



97TH GENERAL ASSEMBLY

State of Illinois

2011 and 2012

SB1691

Introduced 2/9/2011, by Sen. A. J. Wilhelmi

SYNOPSIS AS INTRODUCED:

See Index

Amends the Uniform Partnership Act (UPA). Provides for a number of new filing fees. Provides a procedure for reinstatement of an expired limited liability partnership. Provides that fees for expedited services shall be deposited into the Business Services Special Operations Fund and provides specific fees. Amends the Uniform Limited Partnership Act (ULPA). Provides a new filing deadline for a limited partnership applying to use an assumed name within a calendar year evenly divisible by 5. Strikes language allowing the Secretary of State (SOS) to designate a limited partnership as not in good standing when failing to name and maintain an agent for service of process. Provides a new procedure to resign as an agent for service of process and requires a replacement within 60 days. Provides new procedures and fees for service of process when the SOS is the service agent. Provides that a restated certificate of limited partnership supersedes the original certificate and prior amendments. Provides that electronic filings under the UPLA & UPA must include the name of the person making the submission and that this inclusion satisfies the UPLA's & UPA's signature requirements. Provides that the SOS is not required to send a copy of a filed annual report and receipt. Provides that if an annual report is not timely filed, the SOS shall declare the partnership not in good standing and shall not file documents. Provides for a \$100 penalty for failing to file an annual report within 60 days of the due date. Provides a new procedures for reinstatement following administrative dissolution, for an amended application for a certificate of authority, and for reinstatement of a foreign limited partnership following revocation. Repeals Section 1305 of the ULPA requiring documents filed to contain a FEIN. Effective July 1, 2011.

LRB097 05260 AEK 45312 b

FISCAL NOTE ACT
MAY APPLY

A BILL FOR

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 Uniform Partnership Act (1997) is amended by
5 changing Section 108 and by adding Sections 105.5, 1004, and
6 1209 as follows:

7 (805 ILCS 206/105.5 new)

8 Sec. 105.5. Electronic filing. Documents or reports
9 transmitted for filing electronically must include the name of
10 the person making the submission. The inclusion shall
11 constitute the affirmation or acknowledgement of the person,
12 under penalties or perjury, that the instrument is his or her
13 act and deed or the act and deed of the limited liability
14 partnership, as the case may be, and that the facts stated
15 therein are true. Compliance with this Section shall satisfy
16 the signature provisions of Section 105 of this Act, which
17 shall otherwise apply.

18 (805 ILCS 206/108)

19 Sec. 108. Fees.

20 (a) The Secretary of State shall charge and collect in
21 accordance with the provisions of this Act and rules
22 promulgated under its authority:

- 1 (1) fees for filing documents;
2 (2) miscellaneous charges; and
3 (3) fees for the sale of lists of filings, and for
4 copies of any documents, ~~and the sale or release of any~~
5 ~~information.~~

6 (b) The Secretary of State shall charge and collect:

7 (1) for furnishing a copy or certified copy of any
8 document, instrument, or paper relating to a registered
9 limited liability partnership, ~~\$1 per page, but not less~~
10 ~~than \$25, and \$25 for the certificate and for affixing the~~
11 ~~seal to the certificate;~~

12 (2) for the transfer of information by computer process
13 media to any purchaser, fees established by rule;

14 (3) for filing a statement of partnership authority,
15 \$25;

16 (4) for filing a statement of denial, \$25;

17 (5) for filing a statement of dissociation, \$25;

18 (6) for filing a statement of dissolution, \$100;

19 (7) for filing a statement of merger, \$100;

20 (8) for filing a statement of qualification for a
21 limited liability partnership organized under the laws of
22 this State, \$100 for each partner, but in no event shall
23 the fee be less than \$200 or exceed \$5,000;

24 (9) for filing a statement of foreign qualification,
25 \$500;

26 (10) for filing a renewal statement for a limited

1 liability partnership organized under the laws of this
2 State, \$100 for each partner, but in no event shall the fee
3 be less than \$200 or exceed \$5,000;

4 (11) for filing a renewal statement for a foreign
5 limited liability partnership, \$300.

6 (12) for filing an amendment or cancellation of a
7 statement, \$25 plus \$100 for each new partner added to a
8 limited liability partnership organized under the laws of
9 this State, but in no event shall the fee exceed \$5,000;

10 (13) for filing a statement of withdrawal, \$100;

11 (14) for the purposes of changing the registered agent
12 name or registered office, or both, \$25; ~~+~~

13 (15) for filing an application for reinstatement,
14 \$200;

15 (16) for filing any other document, \$25.

16 (c) Except as provided in Section 1209, all ~~All~~ fees
17 collected pursuant to this Act shall be deposited into the
18 Division of Corporations Limited Liability Partnership Fund.

19 (d) There is hereby continued in the State treasury a
20 special fund to be known as the Division of Corporations
21 Limited Liability Partnership Fund. Moneys deposited into the
22 Fund shall, subject to appropriation, be used by the Business
23 Services Division of the Office of the Secretary of State to
24 administer the responsibilities of the Secretary of State under
25 this Act. The balance of the Fund at the end of any fiscal year
26 shall not exceed \$200,000, and any amount in excess thereof

1 shall be transferred to the General Revenue Fund.

2 (Source: P.A. 92-740, eff. 1-1-03.)

3 (805 ILCS 206/1004 new)

4 Sec. 1004. Reinstatement of limited liability partnership
5 status.

6 (a) A partnership whose status as a limited liability
7 partnership or foreign limited liability partnership has
8 expired as a result of the failure to file a renewal report
9 required by Section 1003 may reinstate such status as a limited
10 liability partnership or foreign limited liability partnership
11 upon:

12 (1) the filing with the Secretary of State of an
13 application for reinstatement;

14 (2) the filing with the Secretary of State of all
15 reports then due and becoming due; and

16 (3) the payment to the Secretary of State of all fees
17 and then due and becoming due.

