



98TH GENERAL ASSEMBLY

State of Illinois

2013 and 2014

HB1048

by Rep. Emanuel Chris Welch

SYNOPSIS AS INTRODUCED:

805 ILCS 5/5.25	from Ch. 32, par. 5.25
805 ILCS 5/13.45	from Ch. 32, par. 13.45
805 ILCS 105/105.25	from Ch. 32, par. 105.25
805 ILCS 180/1-50	
805 ILCS 180/5-5	
805 ILCS 180/5-30	
805 ILCS 180/35-25	
805 ILCS 180/35-30	
805 ILCS 180/45-5	
805 ILCS 180/45-35	
805 ILCS 180/45-36 new	
805 ILCS 180/45-40	
805 ILCS 180/45-50	

Amends the Business Corporation Act of 1983, the General Not for Profit Corporation Act of 1986, and the Limited Liability Company Act. Requires a limited liability company (LLC) that has converted into a different entity to file a copy of the articles of conversion with the Secretary of State. Allows the Secretary of State to accept service of process for a domestic corporation or LLC that has dissolved, faces criminal charges, has failed to appoint or maintain an agent or whose agent can not be found. Requires the articles of incorporation of an LLC to specify the company's duration, making the duration perpetual if not specified. Makes restated articles of incorporation supersede any previous articles or amendments. Expands the grounds for dissolution of an LLC or revocation of admission for a foreign LLC to failure to respond to interrogatories or failure to tender adequate payment to the Secretary of State. Creates a new Section on the process for revoking a foreign LLC's right to admission. Effective July 1, 2013.

LRB098 04037 MLW 34057 b

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 5.25 and 13.45 as follows:

6 (805 ILCS 5/5.25) (from Ch. 32, par. 5.25)

7 Sec. 5.25. Service of process on domestic or foreign
8 corporation.

9 (a) Any process, notice, or demand required or permitted by
10 law to be served upon a domestic corporation or a foreign
11 corporation having authority to transact business in this State
12 may be served either upon the registered agent appointed by the
13 corporation or upon the Secretary of State as provided in this
14 Section.

15 (b) The Secretary of State shall be irrevocably appointed
16 as an agent of a domestic corporation or of a foreign
17 corporation having authority upon whom any process, notice or
18 demand may be served:

19 (1) Whenever the corporation shall fail to appoint or
20 maintain a registered agent in this State, or

21 (2) Whenever the corporation's registered agent cannot
22 with reasonable diligence be found at the registered office
23 in this State, or

1 (3) When a domestic corporation has been dissolved, the
2 conditions of paragraph (1) or paragraph (2) exist, and a
3 civil action, suit or proceeding is instituted against or
4 affecting the corporation within the five years after the
5 issuance of a certificate of dissolution or the filing of a
6 judgment of dissolution, or

7 (4) When a domestic corporation has been dissolved, the
8 conditions of paragraph (1) or paragraph (2) exist, and a
9 criminal proceeding has been instituted against or
10 affecting the corporation, or

11 (5) When the authority of a foreign corporation to
12 transact business in this State has been revoked or
13 withdrawn.

14 (c) Service under subsection (b) shall be made by:

15 (1) Service on the Secretary of State, or on any clerk
16 having charge of the corporation division of his or her
17 office, of a copy of the process, notice or demand,
18 together with any papers required by law to be delivered in
19 connection with service, and a fee as prescribed by
20 subsection (b) of Section 15.15 of this Act;

21 (2) Transmittal by the person instituting the action,
22 suit or proceeding of notice of the service on the
23 Secretary of State and a copy of the process, notice or
24 demand and accompanying papers to the corporation being
25 served, by registered or certified mail:

26 (i) At the last registered office of the

1 corporation as shown by the records on file in the
2 office of the Secretary of State; and

3 (ii) At such address the use of which the person
4 instituting the action, suit or proceeding knows or, on
5 the basis of reasonable inquiry, has reason to believe,
6 is most likely to result in actual notice; and

7 (3) Appendage, by the person instituting the action,
8 suit or proceeding, of an affidavit of compliance with this
9 Section, in substantially such form as the Secretary of
10 State may by rule or regulation prescribe, to the process,
11 notice or demand.

12 (d) Nothing herein contained shall limit or affect the
13 right to serve any process, notice, or demand required or
14 permitted by law to be served upon a corporation in any other
15 manner now or hereafter permitted by law.

