

1 AN ACT concerning business.

2 **Be it enacted by the People of the State of Illinois,**  
3 **represented in the General Assembly:**

4 Section 5. The Business Corporation Act of 1983 is amended  
5 by changing Sections 1.10, 1.70, 2A.10, 4.15, 5.10, 5.20,  
6 11.39, 12.40, 12.65, 13.50, 13.55, and 16.05 as follows:

7 (805 ILCS 5/1.10) (from Ch. 32, par. 1.10)

8 Sec. 1.10. Forms, execution, acknowledgment and filing.

9 (a) All reports required by this Act to be filed in the  
10 office of the Secretary of State shall be made on forms which  
11 shall be prescribed and furnished by the Secretary of State.  
12 Forms for all other documents to be filed in the office of the  
13 Secretary of State shall be furnished by the Secretary of State  
14 on request therefor, but the use thereof, unless otherwise  
15 specifically prescribed in this Act, shall not be mandatory.

16 (b) Whenever any provision of this Act specifically  
17 requires any document to be executed by the corporation in  
18 accordance with this Section, unless otherwise specifically  
19 stated in this Act and subject to any additional provisions of  
20 this Act, such document shall be executed, in ink, as follows:

21 (1) The articles of incorporation, and any other  
22 document to be filed before the election of the initial  
23 board of directors if the initial directors were not named

1 in the articles of incorporation, shall be signed by the  
2 incorporator or incorporators.

3 (2) All other documents shall be signed:

4 (i) By the president, a vice-president, the  
5 secretary, an assistant secretary, the treasurer, or  
6 other officer duly authorized by the board of directors  
7 of the corporation to execute the document; or

8 (ii) If it shall appear from the document that  
9 there are no such officers, then by a majority of the  
10 directors or by such directors as may be designated by  
11 the board; or

12 (iii) If it shall appear from the document that  
13 there are no such officers or directors, then by the  
14 holders of record, or such of them as may be designated  
15 by the holders of record of a majority of all  
16 outstanding shares; or

17 (iv) By the holders of all outstanding shares; or

18 (v) If the corporate assets are in the possession  
19 of a receiver, trustee or other court appointed  
20 officer, then by the fiduciary or the majority of them  
21 if there are more than one.

22 (c) The name of a person signing the document and the  
23 capacity in which he or she signs shall be stated beneath or  
24 opposite his or her signature.

25 (d) Whenever any provision of this Act requires any  
26 document to be verified, such requirement is satisfied by

1 either:

2 (1) The formal acknowledgment by the person or one of  
3 the persons signing the instrument that it is his or her  
4 act and deed or the act and deed of the corporation, as the  
5 case may be, and that the facts stated therein are true.  
6 Such acknowledgment shall be made before a person who is  
7 authorized by the law of the place of execution to take  
8 acknowledgments of deeds and who, if he or she has a seal  
9 of office, shall affix it to the instrument.

10 (2) The signature, without more, of the person or  
11 persons signing the instrument, in which case such  
12 signature or signatures shall constitute the affirmation  
13 or acknowledgment of the signatory, under penalties of  
14 perjury, that the instrument is his or her act and deed or  
15 the act and deed of the corporation, as the case may be,  
16 and that the facts stated therein are true.

17 (e) Whenever any provision of this Act requires any  
18 document to be filed with the Secretary of State or in  
19 accordance with this Section, such requirement means that:

20 (1) The original signed document, and if in duplicate  
21 as provided by this Act, one true copy, which may be  
22 signed, carbon or photocopy, shall be delivered to the  
23 office of the Secretary of State.

24 (2) All fees, taxes and charges authorized by law to be  
25 collected by the Secretary of State in connection with the  
26 filing of the document shall be tendered to the Secretary

1 of State.

2 (3) If the Secretary of State finds that the document  
3 conforms to law, he or she shall, when all fees, taxes and  
4 charges have been paid as in this Act prescribed:

5 (i) Endorse on the original and on the true copy,  
6 if any, the word "filed" and the month, day and year  
7 thereof;

8 (ii) File the original in his or her office;

9 (iii) (Blank); or

10 (iv) If the filing is in duplicate, he or she shall  
11 return one true copy, ~~with a certificate, if any,~~  
12 ~~affixed thereto,~~ to the corporation or its  
13 representative ~~who shall file such document for record~~  
14 ~~in the office of the recorder of the county in which~~  
15 ~~the registered office of the corporation is situated in~~  
16 ~~this State within 15 days after the mailing thereof by~~  
17 ~~the Secretary of State, unless such document cannot~~  
18 ~~with reasonable diligence be filed within such time, in~~  
19 ~~which case it shall be filed as soon thereafter as may~~  
20 ~~be reasonably possible.~~

21 (f) If another Section of this Act specifically prescribes  
22 a manner of filing or executing a specified document which  
23 differs from the corresponding provisions of this Section, then  
24 the provisions of such other Section shall govern.

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

1 (805 ILCS 5/1.70) (from Ch. 32, par. 1.70)

2 Sec. 1.70. Miscellaneous applications.

3 (a) Application to existing corporations organized under  
4 general laws. The provisions of this Act shall apply to all  
5 existing corporations, including public utility corporations,  
6 organized under any general law of this State providing for the  
7 organization of corporations for a purpose or purposes for  
8 which a corporation might be organized under this Act.

9 (b) Application to existing corporations organized under  
10 special Acts. All corporations, including public utility  
11 corporations, heretofore organized for profit under any  
12 special law of this State, for a purpose or purposes for which  
13 a corporation might be organized under this Act, shall be  
14 entitled to the rights, privileges, immunities, and franchises  
15 provided by this Act.

16 (c) Application of Act to domestic railroad corporations.  
17 Corporations organized under the laws of this State for the  
18 purpose of operating any railroad in this State shall be  
19 subject to the following provisions of this Act regardless of  
20 whether or not such corporations have been reincorporated under  
21 provisions of this Act:

22 (1) Section 3.10(m), relating to the donations for the  
23 public welfare or for charitable, scientific, religious or  
24 educational purposes.

25 (2) Sections 12.05, 12.10, 12.15, 12.20, 12.25 and  
26 12.30, relating to voluntary dissolution.

1           (3) Sections 12.35, 12.40, 12.45 and 12.50(a),  
2 relating to administrative or judicial dissolution.