18 (b) The application for reinstatement shall be executed and
19 filed in duplicate in accordance with Section 105 and shall set
20 forth all of the following:

21 (1) the name of the limited liability partnership at
22 the time of expiration;

23 (2) the date of expiration; and

24 (3) the name and address of the agent for service of
25 process; provided that any change to either the agent for

1 service of process or the address of the agent for service
2 of process is properly reported.

3 (c) When a partnership whose status as a limited liability
4 partnership or foreign limited liability partnership has
5 expired has complied with the provisions of this Section, the
6 Secretary of State shall file the application for
7 reinstatement.

8 (d) Upon filing of the application for reinstatement: (i)
9 status as a limited liability partnership or foreign limited
10 liability partnership shall be deemed to have continued without
11 interruption from the date of expiration and shall stand
12 revived with the powers, duties, and obligations as if it had
13 not expired, and (ii) all acts and proceedings of its partners,
14 acting or purporting to act in that capacity, that would have
15 been legal and valid but for the expiration, shall stand
16 ratified and confirmed.

17 (805 ILCS 206/1209 new)

18 Sec. 1209. Expedited services.

19 (a) All fees payable to the Secretary of State for
20 expedited services under this Section shall be deposited into
21 the Business Services Special Operations Fund. No other fees or
22 charges collected under this Act shall be deposited into the
23 Business Services Special Operations Fund.

24 (b) For the purposes of this Section, "expedited services"
25 means services rendered within the same day, or within 24 hours

1 from the time request therefor is submitted by the filer, law
2 firm, service company, or messenger physically in person, or at
3 the Secretary of State's discretion, by electronic means, to
4 the Secretary of State's Springfield Office and includes
5 requests for certified copies, photocopies, and certificates
6 of existence or abstracts of computer record made to the
7 Secretary of State's Springfield Office in person or by
8 telephone, or requests for certificates of existence or
9 abstracts of computer record made in person or by telephone to
10 the Secretary of State's Chicago Office.

11 (c) Fees for expedited services shall be as follows:

12 (1) for a merger or conversion, \$200;

13 (2) for a statement of qualification as a limited
14 liability partnership, \$100;

15 (3) for an amendment, \$100;

16 (4) for the reinstatement of limited liability
17 partnership status, \$100;

18 (5) for a statement of foreign qualification, \$100;

19 (6) for a certificate of existence or abstract of
20 computer record, \$20; and

21 (7) for all other filings, copies of documents, renewal
22 statements, and copies of documents of withdrawn limited
23 partnerships, \$50.

24 Section 10. The Uniform Limited Partnership Act (2001) is
25 amended by changing Sections 108.5, 114, 116, 117, 202, 206,

1 209, 210, 809, 810, 906, 1302, 1305, and 1308 and by adding
2 Sections 204.5, 902.5, and 906.5 as follows:

3 (805 ILCS 215/108.5)

4 Sec. 108.5. Assumed name.

5 (a) A limited partnership or a foreign limited partnership
6 admitted to transact business in this State may elect to adopt
7 an assumed name that complies with the requirements of Section
8 108 of this Act except the requirement that the name contain
9 the words "limited partnership", "limited liability limited
10 partnership", or the abbreviation "L.P.", "LP", "LLLP" or
11 "L.L.L.P."

12 (b) As used in this Act, "assumed name" means any name
13 other than the true name of a limited partnership or the name
14 under which a foreign limited partnership is admitted to
15 transact business in this State, except that the following do
16 not constitute the use of an assumed name under this Act:

17 (1) The identification by a limited partnership or
18 foreign limited partnership of its business with a
19 trademark or service mark of which it is the owner or
20 licensed user.

21 (2) The use of a name of a division, not constituting a
22 separate limited partnership and not containing the words
23 "limited partnership" or an abbreviation of those words,
24 provided that the limited partnership also clearly
25 discloses its true name.

1 (c) Before transacting any business in this State under an
2 assumed name or names, the limited partnership or foreign
3 limited partnership shall, for each assumed name, execute and
4 file in accordance with Section 108 or 204 of this Act, as
5 applicable, an application setting forth:

6 (1) the true name of the limited partnership or the
7 name under which the foreign limited partnership is
8 admitted to transact business in this State;

9 (2) the State or other jurisdiction under the laws of
10 which it is formed;

11 (3) that it intends to transact business under an
12 assumed name; and

13 (4) the assumed name which it proposes to use.

14 (d) The right to use an assumed name shall be effective
15 from the date of filing by the Secretary of State until the
16 first day of the anniversary month of the limited partnership
17 or foreign limited partnership that falls within the next
18 calendar year evenly divisible by 5, however, if an application
19 is filed within the 2 ~~3~~ months immediately preceding the
20 anniversary month of a limited partnership or foreign limited
21 partnership that falls within a calendar year evenly divisible
22 by 5, the right to use the assumed name shall be effective
23 until the first day of the anniversary month of the limited
24 partnership or foreign limited partnership that falls within
25 the next succeeding year evenly divisible by 5.

26 (e) A limited partnership or foreign limited partnership

1 may renew the right to use its assumed name or names, if any,
2 within the 60 days preceding the expiration of such right, for
3 a period of 5 years, by making an election to do so on a form
4 prescribed by the Secretary of State and by paying the renewal
5 fee as prescribed by this Act.

6 (f) Any limited partnership or foreign limited partnership
7 may change or cancel any or all of its assumed names by
8 executing and filing, in duplicate, an application setting
9 forth:

10 (1) the true name of the limited partnership or the
11 name under which the foreign limited partnership is
12 admitted to transact business in this State;

13 (2) the state or country under the laws of which it is
14 organized;

15 (3) a statement that it intends to cease transacting
16 business under an assumed name by changing or cancelling
17 it;

18 (4) the assumed name to be changed or cancelled;

19 (5) the assumed name which the limited partnership or
20 foreign limited partnership proposes to use, if it is to be
21 changed.