16 (e) The Secretary of State shall keep a record of all
17 processes, notices, and demands served upon him or her under
18 this Section, and shall record therein the time of such service
19 and his or her action with reference thereto, but shall not be
20 required to retain such information for a period longer than
21 five years from his or her receipt of the service.

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

23 (805 ILCS 5/13.45) (from Ch. 32, par. 13.45)

24 Sec. 13.45. Withdrawal of foreign corporation. A foreign
25 corporation authorized to transact business in this State may

1 withdraw from this State upon filing with the Secretary of
2 State an application for withdrawal. In order to procure such
3 withdrawal, the foreign corporation shall:

4 (a) execute and file in duplicate, in accordance with
5 Section 1.10 of this Act, an application for withdrawal and
6 a final report, which shall set forth:

7 (1) that no proportion of its issued shares is, on
8 the date of the application, represented by business
9 transacted or property located in this State;

10 (2) that it surrenders its authority to transact
11 business in this State;

12 (3) that it revokes the authority of its registered
13 agent in this State to accept service of process and
14 consents that service of process in any suit, action,
15 or proceeding based upon any cause of action arising in
16 this State during the time the corporation was licensed
17 to transact business in this State may thereafter be
18 made on the corporation by service on the Secretary of
19 State;

20 (4) a post-office address to which may be mailed a
21 copy of any process against the corporation that may be
22 served on the Secretary of State;

23 (5) the name of the corporation and the state or
24 country under the laws of which it is organized;

25 (6) a statement of the aggregate number of issued
26 shares of the corporation itemized by classes, and

1 series, if any, within a class, as of the date of the
2 final report;

3 (7) a statement of the amount of paid-in capital of
4 the corporation as of the date of the final report; and

5 (8) such additional information as may be
6 necessary or appropriate in order to enable the
7 Secretary of State to determine and assess any unpaid
8 fees or franchise taxes payable by the foreign
9 corporation as prescribed in this Act; or

10 (b) if it has been dissolved, file a copy of the
11 articles of dissolution duly authenticated by the proper
12 officer of the state or country under the laws of which the
13 corporation was organized; or

14 (c) if it has been the non-survivor of a statutory
15 merger and the surviving entity corporation was a foreign
16 corporation or limited liability company which had not
17 obtained authority to transact business in this State, file
18 a copy of the articles of merger duly authenticated by the
19 proper officer of the state or country under the laws of
20 which the corporation or limited liability company was
21 organized; or.

22 (d) if it has been converted into another entity, file
23 a copy of the articles of conversion duly authenticated by
24 the proper officer of the state or country under the laws
25 of which the corporation was organized.

26 The application for withdrawal and the final report shall

1 be made on forms prescribed and furnished by the Secretary of
2 State.

3 When the corporation has complied with subsection (a) of
4 this Section, the Secretary of State shall file the application
5 for withdrawal and mail a copy of the application to the
6 corporation or its representative. If the provisions of
7 subsection (b) of this Section have been followed, the
8 Secretary of State shall file the copy of the articles of
9 dissolution in his or her office.

10 Upon the filing of the application for withdrawal or copy
11 of the articles of dissolution, the authority of the
12 corporation to transact business in this State shall cease.

13 (Source: P.A. 92-16, eff. 6-28-01; 92-33, eff. 7-1-01; 93-59,
14 eff. 7-1-03.)

15 Section 10. The General Not For Profit Corporation Act of
16 1986 is amended by changing Section 105.25 as follows:

17 (805 ILCS 105/105.25) (from Ch. 32, par. 105.25)

18 Sec. 105.25. Service of process on domestic or foreign
19 corporation.

20 (a) Any process, notice, or demand required or permitted by
21 law to be served upon a domestic corporation or a foreign
22 corporation having authority to conduct affairs in this State
23 may be served either upon the registered agent appointed by the
24 corporation or upon the Secretary of State as provided in this

1 Section.

2 (b) The Secretary of State shall be irrevocably appointed
3 as an agent of a domestic corporation or of a foreign
4 corporation having authority upon whom any process, notice or
5 demand may be served:

6 (1) Whenever the corporation shall fail to appoint or
7 maintain a registered agent in this State; or

8 (2) Whenever the corporation's registered agent cannot
9 with reasonable diligence be found at the registered office
10 in this State; or

11 (3) When a domestic corporation has been dissolved, the
12 conditions of paragraph (1) or paragraph (2) exist, and an
13 action, suit or proceeding is instituted against or
14 affecting the corporation within the two years after the
15 dissolution or the filing of a judgment of dissolution; or

16 (3.5) When a domestic corporation has been dissolved,
17 the conditions of paragraph (1) or (2) exist, and a
18 criminal proceeding has been instituted against or
19 affecting the corporation; or

20 (4) When the authority of a foreign corporation to
21 transact business has been revoked or withdrawn.

