and extends the period of corporate
23 duration, the amendment shall so state and shall set forth:

24 (i) The date the period of duration expired under
25 the articles of incorporation;

26 (ii) A statement that the period of duration will

1 be perpetual, or, if a limited duration is to be
2 provided, the date to which the period of duration is
3 to be extended; and

4 (iii) A statement that the corporation has been in
5 continuous operation since before the date of
6 expiration of its original period of duration.

7 (b) When the provisions of this Section have been complied
8 with, the Secretary of State shall file the articles of
9 amendment.

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