22 (g) Upon the filing of an application to change an assumed
23 name, the limited partnership or foreign limited partnership
24 shall have the right to use such assumed name for the period
25 authorized by subsection (d) of this Section.

26 (h) The right to use an assumed name shall be cancelled by

1 the Secretary of State:

2 (1) if the limited partnership or foreign limited
3 partnership fails to renew an assumed name;

4 (2) if the limited partnership or foreign limited
5 partnership has filed an application to change or cancel an
6 assumed name;

7 (3) if a limited partnership's certificate of limited
8 partnership or certificate to be governed by this Act has
9 been cancelled;

10 (4) if a foreign limited partnership's application for
11 admission to transact business has been cancelled.

12 (i) Any limited partnership or foreign limited partnership
13 carrying on, conducting or transacting business under an
14 assumed name which shall fail to comply with the provisions of
15 this Section shall be subject to the penalty provisions in
16 Section 5 of "An Act in relation to the use of an assumed name
17 in the conduct or transaction of business in this State",
18 approved July 17, 1941, as amended.

19 (j) A foreign limited partnership that applies for and
20 receives a certificate of authority under Section 905, is
21 deemed to have complied with this Section in full.

22 (Source: P.A. 93-967, eff. 1-1-05.)

23 (805 ILCS 215/114)

24 Sec. 114. Office and agent for service of process.

25 (a) A limited partnership shall designate and continuously

1 maintain in this State:

2 (1) an office, which need not be a place of its
3 activity in this State; and

4 (2) an agent for service of process.

5 (b) A foreign limited partnership shall designate and
6 continuously maintain in this State an agent for service of
7 process.

8 (c) An agent for service of process of a limited
9 partnership or foreign limited partnership must be an
10 individual who is a resident of this State or other person
11 authorized to do business in this State.

12 (d) If a limited partnership or foreign limited partnership
13 fails to designate and continuously maintain an agent for
14 service of process, the Secretary of State shall:

15 (1) declare any limited partnership or foreign limited
16 partnership to be delinquent and not in good standing; and

17 (2) not file any additional documents, amendments,
18 reports, or other papers relating to the limited
19 partnership or foreign limited partnership organized under
20 or subject to the provisions of this Act until the
21 delinquency is satisfied.

22 ~~(e) If a limited partnership or foreign limited partnership~~
23 ~~fails to designate and continuously maintain an agent for~~
24 ~~service of process, the Secretary of State may show the limited~~
25 ~~partnership or foreign limited partnership as not in good~~
26 ~~standing in response to inquiries received from any party~~

1 ~~regarding a limited partnership that is delinquent.~~

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

3 (805 ILCS 215/116)

4 Sec. 116. Resignation of agent for service of process.

5 (a) The agent for service of process may at any time resign
6 by filing in the Office of the Secretary of State written
7 notice thereof and by mailing a copy thereof to the limited
8 partnership or foreign limited partnership at its designated
9 office and another copy to the principal office if the address
10 of the office appears in the records of the Secretary of State
11 and is different from the address of the designated office. The
12 notice must be mailed at least 10 days before the date of
13 filing thereof with the Secretary of State. The notice shall be
14 executed by the agent for service of process. The notice shall
15 set forth all of the following:

16 (1) the name of the limited partnership for which the
17 agent for service of process is acting;

18 (2) the name of the agent for service of process;

19 (3) the address, including street, number, and city of
20 the limited partnership's then address of its agent for
21 service of process in this State;

22 (4) that the agent for service of process resigns;

23 (5) the effective date of the resignation, which shall
24 not be sooner than 30 days after the date of filing;

25 (6) the address of the designated office of the limited

1 partnership as it is known to the registered agent; and

2 (7) a statement that a copy of the notice has been sent
3 by registered or certified mail to the designated office of
4 the limited partnership within the time and in the manner
5 prescribed by this Section.

6 (b) A new agent for service of process must be placed on
7 record within 60 days after an agent's notice of resignation
8 under this Section.

9 ~~(a) In order to resign as an agent for service of process~~
10 ~~of a limited partnership or foreign limited partnership, the~~
11 ~~agent must deliver to the Secretary of State for filing a~~
12 ~~statement of resignation containing the name of the limited~~
13 ~~partnership or foreign limited partnership.~~

14 ~~(b) After receiving a statement of resignation, the~~
15 ~~Secretary of State shall file it and mail a copy to the~~
16 ~~designated office of the limited partnership or foreign limited~~
17 ~~partnership and another copy to the principal office if the~~
18 ~~address of the office appears in the records of the Secretary~~
19 ~~of State and is different from the address of the designated~~
20 ~~office.~~

21 ~~(c) An agency for service of process is terminated on the~~
22 ~~31st day after the Secretary of State files the statement of~~
23 ~~resignation.~~

24 (Source: P.A. 93-967, eff. 1-1-05.)

25 (805 ILCS 215/117)

1 Sec. 117. Service of process.

2 (a) An agent for service of process appointed by a limited
3 partnership or foreign limited partnership is an agent of the
4 limited partnership or foreign limited partnership for service
5 of any process, notice, or demand required or permitted by law
6 to be served upon the limited partnership or foreign limited
7 partnership.

8 (b) If a limited partnership or foreign limited partnership
9 does not appoint or maintain an agent for service of process in
10 this State or the agent for service of process cannot with
11 reasonable diligence be found at the agent's address, the
12 Secretary of State is an agent of the limited partnership or
13 foreign limited partnership upon whom process, notice, or
14 demand may be served.