22 (c) Service under subsection (b) shall be made by:

23 (1) Service on the Secretary of State, or on any clerk
24 having charge of the corporation division at his or her
25 office, of a copy of the process, notice or demand,
26 together with any papers required by law to be delivered in

1 connection with service, and a fee as prescribed by
2 subsection (b) of Section 115.15 of this Act;

3 (2) Transmittal by the person instituting the action,
4 suit or proceeding of notice of the service on the
5 Secretary of State and a copy of the process, notice or
6 demand and accompanying papers to the corporation being
7 served, by registered or certified mail:

8 (i) At the last registered office of the
9 corporation as shown by the records on file in the
10 office of the Secretary of State; or

11 (ii) At such address the use of which the person
12 instituting the action, suit or proceeding knows or, on
13 the basis of reasonable inquiry, has reason to believe
14 is most likely to result in actual notice; and

15 (3) Appendage by the person instituting the action,
16 suit or proceeding of an affidavit of compliance with this
17 Section in substantially such form as the Secretary of
18 State may by rule or regulation prescribe, to the process,
19 notice or demand.

20 (d) Nothing herein contained shall limit or affect the
21 right to serve any process, notice, or demand required or
22 permitted by law to be served upon a corporation in any other
23 manner now or hereafter permitted by law.

24 (e) The Secretary of State shall keep a record of all
25 processes, notices, and demands served upon him or her under
26 this Section, and shall record therein the time of such service

1 and his or her action with reference thereto but shall not be
2 required to retain such information for a period longer than
3 five years from his or her receipt of the service.

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

5 Section 15. The Limited Liability Company Act is amended by
6 changing Sections 1-50, 5-5, 5-30, 35-25, 35-30, 45-5, 45-35,
7 45-40, and 45-50 and by adding Section 45-36 as follows:

8 (805 ILCS 180/1-50)

9 Sec. 1-50. Service of process on limited liability company.

10 (a) Any process, notice, or demand required or permitted by
11 law to be served upon either a limited liability company or
12 foreign limited liability company shall be served either upon
13 the registered agent appointed by the limited liability company
14 or upon the Secretary of State as provided in this Section.

15 (b) The Secretary of State shall be irrevocably appointed
16 as an agent of a limited liability company upon whom any
17 process, notice, or demand may be served under any of the
18 following circumstances:

19 (1) Whenever the limited liability company shall fail
20 to appoint or maintain a registered agent in this State.

21 (2) Whenever the limited liability company's
22 registered agent cannot with reasonable diligence, ~~by~~
23 ~~registered or certified mail~~, be found at the registered
24 office in this State or at the principal place of business

1 stated in the articles of organization.

2 (3) When a limited liability company has dissolved, the
3 conditions of paragraph (1) and paragraph (2) exist, and a
4 civil action, suit or proceeding is instituted against or
5 affecting the limited liability company within 5 years
6 after the issuance of a certificate of dissolution or the
7 filing of a judgment of dissolution.

8 (4) When a domestic limited liability company has been
9 dissolved, the conditions of paragraph (1) or paragraph (2)
10 exist, and a criminal proceeding has been instituted
11 against or affecting the limited liability company.

12 (5) When the admission of a foreign limited liability
13 company to transact business in this State has been revoked
14 or withdrawn.

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 any
20 papers required by law to be delivered in connection with
21 service and paying the fee prescribed by Article 50 of this
22 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 liability company being
26 served, by registered or certified mail:

1 (A) at the last registered office of the limited
2 liability company shown by the records on file in the
3 Office of the Secretary of State; and

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

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

12 (d) Nothing herein contained shall limit or affect the
13 right to serve any process, notice, or demand required or
14 permitted by law to be served upon a limited liability company
15 in any other manner now or hereafter permitted by law.