3           (4) Section 12.80 relating to survival of remedy after  
4 dissolution.

5           (5) Sections 14.05 and 14.10 relating to annual report  
6 of domestic corporations.

7           (6) Section 14.20 relating to reports of domestic  
8 corporations with respect to issuance of shares.

9           (7) Sections 16.50 and 16.10 relating to penalties for  
10 failure to file reports.

11           (8) Sections 1.05, 1.10, 1.20, 1.25, 1.35, 1.40, 1.45,  
12 7.10, 7.20, 8.45, 15.05, 15.10, 15.15, 15.20, 15.25, 15.30,  
13 15.35, 15.40, 15.45, 15.50, 15.80 and 15.85 relating to  
14 fees for filing documents and issuing certificates,  
15 license fees, franchise taxes, and miscellaneous charges  
16 payable by domestic corporations, ~~recording documents,~~  
17 waiver of notice, action by shareholders, and or informal  
18 action by directors, appeal from Secretary of State,  
19 receipt in evidence of certificates and certified copies of  
20 certain document forms, and powers of Secretary of State.

21 Corporations organized under the provisions of this Act, or  
22 which were organized under the provisions of any other general  
23 or special laws of this State and later reincorporated under  
24 the provisions of this Act, for the purpose of operating any  
25 railroad in this State, shall be entitled to the rights,  
26 privileges, immunities, and franchises provided by this Act and

1 shall be in all respects governed by this Act unless otherwise  
2 specified herein.

3 (d) Application to co-operative associations. Any  
4 corporation organized under any general or special law of this  
5 State as a co-operative association shall be entitled to the  
6 benefits of this Act and shall be subject to all the provisions  
7 hereof, in so far as they are not in conflict with the general  
8 law or special Act under which it was organized, upon the  
9 holders of two-thirds of its outstanding shares having voted to  
10 accept the benefits of this Act and to be subject to all the  
11 provisions hereof, except in so far as they may be in conflict  
12 with the general or special law under which it was organized,  
13 and the filing in the office of the Secretary of State of a  
14 certificate setting forth such fact. Such certificate shall be  
15 executed by such co-operative association by its president or  
16 vice-president, and verified by him or her, attested by its  
17 secretary or an assistant secretary. The notice of the meeting  
18 at which such vote is taken, which may be either an annual or a  
19 special meeting of shareholders, shall set forth that a vote  
20 will be taken at such meeting on the acceptance by such  
21 co-operative association of the provisions of this Act.

22 (e) Application of Act in certain cases. Nothing contained  
23 in this Act shall be held or construed to:

24 (1) Authorize or permit the Illinois Central Railroad  
25 Company to sell the railway constructed under its charter  
26 approved February 10, 1851, or to mortgage the same except

1 subject to the rights of the State under its contract with  
2 said company, contained in its said charter, or to dissolve  
3 its corporate existence, or to relieve itself or its  
4 corporate property from its obligations to the State, under  
5 the provisions of said charter; nor shall anything herein  
6 contained be so construed as to in any manner relieve or  
7 discharge any railroad company, organized under the laws of  
8 this State, from the duties or obligations imposed by  
9 virtue of any statute now in force or hereafter enacted.

10 (2) Alter, modify, release, or impair the rights of  
11 this State as now reserved to it in any railroad charter  
12 heretofore granted, or to affect in any way the rights or  
13 obligations of any railroad company derived from or imposed  
14 by such charter.

15 (3) Alter, modify, or repeal any of the provisions of  
16 the Public Utilities Act. The term "public utility" or  
17 "public utilities" as used in this Act shall be the same as  
18 defined in the Public Utilities Act.

19 (f) Application of Act to foreign and interstate commerce.  
20 The provisions of this Act shall apply to commerce with foreign  
21 nations and among the several states only in so far as the same  
22 may be permitted under the provisions of the Constitution of  
23 the United States.

24 (g) Requirement before incorporation of trust company.  
25 Articles of incorporation for the organization of a corporation  
26 for the purpose of accepting and executing trusts shall not be



1 filed by the Secretary of State until there is delivered to him  
2 or her a statement executed by the Commissioner of Banks and  
3 Real Estate that the incorporators of the corporation have made  
4 arrangements with the Commissioner of Banks and Real Estate to  
5 comply with the Corporate Fiduciary Act.

6 (h) Application of certain existing acts. Corporations  
7 organized under the laws of this State for the purpose of  
8 accepting and executing trusts shall be subject to the  
9 provisions of the Corporate Fiduciary Act.

10 Corporations organized for the purpose of building,  
11 operating, and maintaining within this State any levee, canal,  
12 or tunnel for agricultural, mining, or sanitary purposes, shall  
13 be subject to the provisions of the Corporation Canal  
14 Construction Act.

15 In any profession or occupation licensed by the Illinois  
16 Department of Agriculture, the Department may, in determining  
17 financial ratios and allowable assets, disregard notes and  
18 accounts receivable to the corporate licensee from its officers  
19 or directors or a parent or subsidiary corporation of such  
20 licensee or any receivable owing to a licensee corporation from  
21 an unincorporated division of the licensee or any share  
22 subscription right owing to a corporation from its  
23 shareholders.

24 (Source: P.A. 88-151; 89-508, eff. 7-3-96.)

25 (805 ILCS 5/2A.10) (from Ch. 32, par. 2A.10)

1           Sec. 2A.10. Election of existing corporation to become a  
2 close corporation. Any corporation whose issued and  
3 outstanding shares are subject, or upon election shall be  
4 subject, to one or more of the restrictions on transfer set  
5 forth in Section 6.55 may become a close corporation by  
6 executing and, filing ~~and recording~~, in accordance with  
7 Sections 1.10 and 10.20 of this Act, articles of amendment of  
8 its articles of incorporation which shall contain a statement  
9 required by Section 2A.05 to appear in the articles of  
10 incorporation of a close corporation. Such amendment shall be  
11 adopted in accordance with the requirements of Section 10.20 of  
12 this Act, except that, subsection (d) of Section 10.20  
13 notwithstanding, it must be approved unanimously in writing or  
14 by the vote of the holders of record of all the outstanding  
15 shares of each class of the corporation.

16       (Source: P.A. 86-1328.)