15 (c) Service under subsection (b) shall be made by the
16 person instituting the action by doing all of the following:

17 (1) serving on the Secretary of State, or on any
18 employee having responsibility for administering this Act,
19 a copy of the process, notice, or demand, together with an
20 papers required by law to be delivered in connection with
21 service and paying the fee prescribed by Section 1302 of
22 this Act;

23 (2) transmitting notice of the service on the Secretary
24 of State and a copy of the process, notice, or demand and
25 accompanying papers to the limited partnership being
26 served, by registered or certified mail:

1 (A) at the last address of the agent for service of
2 process for the limited partnership or foreign limited
3 partnership shown by the records on file in the Office
4 of the Secretary of State; and

5 (B) at the address the use of which the person
6 instituting the action, suit or proceeding knows or, on
7 the basis of reasonable inquiry, has reason to believe,
8 is most likely to result in actual notice.

9 (3) attaching an affidavit of compliance with this
10 Section, in substantially the form that the Secretary of
11 State may by rule or regulation prescribe, to the process,
12 notice, or demand.

13 ~~(c) Service of any process, notice, or demand on the~~
14 ~~Secretary of State may be made by delivering to and leaving~~
15 ~~with the Secretary of State duplicate copies of the process,~~
16 ~~notice, or demand. If a process, notice, or demand is served on~~
17 ~~the Secretary of State, the Secretary of State shall forward~~
18 ~~one of the copies by registered or certified mail, return~~
19 ~~receipt requested, to the limited partnership or foreign~~
20 ~~limited partnership at its designated office. An affidavit of~~
21 ~~compliance with this Section, in substantially the form that~~
22 ~~the Secretary of State may prescribe by rule, shall be attached~~
23 ~~to the process, notice, or demand.~~

24 (d) Service is effected under subsection (c) at the
25 earliest of:

26 (1) the date the limited partnership or foreign limited

1 partnership receives the process, notice, or demand;

2 (2) the date shown on the return receipt, if signed on
3 behalf of the limited partnership or foreign limited
4 partnership; or

5 (3) five days after the process, notice, or demand is
6 deposited in the mail, if mailed postpaid and correctly
7 addressed.

8 (e) The Secretary of State shall keep a record of each
9 process, notice, and demand served pursuant to this Section and
10 record the time of, and the action taken regarding, the
11 service.

12 (f) This Section does not affect the right to serve
13 process, notice, or demand in any other manner provided by law.

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

15 (805 ILCS 215/202)

16 Sec. 202. Amendment or restatement of certification.

17 (a) In order to amend its certificate of limited
18 partnership, a limited partnership must deliver to the
19 Secretary of State for filing an amendment or, pursuant to
20 Article 11, articles of merger stating:

21 (1) the name of the limited partnership;

22 (2) the date of filing of its initial certificate; and

23 (3) the changes the amendment makes to the certificate
24 as most recently amended or restated.

25 (b) A limited partnership shall promptly deliver to the

1 Secretary of State for filing an amendment to a certificate of
2 limited partnership to reflect:

3 (1) the admission of a new general partner;

4 (2) the dissociation of a person as a general partner;

5 or

6 (3) the appointment of a person to wind up the limited
7 partnership's activities under Section 803(c) or (d).

8 (c) A general partner that knows that any information in a
9 filed certificate of limited partnership was false when the
10 certificate was filed or has become false due to changed
11 circumstances shall promptly:

12 (1) cause the certificate to be amended; or

13 (2) if appropriate, deliver to the Secretary of State
14 for filing a statement of change pursuant to Section 115 or
15 a statement of correction pursuant to Section 207.

16 (d) Except as provided in Section 210, a ~~A~~ certificate of
17 limited partnership may be amended at any time for any other
18 proper purpose as determined by the limited partnership.

19 (e) A restated certificate of limited partnership may be
20 delivered to the Secretary of State for filing in the same
21 manner as an amendment. A restated certificate of limited
22 partnership shall supersede the original certificate of
23 limited partnership and all amendments thereto prior to the
24 effective date of filing the restated certificate of limited
25 partnership.

26 (f) Subject to Section 206(c), an amendment or restated

1 certificate is effective when filed by the Secretary of State.

2 (Source: P.A. 93-967, eff. 1-1-05.)

3 (805 ILCS 215/204.5 new)

4 Sec. 204.5. Electronic filing. Documents or reports
5 transmitted for filing electronically must include the name of
6 the person making the submission. The inclusion shall
7 constitute the affirmation or acknowledgement of the person,
8 under penalties or perjury, that the instrument is his or her
9 act and deed or the act and deed of the limited partnership, as
10 the case may be, and that the facts stated therein are true.
11 Compliance with this Section shall satisfy the signature
12 provisions of Section 204 of this Act, which shall otherwise
13 apply.

14 (805 ILCS 215/206)

15 Sec. 206. Delivery to and filing of records by Secretary of
16 State; effective time and date.

17 (a) A record authorized or required to be delivered to the
18 Secretary of State for filing under this Act must be captioned
19 to describe the record's purpose, be in a medium permitted by
20 the Secretary of State, and be delivered to the Secretary of
21 State. Unless the Secretary of State determines that a record
22 does not comply with the filing requirements of this Act, and
23 if all filing fees have been paid, the Secretary of State shall
24 file the record and:

1 (1) for a statement of dissociation, send:

2 (A) a copy of the filed statement and a receipt for
3 the fees to the person which the statement indicates
4 has dissociated as a general partner; and

5 (B) a copy of the filed statement and receipt to
6 the limited partnership;

7 (2) for a statement of withdrawal, send:

8 (A) a copy of the filed statement and a receipt for
9 the fees to the person on whose behalf the record was
10 filed; and

11 (B) if the statement refers to an existing limited
12 partnership, a copy of the filed statement and receipt
13 to the limited partnership; and

14 (3) for all other records except annual reports filed
15 pursuant to Section 210, send a copy of the filed record
16 and a receipt for the fees to the person on whose behalf
17 the record was filed.