16 (e) The Secretary of State shall keep, for a period of 5
17 years from the date of service, a record of all processes,
18 notices, and demands served upon him or her under this Section
19 and shall record therein the time of the service and such
20 person's action with reference thereto.

21 (Source: P.A. 87-1062.)

22 (805 ILCS 180/5-5)

23 Sec. 5-5. Articles of organization.

24 (a) The articles of organization shall set forth all of the
25 following:

1 (1) The name of the limited liability company and the
2 address of its principal place of business which may, but
3 need not be a place of business in this State.

4 (2) The purposes for which the limited liability
5 company is organized, which may be stated to be, or to
6 include, the transaction of any or all lawful businesses
7 for which limited liability companies may be organized
8 under this Act.

9 (3) The name of its registered agent and the address of
10 its registered office.

11 (4) If the limited liability company is to be managed
12 by a manager or managers, the names and business addresses
13 of the initial manager or managers.

14 (5) If management of the limited liability company is
15 to be vested in the members under Section 15-1, then the
16 names and addresses of the initial member or members.

17 (5.5) The duration of the limited liability company,
18 which shall be perpetual unless otherwise stated.

19 (6) (Blank). ~~The latest date, if any, upon which the~~
20 ~~limited liability company is to dissolve and other events~~
21 ~~of dissolution, if any, that may be agreed upon by the~~
22 ~~members under Section 35-1 hereof.~~

23 (7) The name and address of each organizer.

24 (8) Any other provision, not inconsistent with law,
25 that the members elect to set out in the articles of
26 organization for the regulation of the internal affairs of

1 the limited liability company, including any provisions
2 that, under this Act, are required or permitted to be set
3 out in the operating agreement of the limited liability
4 company.

5 (b) A limited liability company is organized at the time
6 articles of organization are filed by the Secretary of State or
7 at any later time, not more than 60 days after the filing of
8 the articles of organization, specified in the articles of
9 organization.

10 (c) Articles of organization for the organization of a
11 limited liability company for the purpose of accepting and
12 executing trusts shall not be filed by the Secretary of State
13 until there is delivered to him or her a statement executed by
14 the Commissioner of the Office of Banks and Real Estate that
15 the organizers of the limited liability company have made
16 arrangements with the Commissioner of the Office of Banks and
17 Real Estate to comply with the Corporate Fiduciary Act.

18 (d) Articles of organization for the organization of a
19 limited liability company as a bank or a savings bank must be
20 filed with the Commissioner of Banks and Real Estate or, if the
21 bank or savings bank will be organized under federal law, with
22 the appropriate federal banking regulator.

23 (Source: P.A. 93-561, eff. 1-1-04.)

24 (805 ILCS 180/5-30)

25 Sec. 5-30. Restated articles of organization. A limited

1 liability company, whenever desired, may integrate into a
2 single instrument all of the provisions of its articles of
3 organization which are then in effect and operative as a result
4 of there having previously been filed with the Secretary of
5 State one or more instruments under this Act. The restated
6 articles of organization shall be specifically designated as
7 such in the heading. They shall state, either in their heading
8 or in an introductory paragraph, (i) the company's present name
9 if the name has been changed, (ii) the name under which
10 documents were originally filed, and (iii) the date of filing
11 of the original articles of organization by the Secretary of
12 State. Restated articles of organization shall also state that
13 they were duly executed and filed in accordance with the
14 provisions of this Section. Restated articles of organization
15 shall supersede the original articles of organization and all
16 amendments thereto prior to the effective date of filing the
17 restated articles of organization.

18 (Source: P.A. 87-1062.)

19 (805 ILCS 180/35-25)

20 Sec. 35-25. Grounds for ~~of~~ administrative dissolution. The
21 Secretary of State may dissolve any limited liability company
22 administratively if ~~any of the following occur~~:

23 (1) it has failed to file its annual report and pay its fee
24 as required by this Act before the first day of the anniversary
25 month or has failed to pay any fees, penalties, or charges

1 required by this Act, within 180 days of the anniversary day;

2 (2) it has failed to file in the Office of the Secretary of
3 State any report after the expiration of the period prescribed
4 in this Act for filing the report; within 180 days of the date
5 for filing the report; or

6 (2.5) it has misrepresented any material matter in any
7 application, report, affidavit, or other document submitted by
8 the limited liability company under this Act;

9 (3) it has failed to appoint and maintain a registered
10 agent in Illinois within 60 days after a registered agent's
11 notice of resignation under Section 1-35;~~or~~

12 (4) a manager or member to whom interrogatories have been
13 propounded by the Secretary of State as provided in Section
14 5-60 of this Act fails to answer the interrogatories fully and
15 to timely file the answer in the office of the Secretary of
16 State; or

17 (5) it has tendered payment to the Secretary of State which
18 is returned due to insufficient funds, a closed account, or for
19 any other reason, and acceptable payment has not been
20 subsequently tendered.