17           (805 ILCS 5/4.15) (from Ch. 32, par. 4.15)

18       Sec. 4.15. Assumed corporate name.

19           (a) A domestic corporation or a foreign corporation  
20 admitted to transact business or attempting to gain admission  
21 to transact business may elect to adopt an assumed corporate  
22 name that complies with the requirements of paragraphs (2),  
23 (3), (4), (5), (6), and (9) of subsection (a) of Section 4.05  
24 of this Act with respect to corporate names.

25           (b) As used in this Act, "assumed corporate name" means any

1 corporate name other than the true corporate name, except that  
2 the following shall not constitute the use of an assumed  
3 corporate name under this Act:

4 (1) the identification by a corporation of its business  
5 with a trademark or service mark of which it is the owner  
6 or licensed user; and

7 (2) the use of a name of a division, not separately  
8 incorporated and not containing the word "corporation",  
9 "incorporated", or "limited" or an abbreviation of one of  
10 such words, provided the corporation also clearly  
11 discloses its corporate name.

12 (c) Before transacting any business in this State under an  
13 assumed corporate name or names, the corporation shall, for  
14 each assumed corporate name, pursuant to resolution by its  
15 board of directors, execute and file in duplicate in accordance  
16 with Section 1.10 of this Act, an application setting forth:

17 (1) The true corporate name.

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

20 (3) That it intends to transact business under an  
21 assumed corporate name.

22 (4) The assumed corporate name which it proposes to  
23 use.

24 (d) The right to use an assumed corporate name shall be  
25 effective from the date of filing by the Secretary of State  
26 until the first day of the anniversary month of the corporation

1 that falls within the next calendar year evenly divisible by 5,  
2 however, if an application is filed within the 2 months  
3 immediately preceding the anniversary month of a corporation  
4 that falls within a calendar year evenly divisible by 5, the  
5 right to use the assumed corporate name shall be effective  
6 until the first day of the anniversary month of the corporation  
7 that falls within the next succeeding calendar year evenly  
8 divisible by 5.

9 (e) A corporation shall renew the right to use its assumed  
10 corporate name or names, if any, within the 60 days preceding  
11 the expiration of such right, for a period of 5 years, by  
12 making an election to do so at the time of filing its annual  
13 report form and by paying the renewal fee as prescribed by this  
14 Act.

15 (f) (Blank). ~~Once an application for an assumed corporate~~  
16 ~~name has been filed by the Secretary of State, one copy thereof~~  
17 ~~may be filed for record in the office of the recorder of the~~  
18 ~~county in which the registered office of the corporation is~~  
19 ~~situated in this State.~~

20 (g) A foreign corporation may not use an assumed or  
21 fictitious name in the conduct of its business to intentionally  
22 misrepresent the geographic origin or location of the  
23 corporation within Illinois.

24 (Source: P.A. 96-7, eff. 4-3-09.)

25 (805 ILCS 5/5.10) (from Ch. 32, par. 5.10)

1           Sec. 5.10. Change of registered office or registered agent.

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

9           (b) A domestic corporation or a foreign corporation may  
10 change the address of its registered office or change its  
11 registered agent, or both, by executing and filing, in  
12 duplicate, in accordance with Section 1.10 of this Act a  
13 statement setting forth:

14                 (1) The name of the corporation.

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

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

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

21                 (5) If its registered agent be changed, the name of its  
22 successor registered agent.

23                 (6) That the address of its registered office and the  
24 address of the business office of its registered agent, as  
25 changed, will be identical.

26                 (7) That such change was authorized by resolution duly

1           adopted by the board of directors.

2           (c) (Blank).

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

8           ~~(1) In the case of a domestic corporation:~~

9           ~~(i) A copy of its articles of incorporation~~  
10 ~~certified by the Secretary of State.~~

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

14           ~~(2) In the case of a foreign corporation:~~

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

18           ~~(ii) A copy of all amendments to such authority, if~~  
19 ~~any, likewise certified by the Secretary of State.~~

20           ~~(iii) A copy of the statement of change of address~~  
21 ~~of its registered office certified by the Secretary of~~  
22 ~~State.~~

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

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

2 (805 ILCS 5/5.20) (from Ch. 32, par. 5.20)

3 Sec. 5.20. Change of Address of Registered Agent.

4 (a) A registered agent may change the address of the  
5 registered office of the domestic corporation or of the foreign  
6 corporation, for which he or she or it is registered agent, to  
7 another address in this State, by filing, in duplicate, in  
8 accordance with Section 1.10 of this Act a statement setting  
9 forth:

10 (1) The name of the corporation.

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

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

16 (4) The name of its registered agent.

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

20 Such statement shall be executed by the registered agent.

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

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

2 ~~(i) A copy of its articles of incorporation~~  
3 ~~certified by the Secretary of State.~~

4 ~~(ii) A copy of the statement of change of address~~  
5 ~~of its registered office, certified by the Secretary of~~  
6 ~~State.~~

7 ~~(2) In the case of a foreign corporation:~~

8 ~~(i) A copy of its application for authority to~~  
9 ~~transact business in this State, certified by the~~  
10 ~~Secretary of State.~~

11 ~~(ii) A copy of all amendments to such authority, if~~  
12 ~~any, likewise certified by the Secretary of State.~~

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

16 (c) The change of address of the registered office shall  
17 become effective upon the filing of such statement by the  
18 Secretary of State.

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

20 (805 ILCS 5/11.39)

21 Sec. 11.39. Merger of domestic corporation and limited  
22 liability company.

23 (a) Any one or more domestic corporations may merge with or  
24 into one or more limited liability companies of this State, any  
25 other state or states of the United States, or the District of



1 Columbia, if the laws of the other state or states or the  
2 District of Columbia permit the merger. The domestic  
3 corporation or corporations and the limited liability company  
4 or companies may merge with or into a corporation, which may be  
5 any one of these corporations, or they may merge with or into a  
6 limited liability company, which may be any one of these  
7 limited liability companies, which shall be a domestic  
8 corporation or limited liability company of this State, any  
9 other state of the United States, or the District of Columbia,  
10 which permits the merger pursuant to a plan of merger complying  
11 with and approved in accordance with this Section.

12 (b) The plan of merger must set forth the following:

13 (1) The names of the domestic corporation or  
14 corporations and limited liability company or companies  
15 proposing to merge and the name of the domestic corporation  
16 or limited liability company into which they propose to  
17 merge, which is designated as the surviving entity.

18 (2) The terms and conditions of the proposed merger and  
19 the mode of carrying the same into effect.