18 (b) Upon request and payment of a fee, the Secretary of
19 State shall send to the requester a certified copy of the
20 requested record.

21 (c) Except as otherwise provided in Sections 116 and 207, a
22 record delivered to the Secretary of State for filing under
23 this Act may specify an effective time and a delayed effective
24 date. Except as otherwise provided in this Act, a record filed
25 by the Secretary of State is effective:

26 (1) if the record does not specify an effective time

1 and does not specify a delayed effective date, on the date
2 and at the time the record is filed as evidenced by the
3 Secretary of State's endorsement of the date and time on
4 the record;

5 (2) if the record specifies an effective time but not a
6 delayed effective date, on the date the record is filed at
7 the time specified in the record;

8 (3) if the record specifies a delayed effective date
9 but not an effective time, at 12:01 a.m. on the earlier of:

10 (A) the specified date; or

11 (B) the 90th day after the record is filed; or

12 (4) if the record specifies an effective time and a
13 delayed effective date, at the specified time on the
14 earlier of:

15 (A) the specified date; or

16 (B) the 90th day after the record is filed.

17 (Source: P.A. 93-967, eff. 1-1-05.)

18 (805 ILCS 215/209)

19 Sec. 209. Certificate of existence or authorization.

20 (a) The Secretary of State, upon request and payment of the
21 requisite fee, shall furnish a certificate of existence for a
22 limited partnership if the records filed in the Office of the
23 Secretary of State show that the Secretary of State has filed a
24 certificate of limited partnership, has not filed a declaration
25 of dissolution, and has not filed a statement of termination. A

1 certificate of existence must state:

2 (1) the limited partnership's name;

3 (2) that it was duly formed under the laws of this
4 State and the date of formation;

5 (3) whether all fees, taxes, and penalties due to the
6 Secretary of State under this Act or other law have been
7 paid;

8 (4) whether the limited partnership's most recent
9 annual report required by Section 210 has been filed by the
10 Secretary of State;

11 (5) that the Secretary of State has not
12 administratively dissolved the limited partnership and has
13 not issued a declaration of dissolution ~~whether the~~
14 ~~Secretary of State has administratively dissolved the~~
15 ~~limited partnership;~~

16 (6) whether the limited partnership's certificate of
17 limited partnership has been amended to state that the
18 limited partnership is dissolved;

19 (7) that a statement of termination has not been filed
20 by the Secretary of State; and

21 (8) other facts of record in the Office of the
22 Secretary of State which may be requested by the applicant.

23 (b) The Secretary of State, upon request and payment of the
24 requisite fee, shall furnish a certificate of authorization for
25 a foreign limited partnership if the records filed in the
26 Office of the Secretary of State show that the Secretary of

1 State has filed a certificate of authority, has not revoked the
2 certificate of authority, and has not filed a notice of
3 cancellation. A certificate of authorization must state:

4 (1) the foreign limited partnership's name and any
5 alternate name adopted under Section 905(a) for use in this
6 State;

7 (2) that it is authorized to transact business in this
8 State;

9 (3) whether all fees, taxes, and penalties due to the
10 Secretary of State under this Act or other law have been
11 paid;

12 (4) whether the foreign limited partnership's most
13 recent annual report required by Section 210 has been filed
14 by the Secretary of State;

15 (5) that the Secretary of State has not revoked its
16 certificate of authority and has not filed a notice of
17 cancellation; and

18 (6) other facts of record in the Office of the
19 Secretary of State which may be requested by the applicant.

20 (c) Subject to any qualification stated in the certificate,
21 a certificate of existence or authorization issued by the
22 Secretary of State may be relied upon as conclusive evidence
23 that the limited partnership or foreign limited partnership is
24 in existence or is authorized to transact business in this
25 State.

26 (Source: P.A. 93-967, eff. 1-1-05.)

1 (805 ILCS 215/210)

2 Sec. 210. Annual report for Secretary of State.

3 (a) A limited partnership or a foreign limited partnership
4 authorized to transact business in this State shall deliver to
5 the Secretary of State for filing an annual report that states:

6 (1) the name of the limited partnership or foreign
7 limited partnership;

8 (2) the street and mailing address of its designated
9 office and the name and street and mailing address of its
10 agent for service of process in this State;

11 (3) in the case of a limited partnership, the street
12 and mailing address of its principal office;

13 (4) in the case of a foreign limited partnership, the
14 State or other jurisdiction under whose law the foreign
15 limited partnership is formed and any alternate name
16 adopted under Section 905(a);

17 (5) Additional information that may be necessary or
18 appropriate in order to enable the Secretary of State to
19 administer this Act and to verify the proper amount of fees
20 payable by the limited partnership; and

21 (6) The annual report shall be made on forms prescribed
22 and furnished by the Secretary of State, and the
23 information therein, required by paragraphs (1) through
24 (4) of subsection (a), both inclusive, shall be given as of
25 the date of signing of the annual report. The annual report

1 shall be signed by a general partner.

2 (b) Information in an annual report must be current as of
3 the date the annual report is delivered to the Secretary of
4 State for filing.

5 (c) The annual report, together with all fees and charges
6 prescribed by this Act, shall be delivered to the Secretary of
7 State within 60 days immediately preceding the first day of the
8 anniversary month. Proof to the satisfaction of the Secretary
9 of State that, before the first day of the anniversary month of
10 the limited partnership or the foreign limited partnership, the
11 report, together with all fees and charges as prescribed by
12 this Act, was deposited in the United States mail in a sealed
13 envelope, properly addressed, with postage prepaid, shall be
14 deemed compliance with this requirement.