21 (Source: P.A. 91-354, eff. 1-1-00.)

22 (805 ILCS 180/35-30)

23 Sec. 35-30. Procedure for administrative dissolution.

24 (a) After the Secretary of State determines that one or
25 more grounds exist under Section 35-25 for the administrative

1 dissolution of a limited liability company, the Secretary of
2 State shall send a notice of delinquency by regular mail to
3 each delinquent limited liability company at its registered
4 office or, if the limited liability company has failed to
5 maintain a registered office, then to the last known address
6 shown on the records of the Secretary of State for the
7 principal place of business of the limited liability company
8 ~~office at which records of the limited liability company are~~
9 ~~maintained in accordance with Section 1-40 of this Act.~~

10 (b) If the limited liability company does not correct the
11 default described in paragraphs (1) or (2) of Section 35-25
12 within 120 days following the date of the notice of
13 delinquency, the Secretary of State shall thereupon dissolve
14 the limited liability company by issuing a certificate ~~notice~~
15 of dissolution that recites the grounds for dissolution and its
16 effective date. If the limited liability company does not
17 correct the default described in paragraphs (2.5), (3), (4), or
18 (5) of Section 35-25 within 60 days following the notice, the
19 Secretary of State shall dissolve the limited liability company
20 by issuing a certificate of dissolution that recites the
21 grounds for dissolution and its effective date. The Secretary
22 of State shall file the original of the certificate ~~notice~~ in
23 his or her office and mail one copy to the limited liability
24 company at its registered office or, if the limited liability
25 company has failed to maintain a registered office, then to the
26 last known address shown on the records of the Secretary of

1 State for the principal place of business of the limited
2 liability company ~~office at which records of the limited~~
3 ~~liability company are maintained in accordance with Section~~
4 ~~1-40 of this Act.~~

5 (c) Upon the administrative dissolution of a limited
6 liability company, a dissolved limited liability company shall
7 continue for only the purpose of winding up its business. A
8 dissolved limited liability company may take all action
9 authorized under Section 1-30 or necessary to wind up its
10 business and affairs and terminate.

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

12 (805 ILCS 180/45-5)

13 Sec. 45-5. Admission to transact business.

14 (a) Except as provided in Article V of the Illinois
15 Insurance Code, before transacting business in this State, a
16 foreign limited liability company shall be admitted to do so by
17 the Secretary of State. In order to be admitted, a foreign
18 limited liability company shall submit to the Office of the
19 Secretary of State an application for admission to transact
20 business as a foreign limited liability company setting forth
21 all of the following:

22 (1) The name of the foreign limited liability company
23 and, if different, the name under which it proposes to
24 transact business in this State.

25 (2) The jurisdiction, date of its formation, and period

1 of duration.

2 (3) A certificate stating that the company is in
3 existence under the laws of the jurisdiction wherein it is
4 organized executed by the Secretary of State of that
5 jurisdiction or by some other official that may have
6 custody of the records pertaining to limited liability
7 companies (or affidavit from an appropriate official of the
8 jurisdiction that good standing certificates are not
9 issued or other evidence of existence which the Secretary
10 of State shall deem appropriate).

11 (4) The name and business address of the proposed
12 registered agent in this State, which registered agent
13 shall be an individual resident of this State, a domestic
14 corporation, or a foreign corporation having a place of
15 business in, and authorized to do business in, this State;
16 if the registered agent is a corporation, the corporation
17 must be authorized by its articles of incorporation to act
18 as a registered agent.

19 (5) The address, including street and number, rural
20 route number or 911 address, where applicable, of its
21 principal place of business ~~of the office required to be~~
22 ~~maintained in the jurisdiction of its organization by the~~
23 ~~laws of that jurisdiction or, if not so required, of the~~
24 ~~principal place of business of the foreign limited~~
25 ~~liability company.~~

26 (6) The purpose or purposes for which it was organized

1 and the purpose or purposes which it proposes to conduct in
2 the transaction of business in this State.