20 (3) The manner and basis of converting the shares of  
21 each domestic corporation and the interests of each limited  
22 liability company into shares, interests, obligations,  
23 other securities of the surviving entity or into cash or  
24 other property or any combination of the foregoing.

25 (4) In the case of a merger in which a domestic  
26 corporation is the surviving entity, a statement of any

1 changes in the articles of incorporation of the surviving  
2 corporation to be effected by the merger.

3 (5) Any other provisions with respect to the proposed  
4 merger that are deemed necessary or desirable, including  
5 provisions, if any, under which the proposed merger may be  
6 abandoned prior to the filing of the articles of merger by  
7 the Secretary of State of this State.

8 (c) The plan required by subsection (b) of this Section  
9 shall be adopted and approved by the constituent corporation or  
10 corporations in the same manner as is provided in Sections  
11 11.05, 11.15, and 11.20 of this Act and, in the case of a  
12 limited liability company, in accordance with the terms of its  
13 operating agreement, if any, and in accordance with the laws  
14 under which it was formed.

15 (d) Upon this approval, articles of merger shall be  
16 executed by each constituent corporation and limited liability  
17 company and filed with the Secretary of State ~~and shall be~~  
18 ~~recorded with respect to each constituent corporation as~~  
19 ~~provided in Section 11.45 of this Act.~~ The merger shall become  
20 effective for all purposes of the laws of this State when and  
21 as provided in Section 11.40 of this Act with respect to the  
22 merger of corporations of this State.

23 (e) If the surviving entity is to be governed by the laws  
24 of the District of Columbia or any state other than this State,  
25 it shall file with the Secretary of State of this State an  
26 agreement that it may be served with process in this State in

1 any proceeding for enforcement of any obligation of any  
2 constituent corporation or limited liability company of this  
3 State, as well as for enforcement of any obligation of the  
4 surviving corporation or limited liability company arising  
5 from the merger, including any suit or other proceeding to  
6 enforce the shareholders right to dissent as provided in  
7 Section 11.70 of this Act, and shall irrevocably appoint the  
8 Secretary of State of this State as its agent to accept service  
9 of process in any such suit or other proceedings.

10 (f) Section 11.50 of this Act shall, insofar as it is  
11 applicable, apply to mergers between domestic corporations and  
12 limited liability companies.

13 (g) In any merger under this Section, the surviving entity  
14 shall not engage in any business or exercise any power that a  
15 domestic corporation or domestic limited liability company may  
16 not otherwise engage in or exercise in this State. Furthermore,  
17 the surviving entity shall be governed by the ownership and  
18 control restrictions in Illinois law applicable to that type of  
19 entity.

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

21 (805 ILCS 5/12.40) (from Ch. 32, par. 12.40)

22 Sec. 12.40. Procedure for administrative dissolution.

23 (a) After the Secretary of State determines that one or  
24 more grounds exist under Section 12.35 for the administrative  
25 dissolution of a corporation, he or she shall send by regular

1 mail to each delinquent corporation a Notice of Delinquency to  
2 its registered office, or, if the corporation has failed to  
3 maintain a registered office, then to the president or other  
4 principal officer at the last known office of said officer.

5 (b) If the corporation does not correct the default  
6 described in paragraphs (a) through (e) of Section 12.35 within  
7 90 days following such notice, the Secretary of State shall  
8 thereupon dissolve the corporation by issuing a certificate of  
9 dissolution that recites the ground or grounds for dissolution  
10 and its effective date. If the corporation does not correct the  
11 default described in paragraphs (f) through (h) of Section  
12 12.35, within 30 days following such notice, the Secretary of  
13 State shall thereupon dissolve the corporation by issuing a  
14 certificate of dissolution as herein prescribed. The Secretary  
15 of State shall file the original of the certificate in his or  
16 her office and, mail one copy to the corporation at its  
17 registered office or, if the corporation has failed to maintain  
18 a registered office, then to the president or other principal  
19 officer at the last known office of said officer, ~~and file one~~  
20 ~~copy for record in the office of the recorder of the county in~~  
21 ~~which the registered office of the corporation in this State is~~  
22 ~~situated, to be recorded by such recorder. The recorder shall~~  
23 ~~submit for payment to the Secretary of State, on a quarterly~~  
24 ~~basis, the amount of filing fees incurred.~~

25 (c) The administrative dissolution of a corporation  
26 terminates its corporate existence and such a dissolved

1 corporation shall not thereafter carry on any business,  
2 provided however, that such a dissolved corporation may take  
3 all action authorized under Section 12.75 or necessary to wind  
4 up and liquidate its business and affairs under Section 12.30.  
5 (Source: P.A. 93-59, eff. 7-1-03.)

6 (805 ILCS 5/12.65) (from Ch. 32, par. 12.65)

7 Sec. 12.65. Order of dissolution.

8 (a) If, after a hearing, the court orders dissolution  
9 pursuant to Section 12.50, 12.55, or 12.56, it shall enter an  
10 order dissolving the corporation and the clerk of the court  
11 shall deliver a certified copy of the order to the Secretary of  
12 State, who shall file the order, ~~and to the recorder of the~~  
13 ~~county in which the registered office of the corporation is~~  
14 ~~located, who shall record the order.~~

15 (b) After entering the order of dissolution, the court  
16 shall direct the winding up and liquidation of the  
17 corporation's business and affairs in accordance with Section  
18 12.30 and the notification of its known claimants in accordance  
19 with Section 12.75 and shall retain jurisdiction until the same  
20 is complete.

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

22 (805 ILCS 5/13.50) (from Ch. 32, par. 13.50)

23 Sec. 13.50. Grounds for revocation of authority. The  
24 authority of a foreign corporation to transact business in this

1 State may be revoked by the Secretary of State:

2 (a) Upon the failure of an officer or director to whom  
3 interrogatories have been propounded by the Secretary of State  
4 as provided in this Act, to answer the same fully and to file  
5 such answer in the office of the Secretary of State.

6 (b) If the answer to such interrogatories discloses, or if  
7 the fact is otherwise ascertained, that the proportion of the  
8 sum of the paid-in capital of such corporation represented in  
9 this State is greater than the amount on which such corporation  
10 has theretofore paid fees and franchise taxes, and the  
11 deficiency therein is not paid.