15 (d) If an annual report does not contain the information
16 required in subsection (a), the Secretary of State shall
17 promptly notify the reporting limited partnership or foreign
18 limited partnership and return the report to it for correction.
19 If the report is corrected to contain the information required
20 in subsection (a) and delivered to the Secretary of State
21 within 30 days after the effective date of the notice, it is
22 timely delivered.

23 (e) If a limited partnership or foreign limited partnership
24 fails to file its annual report and pay the requisite fee as
25 required by this Act before the first day of the anniversary
26 month in the year which it is due, the Secretary of State

1 shall:

2 (1) declare any limited partnership or foreign limited
3 partnership to be delinquent and not in good standing; and

4 (2) not file any additional documents, amendments,
5 reports, or other papers relating to the limited
6 partnership or foreign limited partnership organized under
7 or subject to the provisions of this Act until the
8 delinquency is satisfied.

9 (e) If a limited partnership or foreign limited partnership
10 fails to file its annual report and pay the requisite fee as
11 required by this Act before the first day of the anniversary
12 month in the year in which it is due, the Secretary of State
13 ~~shall: may show the limited partnership or foreign limited~~
14 ~~partnership as not in good standing in response to inquiries~~
15 ~~received from any party regarding a limited partnership that is~~
16 ~~delinquent.~~

17 (1) declare any limited partnership or foreign limited
18 partnership to be delinquent and not in good standing; and

19 (2) not file any additional documents, amendments,
20 reports, or other papers relating to the limited
21 partnership or foreign limited partnership organized under
22 or subject to the provisions of this Act until the
23 delinquency is satisfied.

24 (f) A limited partnership or foreign limited partnership
25 that fails to file its annual report and pay the requisite fee
26 as required by this Act within 60 days of the date on which the

1 report is due is subject to a penalty of \$100.

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

3 (805 ILCS 215/809)

4 Sec. 809. Administrative dissolution.

5 (a) The Secretary of State may dissolve a limited
6 partnership administratively if the limited partnership does
7 not, within 60 days after the due date:

8 (1) pay any fee, tax, or penalty due to the Secretary
9 of State under this Act or other law; ~~or~~

10 (2) file ~~deliver~~ its annual report with ~~to~~ the
11 Secretary of State; or ~~-~~

12 (3) appoint and maintain an agent for service of
13 process in Illinois after a registered agent's notice of
14 resignation under Section 116.

15 (b) If the Secretary of State determines that a ground
16 exists for administratively dissolving a limited partnership,
17 the Secretary of State shall file a record of the determination
18 and serve the limited partnership with a copy of the filed
19 record.

20 (c) If within 60 days after service of the copy of the
21 record of determination the limited partnership does not
22 correct each ground for dissolution or demonstrate to the
23 reasonable satisfaction of the Secretary of State that each
24 ground determined by the Secretary of State does not exist, the
25 Secretary of State shall administratively dissolve the limited

1 partnership by preparing, signing and filing a declaration of
2 dissolution that states the grounds for dissolution. The
3 Secretary of State shall serve the limited partnership with a
4 copy of the filed declaration.

5 (d) A limited partnership administratively dissolved
6 continues its existence but may carry on only activities
7 necessary to wind up its activities and liquidate its assets
8 under Sections 803 and 812 and to notify claimants under
9 Sections 806 and 807.

10 (e) The administrative dissolution of a limited
11 partnership does not terminate the authority of its agent for
12 service of process.

13 (Source: P.A. 93-967, eff. 1-1-05.)

14 (805 ILCS 215/810)

15 Sec. 810. Reinstatement following administrative
16 dissolution.

17 (a) A limited partnership that has been administratively
18 dissolved under Section 809 may be reinstated by the Secretary
19 of State following the date of dissolution upon:

20 (1) the filing of an application for reinstatement;

21 (2) the filing with the Secretary of State of all
22 reports then due and becoming due; and

23 (3) the payment to the Secretary of State of all fees
24 and penalties then due and becoming due.

25 (b) The application for reinstatement shall be executed and

1 filed in duplicate in accordance with Section 204 and shall set
2 forth all of the following:

3 (1) the name of the limited partnership at the time of
4 dissolution;

5 (2) the date of dissolution;

6 (3) the agent for service of process and the address of
7 the agent for service of process; provided that any change
8 to either the agent for service of process or the address
9 of the agent for service of process is properly reported
10 under Section 115.

11 (c) When a limited partnership that has been
12 administratively dissolved has complied with the provisions of
13 this Section, the Secretary of State shall file the application
14 for reinstatement.

15 (d) Upon filing of the application for reinstatement: (i)
16 the limited partnership shall be deemed to have continued
17 without interruption from the date of dissolution and shall
18 stand revived with the powers, duties, and obligations as if it
19 had not been dissolved, and (ii) all acts and proceedings of
20 its partners, acting or purporting to act in that capacity,
21 that would have been legal and valid but for the dissolution,
22 shall stand ratified and confirmed.

23 ~~(a) A limited partnership that has been administratively~~
24 ~~dissolved may apply to the Secretary of State for reinstatement~~
25 ~~after the effective date of dissolution. The application must~~
26 ~~be delivered to the Secretary of State for filing and state:~~

1 ~~(1) the name of the limited partnership and the~~
2 ~~effective date of its administrative dissolution;~~

3 ~~(2) that the grounds for dissolution either did not~~
4 ~~exist or have been eliminated; and~~

5 ~~(3) that the limited partnership's name satisfies the~~
6 ~~requirements of Section 108.~~

7 ~~(b) If the Secretary of State determines that an~~
8 ~~application contains the information required by subsection~~
9 ~~(a) and that the information is correct, the Secretary of State~~
10 ~~shall prepare a declaration of reinstatement that states this~~
11 ~~determination, sign, and file the original of the declaration~~
12 ~~of reinstatement, and serve the limited partnership with a~~
13 ~~copy.~~

14 ~~(c) When reinstatement becomes effective, it relates back~~
15 ~~to and takes effect as of the effective date of the~~
16 ~~administrative dissolution and the limited partnership may~~
17 ~~resume its activities as if the administrative dissolution had~~
18 ~~never occurred.~~

19 (Source: P.A. 93-967, eff. 1-1-05.)