3 (7) A statement whether the limited liability company
4 is managed by a manager or managers or whether management
5 of the limited liability company is vested in the members.

6 (8) A statement that the Secretary of State is
7 appointed the agent of the foreign limited liability
8 company for service of process under the circumstances set
9 forth in subsection (b) of Section 1-50.

10 (9) All additional information that may be necessary or
11 appropriate in order to enable the Secretary of State to
12 determine whether the limited liability company is
13 entitled to transact business in this State.

14 (b) No foreign limited liability company shall transact in
15 this State any business that a limited liability company formed
16 under the laws of this State is not permitted to transact. A
17 foreign limited liability company admitted to transact
18 business in this State shall, until admission is revoked as
19 provided in this Act, enjoy the same, but no greater, rights
20 and privileges as a limited liability company formed under the
21 laws of this State.

22 (c) The acceptance and filing by the Office of the
23 Secretary of State of a foreign limited liability company's
24 application shall admit the foreign limited liability company
25 to transact business in the State.

26 (Source: P.A. 90-424, eff. 1-1-98; 91-593, eff. 8-14-99.)

1 (805 ILCS 180/45-35)

2 Sec. 45-35. Grounds for revocation ~~Revocation~~ of
3 admission.

4 (a) The admission of a foreign limited liability company to
5 transact business in this State may be revoked by the Secretary
6 of State ~~if upon the occurrence of any of the following events:~~

7 (1) The foreign limited company has failed to:

8 (A) file its ~~limited liability company~~ annual
9 report and pay its fee as required by this Act before
10 the first day of the anniversary month ~~within the time~~
11 ~~required by Section 50-1~~ or has failed to pay any fees
12 or penalties prescribed by this ~~Act~~ Article;

13 (B) appoint and maintain a registered agent in
14 Illinois within 60 days after a registered agent's
15 notice of resignation under Section 1-35;

16 (C) (blank); ~~file a report upon any change in the~~
17 ~~name or business address of the registered agent;~~

18 (D) file in the Office of the Secretary of State
19 any amendment to its application for admission as
20 specified in Section 45-25 or any report after the
21 expiration of the period prescribed in this Act for
22 filing the report; or

23 (E) renew its assumed name, or to apply to change
24 its assumed name under this Act, when the limited
25 liability company may only transact business within

1 this State under its assumed name in accordance with
2 the provisions of Section 45-15 of this Act.

3 (2) A misrepresentation has been made of any material
4 matter in any application, report, affidavit, or other
5 document submitted by the foreign limited liability
6 company under this Act Article.

7 (2.5) A manager or member to whom interrogatories have
8 been propounded by the Secretary of State as provided in
9 Section 5-60 this Act fails to answer the interrogatories
10 fully and to timely file the answer in the office of the
11 Secretary of State.

12 (3) The Receipt by the Secretary of State receives ~~of~~ a
13 certified copy of a memorandum of judgment relating to a
14 judgment entered for money owed to a unit of local
15 government or school district, together with a statement
16 filed by its attorney that the judgment has not been
17 satisfied and that no appeal has been filed.

18 (4) It has tendered payment to the Secretary of State
19 which is returned due to insufficient funds, a closed
20 account, or for any other reason, and acceptable payment
21 has not been subsequently tendered.

22 (b) (Blank). ~~The admission of a foreign limited liability~~
23 ~~company shall not be revoked by the Secretary of State unless~~
24 ~~all of the following occur:~~

25 ~~(1) The Secretary of State has given the foreign~~
26 ~~limited liability company not less than 60 days' notice~~

1 ~~thereof by mail addressed to its registered office in this~~
2 ~~State or, if the foreign limited liability company fails to~~
3 ~~appoint and maintain a registered agent in this State,~~
4 ~~addressed to the office required to be maintained under~~
5 ~~paragraph (5) of subsection (a) of Section 45-5.~~

6 ~~(2) During that 60 day period, the foreign limited~~
7 ~~liability company has failed to file the limited liability~~
8 ~~company report, to pay fees or penalties, to file a report~~
9 ~~of change regarding the registered agent, to file any~~
10 ~~amendment, to correct any misrepresentation.~~