12 (c) If the corporation for a period of one year has  
13 transacted no business and has had no tangible property in this  
14 State as revealed by its annual reports.

15 (d) Upon the failure of the corporation to keep on file in  
16 the office of the Secretary of State duly authenticated copies  
17 of each amendment to its articles of incorporation.

18 (e) Upon the failure of the corporation to appoint and  
19 maintain a registered agent in this State.

20 (f) (Blank). ~~Upon the failure of the corporation to file~~  
21 ~~for record in the office of the recorder of the county in which~~  
22 ~~its registered office is situated, any appointment of~~  
23 ~~registered agent.~~

24 (g) Upon the failure of the corporation to file any report  
25 after the period prescribed by this Act for the filing of such  
26 report.

1           (h) Upon the failure of the corporation to pay any fees,  
2 franchise taxes, or charges prescribed by this Act.

3           (i) For misrepresentation of any material matter in any  
4 application, report, affidavit, or other document filed by such  
5 corporation pursuant to this Act.

6           (j) Upon the failure of the corporation to renew its  
7 assumed name or to apply to change its assumed name pursuant to  
8 the provisions of this Act, when the corporation can only  
9 transact business within this State under its assumed name in  
10 accordance with the provisions of Section 4.05 of this Act.

11           (k) When under the provisions of the "Consumer Fraud and  
12 Deceptive Business Practices Act" a court has found that the  
13 corporation substantially and willfully violated such Act.

14           (l) Upon tender of payment to the Secretary of State which  
15 is subsequently returned due to insufficient funds, a closed  
16 account, or any other reason, and acceptable payment has not  
17 been subsequently tendered.

18           (m) When the Secretary of State receives a copy of a  
19 memorandum of judgment relating to a judgment entered for money  
20 owed to a unit of local government or school district, together  
21 with a statement filed by its attorney that the judgment has  
22 not been satisfied and that no appeal has been filed.

23           (Source: P.A. 95-515, eff. 8-28-07.)

24           (805 ILCS 5/13.55) (from Ch. 32, par. 13.55)

25           Sec. 13.55. Procedure for revocation of authority.

1           (a) After the Secretary of State determines that one or  
2 more grounds exist under Section 13.50 for the revocation of  
3 authority of a foreign corporation, he or she shall send by  
4 regular mail to each delinquent corporation a Notice of  
5 Delinquency to its registered office, or, if the corporation  
6 has failed to maintain a registered office, then to the  
7 president or other principal officer at the last known office  
8 of said officer.

9           (b) If the corporation does not correct the default  
10 described in paragraphs (c) through (k), and paragraph (m), of  
11 Section 13.50 within 90 days following such notice, the  
12 Secretary of State shall thereupon revoke the authority of the  
13 corporation by issuing a certificate of revocation that recites  
14 the grounds for revocation and its effective date. If the  
15 corporation does not correct the default described in paragraph  
16 (a), (b), or (l) of Section 13.50, within 30 days following  
17 such notice, the Secretary of State shall thereupon revoke the  
18 authority of the corporation by issuing a certificate of  
19 revocation as herein prescribed. The Secretary of State shall  
20 file the original of the certificate in his or her office and  
21 mail one copy to the corporation at its registered office or,  
22 if the corporation has failed to maintain a registered office,  
23 then to the president or other principal officer at the last  
24 known office of said officer, ~~and file one copy for record in~~  
25 ~~the office of the recorder of the county in which the~~  
26 ~~registered office of the corporation in this State is situated,~~



1 ~~to be recorded by such recorder. The recorder shall submit for~~  
2 ~~payment to the Secretary of State, on a quarterly basis, the~~  
3 ~~amount of filing fees incurred.~~

4 (c) Upon the issuance of the certificate of revocation, the  
5 authority of the corporation to transact business in this State  
6 shall cease and such revoked corporation shall not thereafter  
7 carry on any business in this State.

8 (Source: P.A. 95-515, eff. 8-28-07.)

9 (805 ILCS 5/16.05) (from Ch. 32, par. 16.05)

10 Sec. 16.05. Penalties and interest imposed upon  
11 corporations.

12 (a) Each corporation, domestic or foreign, that fails or  
13 refuses to file any annual report or report of cumulative  
14 changes in paid-in capital and pay any franchise tax due  
15 pursuant to the report prior to the first day of its  
16 anniversary month or, in the case of a corporation which has  
17 established an extended filing month, the extended filing month  
18 of the corporation shall pay a penalty of 10% of the amount of  
19 any delinquent franchise tax due for the report. From February  
20 1, 2008 through March 15, 2008, no penalty shall be imposed  
21 with respect to any amount of delinquent franchise tax paid  
22 pursuant to the Franchise Tax and License Fee Amnesty Act of  
23 2007.

24 (b) Each corporation, domestic or foreign, that fails or  
25 refuses to file a report of issuance of shares or increase in

1 paid-in capital within the time prescribed by this Act is  
2 subject to a penalty on any obligation occurring prior to  
3 January 1, 1991, and interest on those obligations on or after  
4 January 1, 1991, for each calendar month or part of month that  
5 it is delinquent in the amount of 2% of the amount of license  
6 fees and franchise taxes provided by this Act to be paid on  
7 account of the issuance of shares or increase in paid-in  
8 capital. From February 1, 2008 through March 15, 2008, no  
9 penalty shall be imposed, or interest charged, with respect to  
10 any amount of delinquent license fees and franchise taxes paid  
11 pursuant to the Franchise Tax and License Fee Amnesty Act of  
12 2007.

13 (c) Each corporation, domestic or foreign, that fails or  
14 refuses to file a report of cumulative changes in paid-in  
15 capital or report following merger within the time prescribed  
16 by this Act is subject to interest on or after January 1, 1992,  
17 for each calendar month or part of month that it is delinquent,  
18 in the amount of 2% of the amount of franchise taxes provided  
19 by this Act to be paid on account of the issuance of shares or  
20 increase in paid-in capital disclosed on the report of  
21 cumulative changes in paid-in capital or report following  
22 merger, or \$1, whichever is greater. From February 1, 2008  
23 through March 15, 2008, no interest shall be charged with  
24 respect to any amount of delinquent franchise tax paid pursuant  
25 to the Franchise Tax and License Fee Amnesty Act of 2007.