20 (805 ILCS 215/902.5 new)

21 Sec. 902.5. Amended application for certificate of
22 authority.

23 (a) In order to amend its application for certificate of
24 authority, a foreign limited partnership must deliver to the
25 Secretary of State for filing an amended application for

1 certificate of authority stating:

2 (1) the name of the foreign limited partnership and, if
3 the name does not comply with Section 108, an alternate
4 name adopted pursuant to Section 905 (a);

5 (2) the date of filing the application for certificate
6 of authority; and

7 (3) the amendment to the application for certificate of
8 authority.

9 (b) A foreign limited partnership shall promptly deliver to
10 the Secretary of State for filing an amended application for
11 certificate of authority to reflect:

12 (1) the admission of a new general partner; or

13 (2) the withdrawal of a person as a general partner.

14 (c) A general partner who becomes aware that any statement
15 in the application for certificate of authority was false when
16 made or that any statement or facts therein have changed shall
17 promptly:

18 (1) cause the certificate to be amended; or

19 (2) if appropriate, deliver to the Secretary of State
20 for filing a statement of change pursuant to Section 115 or
21 a statement of correction pursuant to Section 207.

22 (d) Except as provided in Section 210, an application for
23 certificate of authority may be amended at any time for any
24 other proper purpose as determined by the limited partnership.

1 Sec. 906. Revocation of certificate of authority.

2 (a) A certificate of authority of a foreign limited
3 partnership to transact business in this State may be revoked
4 by the Secretary of State in the manner provided in subsections
5 (b) and (c) if the foreign limited partnership does not:

6 (1) pay, within 60 days after the due date, any fee,
7 tax or penalty due to the Secretary of State under this Act
8 or other law;

9 (2) file ~~deliver~~, within 60 days after the due date,
10 its annual report required under Section 210;

11 (3) appoint and maintain an agent for service of
12 process in Illinois within 60 days after a registered
13 agent's notice of resignation under Section 116 ~~as required~~
14 ~~by Section 114(b); or~~

15 (4) renew its alternate assumed name, or to apply to
16 change its alternate assumed name under this Act, when the
17 limited partnership may only transact business within this
18 State under its alternate assumed name ~~deliver for filing a~~
19 ~~statement of a change under Section 115 within 30 days~~
20 ~~after a change has occurred in the name or address of the~~
21 ~~agent.~~

22 (b) If the Secretary of State determines that a ground
23 exists for revoking the certificate of authority of a foreign
24 limited partnership, the Secretary of State shall file a record
25 of the determination and serve the foreign limited partnership
26 with a copy of the filed record.

1 (c) If within 60 days after service of the copy of the
2 record of determination the foreign limited partnership does
3 not correct each ground for revocation or demonstrate to the
4 reasonable satisfaction of the Secretary of State that each
5 ground determined by the Secretary of State does not exist, the
6 Secretary of State shall revoke the certificate of authority of
7 the foreign limited partnership by preparing, signing and
8 filing a declaration of revocation that states the grounds for
9 the revocation. The Secretary of State shall serve the foreign
10 limited partnership with a copy of the filed declaration.

11 (d) The authority of a foreign limited partnership to
12 transact business in this State ceases on the date of
13 revocation.

14 ~~(b) In order to revoke a certificate of authority, the~~
15 ~~Secretary of State must prepare, sign, and file a notice of~~
16 ~~revocation and send a copy to the foreign limited partnership's~~
17 ~~agent for service of process in this State, or if the foreign~~
18 ~~limited partnership does not appoint and maintain a proper~~
19 ~~agent in this State, to the foreign limited partnership's~~
20 ~~designated office. The notice must state:~~

21 ~~(1) the revocation's effective date, which must be at~~
22 ~~least 60 days after the date the Secretary of State sends~~
23 ~~the copy; and~~

24 ~~(2) the foreign limited partnership's failures to~~
25 ~~comply with subsection (a) which are the reason for the~~
26 ~~revocation.~~

1 ~~(c) The authority of the foreign limited partnership to~~
2 ~~transact business in this State ceases on the effective date of~~
3 ~~the notice of revocation unless before that date the foreign~~
4 ~~limited partnership cures each failure to comply with~~
5 ~~subsection (a) stated in the notice. If the foreign limited~~
6 ~~partnership cures the failures, the Secretary of State shall so~~
7 ~~indicate on the filed notice.~~

8 (Source: P.A. 93-967, eff. 1-1-05.)

9 (805 ILCS 215/906.5 new)

10 Sec. 906.5. Reinstatement following revocation.

11 (a) A foreign limited partnership that has had its
12 certificate of authority revoked under Section 906 may be
13 reinstated by the Secretary of State following the date of
14 revocation upon:

15 (1) the filing of an application for reinstatement;

16 (2) the filing with the Secretary of State of all
17 reports then due and becoming due; and

18 (3) the payment to the Secretary of State of all fees
19 and penalties then due and becoming due.

20 (b) The application for reinstatement shall be executed and
21 filed in duplicate in accordance with Section 204 and shall set
22 forth all of the following:

23 (1) the name of the limited partnership at the time of
24 revocation;

25 (2) the date of revocation; and

1 (3) the address, including street and number or rural
2 route number of the office required to be kept under
3 Section 114 and the agent for service of process at that
4 address; provided that any change to either the agent for
5 service of process or the address of the agent for service
6 of process is properly reported under Section 115.