11 (c) (Blank). ~~Upon the expiration of 120 days after the~~
12 ~~mailing of the notice, the admission of the foreign limited~~
13 ~~liability company to transact business in this State shall~~
14 ~~cease.~~

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

16 (805 ILCS 180/45-36 new)

17 Sec. 45-36. Procedure for revocation of admission.

18 (a) After the Secretary of State determines that one or
19 more grounds exist under Section 45-35 for the revocation of
20 admission of a foreign limited liability company, the Secretary
21 of State shall send a notice of delinquency by regular mail to
22 each delinquent limited liability company at its registered
23 office or, if the limited liability company has failed to
24 maintain a registered office, then to the last known address
25 shown on the records of the Secretary of State for the

1 principal place of business.

2 (b) If the limited liability company does not correct the
3 default described in item (A) or (D) of paragraph (1) of
4 subsection (a) of Section 45-35 within 120 days following the
5 date of the notice of delinquency, the Secretary of State shall
6 revoke the admission of the limited liability company by
7 issuing a certificate of revocation that recites the grounds
8 for revocation and its effective date. If the limited liability
9 company does not correct the default described in item (B) or
10 (E) of paragraph (1) or paragraph (2), (2.5), (3), or (4) of
11 subsection (a) of Section 45-35 within 60 days following the
12 notice, the Secretary of State shall revoke the admission of
13 the limited liability company by issuing a certificate of
14 revocation that recites the grounds for revocation and its
15 effective date. The Secretary of State shall file the original
16 of the certificate in his or her office and mail one copy to
17 the limited liability company at its registered office or, if
18 the limited liability company has failed to maintain a
19 registered office, then to the last known address shown on the
20 records of the Secretary of State for the principal place of
21 business.

22 (c) Upon the issuance of a certificate of revocation, the
23 admission of the limited liability company to transact business
24 in this State shall cease and the revoked company shall not
25 thereafter carry on any business in this State.

1 (805 ILCS 180/45-40)

2 Sec. 45-40. Withdrawal.

3 (a) A foreign limited liability company admitted to
4 transact business in this State may withdraw from this State
5 upon filing with the Secretary of State an application for
6 withdrawal. In order to withdraw, the foreign limited liability
7 company shall deliver to the Secretary of State an application
8 for withdrawal, which shall set forth all of the following:

9 (1) The name of the limited liability company and the
10 State or country under the laws of which it is organized.

11 (2) That the limited liability company is not
12 transacting business in this State.

13 (3) That the limited liability company surrenders its
14 admission to transact business in this State.

15 (4) That the limited liability company revokes the
16 authority of its registered agent in this State to accept
17 service of process and consents that service of process in
18 any action, suit, or proceeding based upon any cause of
19 action arising in this State during the time the limited
20 liability company was admitted to transact business in this
21 State may thereafter be made on the limited liability
22 company by service thereof upon the Secretary of State.

23 (5) A post office address to which may be mailed ~~street~~
24 ~~address to which a person may mail~~ a copy of any process
25 against the limited liability company that may be served on
26 the Secretary of State.

1 (6) All additional information that is necessary or
2 appropriate in order to enable the Secretary of State to
3 determine and assess any unpaid fees payable by the limited
4 liability company as prescribed in this Article.

5 (b) The application for withdrawal shall be in the form and
6 manner designated by the Secretary of State and shall be
7 executed by the limited liability company by one of its
8 managers or, if none, any member or members that may be
9 designated by the members pursuant to limited liability company
10 action properly taken under applicable local law or, if the
11 limited liability company is in the hands of a receiver or
12 trustee, by the receiver or trustee on behalf of the limited
13 liability company. This report shall be accompanied by a
14 written declaration that it is made under the penalties of
15 perjury.

16 (Source: P.A. 87-1062.)

17 (805 ILCS 180/45-50)

18 Sec. 45-50. Action to restrain from transaction of
19 business.

20 (a) The Attorney General may bring an action to restrain a
21 foreign limited liability company from transacting business in
22 this State in violation of this Article.

23 (b) If the authority of a foreign limited liability company
24 to do business in Illinois ceases because of failure to pay a
25 judgment reported to the Secretary of State under ~~subdivision~~

1 ~~(a) (3)~~ of Section 45-35, then the Attorney General shall bring
2 an action to restrain a foreign limited liability company from
3 transacting business in this State.

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

5 Section 99. Effective date. This Act takes effect July 1,
6 2013.