26 (d) If the annual franchise tax, or the supplemental annual

1 franchise tax for any 12-month period commencing July 1, 1968,  
2 or July 1 of any subsequent year through June 30, 1983,  
3 assessed in accordance with this Act, is not paid by July 31,  
4 it is delinquent, and there is added a penalty prior to January  
5 1, 1991, and interest on and after January 1, 1991, of 2% for  
6 each month or part of month that it is delinquent commencing  
7 with the month of August, or \$1, whichever is greater. From  
8 February 1, 2008 through March 15, 2008, no penalty shall be  
9 imposed, or interest charged, with respect to any amount of  
10 delinquent franchise taxes paid pursuant to the Franchise Tax  
11 and License Fee Amnesty Act of 2007.

12 (e) If the supplemental annual franchise tax assessed in  
13 accordance with the provisions of this Act for the 12-month  
14 period commencing July 1, 1967, is not paid by September 30,  
15 1967, it is delinquent, and there is added a penalty prior to  
16 January 1, 1991, and interest on and after January 1, 1991, of  
17 2% for each month or part of month that it is delinquent  
18 commencing with the month of October, 1967. From February 1,  
19 2008 through March 15, 2008, no penalty shall be imposed, or  
20 interest charged, with respect to any amount of delinquent  
21 franchise taxes paid pursuant to the Franchise Tax and License  
22 Fee Amnesty Act of 2007.

23 (f) If any annual franchise tax for any period beginning on  
24 or after July 1, 1983, is not paid by the time period herein  
25 prescribed, it is delinquent and there is added a penalty prior  
26 to January 1, 1991, and interest on and after January 1, 1991,

1 of 2% for each month or part of a month that it is delinquent  
2 commencing with the anniversary month or in the case of a  
3 corporation that has established an extended filing month, the  
4 extended filing month, or \$1, whichever is greater. From  
5 February 1, 2008 through March 15, 2008, no penalty shall be  
6 imposed, or interest charged, with respect to any amount of  
7 delinquent franchise taxes paid pursuant to the Franchise Tax  
8 and License Fee Amnesty Act of 2007.

9 (g) Any corporation, domestic or foreign, failing to pay  
10 the prescribed fee for assumed corporate name renewal when due  
11 and payable shall be given notice of nonpayment by the  
12 Secretary of State by regular mail; and if the fee together  
13 with a penalty fee of \$5 is not paid within 90 days after the  
14 notice is mailed, the right to use the assumed name shall  
15 cease.

16 (h) Any corporation which (i) puts forth any sign or  
17 advertisement, assuming any name other than that by which it is  
18 incorporated or otherwise authorized by law to act or (ii)  
19 violates Section 3.25, shall be guilty of a Class C misdemeanor  
20 and shall be deemed guilty of an additional offense for each  
21 day it shall continue to so offend.

22 (i) Each corporation, domestic or foreign, that fails or  
23 refuses (1) ~~to file in the office of the recorder within the~~  
24 ~~time prescribed by this Act any document required by this Act~~  
25 ~~to be so filed, or (2) to answer truthfully and fully within~~  
26 the time prescribed by this Act interrogatories propounded by

1 the Secretary of State in accordance with this Act, or (2) ~~(3)~~  
2 to perform any other act required by this Act to be performed  
3 by the corporation, is guilty of a Class C misdemeanor.

4 (j) Each corporation that fails or refuses to file articles  
5 of revocation of dissolution within the time prescribed by this  
6 Act is subject to a penalty for each calendar month or part of  
7 the month that it is delinquent in the amount of \$50.

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

9 (805 ILCS 5/11.45 rep.)

10 Section 10. The Business Corporation Act of 1983 is amended  
11 by repealing Section 11.45.

12 Section 15. The General Not For Profit Corporation Act of  
13 1986 is amended by changing Sections 101.10, 104.15, 105.10,  
14 112.40, 112.65, and 113.55 as follows:

15 (805 ILCS 105/101.10) (from Ch. 32, par. 101.10)

16 Sec. 101.10. Forms, execution, acknowledgment and filing.

17 (a) All reports required by this Act to be filed in the  
18 office of the Secretary of State shall be made on forms which  
19 shall be prescribed and furnished by the Secretary of State.  
20 Forms for all other documents to be filed in the office of the  
21 Secretary of State shall be furnished by the Secretary of State  
22 on request therefor, but the use thereof, unless otherwise  
23 specifically prescribed in this Act, shall not be mandatory.

1           (b) Whenever any provision of this Act specifically  
2 requires any document to be executed by the corporation in  
3 accordance with this Section, unless otherwise specifically  
4 stated in this Act and subject to any additional provisions of  
5 this Act, such document shall be executed, in ink, as follows:

6           (1) The articles of incorporation shall be signed by  
7 the incorporator or incorporators.

8           (2) All other documents shall be signed:

9           (i) By the president, a vice-president, the  
10 secretary, an assistant secretary, the treasurer, or  
11 other officer duly authorized by the board of directors  
12 of the corporation to execute the document; or

13           (ii) If it shall appear from the document that  
14 there are no such officers, then by a majority of the  
15 directors or by such directors as may be designated by  
16 the board; or

17           (iii) If it shall appear from the document that  
18 there are no such officers or directors, then by the  
19 members, or such of them as may be designated by the  
20 members at a lawful meeting; or

21           (iv) If the corporate assets are in the possession  
22 of a receiver, trustee or other court-appointed  
23 officer, then by the fiduciary or the majority of them  
24 if there are more than one.

25           (c) The name of a person signing the document and the  
26 capacity in which he or she signs shall be stated beneath or

1 opposite his or her signature.

2 (d) Whenever any provision of this Act requires any  
3 document to be verified, such requirement is satisfied by  
4 either:

5 (1) The formal acknowledgment by the person or one of  
6 the persons signing the instrument that it is his or her  
7 act and deed or the act and deed of the corporation, as the  
8 case may be, and that the facts stated therein are true.  
9 Such acknowledgment shall be made before a person who is  
10 authorized by the law of the place of execution to take  
11 acknowledgments of deeds and who, if he or she has a seal  
12 of office, shall affix it to the instrument; or

13 (2) The signature, without more, of the person or  
14 persons signing the instrument, in which case such  
15 signature or signatures shall constitute the affirmation  
16 or acknowledgment of the signatory, under penalties of  
17 perjury, that the instrument is his or her act and deed or  
18 the act and deed of the corporation, as the case may be,  
19 and that the facts stated therein are true.