7 (c) When a limited partnership whose certificate of
8 authority has been revoked has complied with the provisions of
9 this Section, the Secretary of State shall file the application
10 for reinstatement.

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

21 (805 ILCS 215/1302)

22 Sec. 1302. Fees.

23 (a) The Secretary of State shall charge and collect in
24 accordance with the provisions of this Act and rules
25 promulgated pursuant to its authority:

- 1 (1) fees for filing documents;
- 2 (2) miscellaneous charges;
- 3 (3) fees for the sale of lists of filings, and for
4 copies of any documents, ~~and for the sale or release of any~~
5 ~~information.~~

6 (b) The Secretary of State shall charge and collect for:

- 7 (1) filing a certificate ~~certificates~~ of limited
8 partnership (domestic), certificates of authority
9 ~~admission~~ (foreign), and restated certificates of limited
10 partnership (domestic), ~~and restated certificates of~~
11 ~~admission (foreign)~~, \$150;

- 12 (2) (blank) ~~filing certificates to be governed by this~~
13 ~~Act~~, \$50;

- 14 (3) filing an amendments ~~and~~ or certificates of
15 amendment, \$50;

- 16 (4) filing a statement ~~certificates~~ of cancellation or
17 notice of termination, \$25;

- 18 (5) filing an application for use of an assumed name
19 under Section 108.5 of this Act, \$150 for each year or part
20 thereof ending in 0 or 5, \$120 for each year or part
21 thereof ending in 1 or 6, \$90 for each year or part thereof
22 ending in 2 or 7, \$60 for each year or part thereof ending
23 in 3 or 8, \$30 for each year or part thereof ending in 4 or
24 9, and a renewal for each assumed name, \$150;

- 25 (6) filing an annual report of a domestic or foreign
26 limited partnership, \$100;

1 (7) filing an application for reinstatement of a
2 domestic or foreign limited partnership, ~~and for issuing a~~
3 ~~certificate of reinstatement,~~ \$200;

4 (8) filing any other document, \$50.

5 (c) The Secretary of State shall charge and collect:

6 (1) for furnishing a copy or certified copy of any
7 document, instrument or paper relating to a limited
8 partnership or foreign limited partnership, \$25; and

9 (2) for the transfer of information by computer process
10 media to any purchaser, fees established by rule.

11 (Source: P.A. 93-967, eff. 1-1-05.)

12 (805 ILCS 215/1308)

13 Sec. 1308. Department of Business Services Special
14 Operations Fund.

15 (a) A special fund in the State Treasury is created and
16 shall be known as the Department of Business Services Special
17 Operations Fund. Moneys deposited into the Fund shall, subject
18 to appropriation, be used by the Department of Business
19 Services of the Office of the Secretary of State, hereinafter
20 "Department", to create and maintain the capability to perform
21 expedited services in response to special requests made by the
22 public for same day or 24 hour service. Moneys deposited into
23 the Fund shall be used for, but not limited to, expenditures
24 for personal services, retirement, Social Security, ~~social~~
25 ~~security~~ contractual services, equipment, electronic data

1 processing, and telecommunications.

2 (b) The balance in the Fund at the end of any fiscal year
3 shall not exceed \$600,000 and any amount in excess thereof
4 shall be transferred to the General Revenue Fund.

5 (c) All fees payable to the Secretary of State under this
6 Section shall be deposited into the Fund. No other fees or
7 charges collected under this Act shall be deposited into the
8 Fund.

9 (d) "Expedited services" means services rendered within
10 the same day, or within 24 hours from the time the request
11 therefor is submitted by the filer, law firm, service company,
12 or messenger physically in person, or at the Secretary of
13 State's discretion, by electronic means, to the Department's
14 Springfield Office or Chicago Office and includes requests for
15 certified copies, photocopies, and certificates of existence
16 or abstracts of computer record made to the Department's
17 Springfield Office in person or by telephone, or requests for
18 certificates of existence or abstracts of computer record made
19 in person or by telephone to the Department's Chicago Office.

20 (e) Fees for expedited services shall be as follows:

21 Merger or conversion, \$200;

22 Certificate of limited partnership, \$100;

23 Certificate of amendment, \$100;

24 Reinstatement, \$100;

25 Application for admission to transact business, \$100;

26 ~~Certificate of cancellation of admission, \$100;~~

1 Certificate of existence or abstract of computer
2 record, \$20.

3 All other filings, copies of documents, annual renewal
4 reports, and copies of documents of canceled limited
5 partnerships, \$50.

6 (Source: P.A. 93-967, eff. 1-1-05.)

7 (805 ILCS 215/1305 rep.)

8 Section 15. The Uniform Limited Partnership Act (2001) is
9 amended by repealing Section 1305.

10 Section 99. Effective date. This Act takes effect July 1,
11 2011.

1 INDEX

2 Statutes amended in order of appearance

- 3 805 ILCS 206/105.5 new
- 4 805 ILCS 206/108
- 5 805 ILCS 206/1004 new
- 6 805 ILCS 206/1209 new
- 7 805 ILCS 215/108.5
- 8 805 ILCS 215/114
- 9 805 ILCS 215/116
- 10 805 ILCS 215/117
- 11 805 ILCS 215/202
- 12 805 ILCS 215/204.5 new
- 13 805 ILCS 215/206
- 14 805 ILCS 215/209
- 15 805 ILCS 215/210
- 16 805 ILCS 215/809
- 17 805 ILCS 215/810
- 18 805 ILCS 215/902.5 new
- 19 805 ILCS 215/906
- 20 805 ILCS 215/906.5 new
- 21 805 ILCS 215/1302
- 22 805 ILCS 215/1308
- 23 805 ILCS 215/1305 rep.