20 (e) Whenever any provision of this Act requires any  
21 document to be filed with the Secretary of State or in  
22 accordance with this Section, such requirement means that:

23 (1) The original signed document, and if in duplicate  
24 as provided by this Act, one true copy, which may be  
25 signed, or carbon or photocopy shall be delivered to the  
26 office of the Secretary of State.

1           (2) All fees and charges authorized by law to be  
2 collected by the Secretary of State in connection with the  
3 filing of the document shall be tendered to the Secretary  
4 of State.

5           (3) If the Secretary of State finds that the document  
6 conforms to law, he or she shall, when all fees and charges  
7 have been paid as in this Act prescribed:

8           (i) Endorse on the original and on the true copy,  
9 if any, the word "filed" and the month, day and year  
10 thereof;

11           (ii) File the original in his or her office;

12           (iii) (Blank); and

13           (iv) If the filing is in duplicate, he or she shall  
14 return the copy, ~~with a certificate, if any, affixed~~  
15 ~~thereto,~~ to the corporation or its representative ~~who~~  
16 ~~shall file it for record in the office of the Recorder~~  
17 ~~of the county in which the registered office of the~~  
18 ~~corporation is situated in this State within 15 days~~  
19 ~~after the mailing thereof by the Secretary of State,~~  
20 ~~unless such document cannot with reasonable diligence~~  
21 ~~be filed within such time, in which case it shall be~~  
22 ~~filed as soon thereafter as may be reasonably possible.~~  
23 ~~Upon filing any document in the office of the Recorder,~~  
24 ~~as provided in this subparagraph, the corporation or~~  
25 ~~its representative shall pay to the office of the~~  
26 ~~Recorder the appropriate filing or recording fee~~



1 ~~imposed by law.~~

2 (f) If another Section of this Act specifically prescribes  
3 a manner of filing or executing a specified document which  
4 differs from the corresponding provisions of this Section, then  
5 the provisions of such other Section shall govern.

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

7 (805 ILCS 105/104.15) (from Ch. 32, par. 104.15)

8 Sec. 104.15. Assumed corporate name.

9 (a) A domestic corporation or a foreign corporation  
10 admitted to conduct affairs or attempting to gain admission to  
11 conduct affairs may elect to adopt an assumed corporate name  
12 that complies with the requirements of subsection (a) of  
13 Section 104.05 of this Act with respect to corporate names.

14 (b) As used in this Act, "assumed corporate name" means any  
15 corporate name other than the true corporate name, except that  
16 the following shall not constitute the use of an assumed  
17 corporate name under this Act:

18 (1) The identification by a corporation of the conduct  
19 of its affairs with a trademark or service mark of which it  
20 is the owner or licensed user; or

21 (2) The use of the name of a division, not separately  
22 incorporated and not containing the word "corporation,"  
23 "incorporated," or "limited" or an abbreviation of one of  
24 such words, provided the corporation also clearly  
25 discloses its corporate name.

1           (c) Before conducting any affairs in this State under an  
2 assumed corporate name or names, the corporation shall, for  
3 each assumed corporate name, pursuant to resolution by its  
4 board of directors, execute and file in accordance with Section  
5 101.10 of this Act, an application setting forth:

6           (1) The true corporate name;

7           (2) The State or country under the laws of which it is  
8 organized;

9           (3) That it intends to conduct affairs under an assumed  
10 corporate name;

11           (4) The assumed corporate name which it proposes to  
12 use.

13           (d) The right to use an assumed corporate name shall be  
14 effective from the date of filing by the Secretary of State  
15 until the first day of the anniversary month of the corporation  
16 that falls within the next calendar year evenly divisible by 5,  
17 except that if an application is filed within the 2 months  
18 immediately preceding the anniversary month of a corporation  
19 that falls within a calendar year evenly divisible by 5, the  
20 right to use the assumed corporate name shall be effective  
21 until the first day of the anniversary month of the corporation  
22 that falls within the next succeeding calendar year evenly  
23 divisible by 5.

24           (e) A corporation shall renew the right to use its assumed  
25 corporate name or names, if any, within the 60 days preceding  
26 the expiration of such right, for a period of 5 years, by

1 making an election to do so at the time of filing its annual  
2 report form and by paying the renewal fee as prescribed by this  
3 Act.

4 (f) (Blank). ~~Once an application for an assumed corporate~~  
5 ~~name has been filed by the Secretary of State, one copy thereof~~  
6 ~~may be filed for record in the office of the Recorder of the~~  
7 ~~county in which the registered office of the corporation is~~  
8 ~~situated in this State.~~

9 (g) A foreign corporation may not use an assumed or  
10 fictitious name in the conduct of its business to intentionally  
11 misrepresent the geographic origin or location of the  
12 corporation within Illinois.

13 (Source: P.A. 91-906, eff. 1-1-01.)

14 (805 ILCS 105/105.10) (from Ch. 32, par. 105.10)

15 Sec. 105.10. Change of registered office or registered  
16 agent.

17 (a) A domestic corporation or a foreign corporation may  
18 from time to time change the address of its registered office.  
19 A domestic corporation or a foreign corporation shall change  
20 its registered agent if the office of registered agent shall  
21 become vacant for any reason, or if its registered agent  
22 becomes disqualified or incapacitated to act, or if the  
23 corporation revokes the appointment of its registered agent.

24 (b) A domestic corporation or a foreign corporation may  
25 change the address of its registered office or change its

1 registered agent, or both, by executing and filing in  
2 duplicate, in accordance with Section 101.10 of this Act, a  
3 statement setting forth:

4 (1) the name of the corporation;

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

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

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

11 (5) if its registered agent be changed, the name of its  
12 successor registered agent;

13 (6) that the address of its registered office and the  
14 address of the business office of its registered agent, as  
15 changed, will be identical;

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

18 (c) (Blank).

19 (d) (Blank). ~~If the registered office is changed from one~~  
20 ~~county to another county, then the corporation shall also file~~  
21 ~~for record within the time prescribed by this Act in the office~~  
22 ~~of the Recorder of the county to which such registered office~~  
23 ~~is changed:~~

24 ~~(1) In the case of a domestic corporation:~~

25 ~~(i) A copy of its articles of incorporation~~  
26 ~~certified by the Secretary of State.~~

1           ~~(ii) A copy of the statement of change of address~~  
2           ~~of its registered office, certified by the Secretary of~~  
3           ~~State.~~

4           ~~(2) In the case of a foreign corporation:~~

5           ~~(i) A copy of its application for authority to~~  
6           ~~transact business in this State, certified by the~~  
7           ~~Secretary of State.~~

8           ~~(ii) A copy of all amendments to such authority, if~~  
9           ~~any, likewise certified by the Secretary of State.~~

10           ~~(iii) A copy of the statement of change of address~~  
11           ~~of its registered office certified by the Secretary of~~  
12           ~~State.~~

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

17           (Source: P.A. 94-605, eff. 1-1-06.)

18           (805 ILCS 105/112.40) (from Ch. 32, par. 112.40)

19           Sec. 112.40. Procedure for administrative dissolution.

20           (a) After the Secretary of State determines that one or  
21           more grounds exist under Section 112.35 of this Act for the  
22           administrative dissolution of a corporation, he or she shall  
23           send by regular mail to each delinquent corporation a Notice of  
24           Delinquency to its registered office, or, if the corporation  
25           has failed to maintain a registered office, then to the

1 president or other principal officer at the last known office  
2 of said officer.

3 (b) If the corporation does not correct the default within  
4 90 days following such notice, the Secretary of State shall  
5 thereupon dissolve the corporation by issuing a certificate of  
6 dissolution that recites the ground or grounds for dissolution  
7 and its effective date. The Secretary of State shall file the  
8 original of the certificate in his or her office and, mail one  
9 copy to the corporation at its registered office or, if the  
10 corporation has failed to maintain a registered office, then to  
11 the president or other principal officer at the last known  
12 office of said officer, ~~and file one copy for record in the~~  
13 ~~office of the Recorder of the county in which the registered~~  
14 ~~office of the corporation in this State is situated, to be~~  
15 ~~recorded by such Recorder. The Recorder shall submit for~~  
16 ~~payment, on a quarterly basis, to the Secretary of State the~~  
17 ~~amount of filing fees incurred.~~

18 (c) The administrative dissolution of a corporation  
19 terminates its corporate existence and such a dissolved  
20 corporation shall not thereafter carry on any affairs, provided  
21 however, that such a dissolved corporation may take all action  
22 authorized under Section 112.75 of this Act or necessary to  
23 wind up and liquidate its affairs under Section 112.30 of this  
24 Act.

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

1 (805 ILCS 105/112.65) (from Ch. 32, par. 112.65)

2 Sec. 112.65. Order of dissolution. (a) If, after a hearing,  
3 the court determines that one or more grounds for judicial  
4 dissolution described in Section 112.50 of this Act exists, it  
5 may enter an order dissolving the corporation and the clerk of  
6 the court shall deliver a certified copy of the order to the  
7 Secretary of State, who shall file the order, ~~and to the~~  
8 ~~Recorder of the county in which the registered office of the~~  
9 ~~corporation is located, who shall record the order.~~

10 (b) After entering the order of dissolution, the court  
11 shall direct the winding up and liquidation of the  
12 corporation's affairs in accordance with Sections 112.16 and  
13 112.30 of this Act and the notification of its known claimants  
14 in accordance with Section 112.75 of this Act and shall retain  
15 jurisdiction until the same is complete.

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

17 (805 ILCS 105/113.55) (from Ch. 32, par. 113.55)

18 Sec. 113.55. Procedure for revocation of authority.

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

1 office of said officer.

2 (b) If the corporation does not correct the default within  
3 90 days following such notice, the Secretary of State shall  
4 thereupon revoke the authority of the corporation by issuing a  
5 certificate of revocation that recites the grounds for  
6 revocation and its effective date. The Secretary of State shall  
7 file the original of the certificate in his or her office and  
8 mail one copy to the corporation at its registered office or,  
9 if the corporation has failed to maintain a registered office,  
10 then to the president or other principal officer at the last  
11 known office of said officer, ~~and file one copy for record in~~  
12 ~~the office of the Recorder of the county in which the~~  
13 ~~registered office of the corporation in this State is situated,~~  
14 ~~to be recorded by such Recorder. The Recorder shall submit for~~  
15 ~~payment, on a quarterly basis, to the Secretary of State the~~  
16 ~~amount of filing fees incurred.~~

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

21 (Source: P.A. 96-66, eff. 1-1-10.)

22 (805 ILCS 105/111.45 rep.)

23 Section 20. The General Not For Profit Corporation Act of  
24 1986 is amended by repealing Section 111.45.



## 1 INDEX

## 2 Statutes amended in order of appearance

|    |                          |                          |
|----|--------------------------|--------------------------|
| 3  | 805 ILCS 5/1.10          | from Ch. 32, par. 1.10   |
| 4  | 805 ILCS 5/1.70          | from Ch. 32, par. 1.70   |
| 5  | 805 ILCS 5/2A.10         | from Ch. 32, par. 2A.10  |
| 6  | 805 ILCS 5/4.15          | from Ch. 32, par. 4.15   |
| 7  | 805 ILCS 5/5.10          | from Ch. 32, par. 5.10   |
| 8  | 805 ILCS 5/5.20          | from Ch. 32, par. 5.20   |
| 9  | 805 ILCS 5/11.39         |                          |
| 10 | 805 ILCS 5/12.40         | from Ch. 32, par. 12.40  |
| 11 | 805 ILCS 5/12.65         | from Ch. 32, par. 12.65  |
| 12 | 805 ILCS 5/13.50         | from Ch. 32, par. 13.50  |
| 13 | 805 ILCS 5/13.55         | from Ch. 32, par. 13.55  |
| 14 | 805 ILCS 5/16.05         | from Ch. 32, par. 16.05  |
| 15 | 805 ILCS 5/11.45 rep.    |                          |
| 16 | 805 ILCS 105/101.10      | from Ch. 32, par. 101.10 |
| 17 | 805 ILCS 105/104.15      | from Ch. 32, par. 104.15 |
| 18 | 805 ILCS 105/105.10      | from Ch. 32, par. 105.10 |
| 19 | 805 ILCS 105/112.40      | from Ch. 32, par. 112.40 |
| 20 | 805 ILCS 105/112.65      | from Ch. 32, par. 112.65 |
| 21 | 805 ILCS 105/113.55      | from Ch. 32, par. 113.55 |
| 22 | 805 ILCS 105/111.45 rep. |                          |