

AN ACT in relation to business organizations.

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

Section 5. The Trademark Registration and Protection Act
is amended by changing Section 50 as follows:

(765 ILCS 1036/50)

Sec. 50. Classification. The Secretary shall by rule
establish a classification of goods and services for
convenience of administration of this Act, but not to limit
or extend the applicant's or registrant's rights, and a
single application for registration of a mark may include any
or all goods upon which, or services with which, the mark is
actually being used and which are comprised in a single
class. In no event shall a single application include goods
or services upon which the mark is being used and which fall
within different classes. To the extent practical, the
classification of goods and services should conform to the
classification adopted by the United States Patent and
Trademark Office.

Classification of Goods

Class	Title
1	Chemicals
2	Paints
3	Cosmetics and cleaning preparations
4	Lubricants and fuels
5	Pharmaceuticals
6	Metal goods
7	Machinery
8	Hand tools
9	Electrical and scientific apparatus
10	Medical apparatus

- 11 Environmental control apparatus
- 12 Vehicles
- 13 Firearms
- 14 Jewelry
- 15 Musical Instruments
- 16 Paper goods and printed matter
- 17 Rubber goods
- 18 Leather goods
- 19 Non-metallic building materials
- 20 Furniture and articles not otherwise classified
- 21 Housewares and glass
- 22 Cordage and fibers
- 23 Yarns and threads
- 24 Fabrics
- 25 Clothing
- 26 Fancy goods
- 27 Floor coverings
- 28 Toys and sporting goods
- 29 Meats and processed foods
- 30 Staple foods
- 31 Natural agricultural products
- 32 Light beverages
- 33 Wine and spirits
- 34 Smoker's articles
- 35 Advertising and business
- 36 Insurance and financial
- 37 Building construction and repair
- 38 Telecommunications
- 39 Transportation and storage
- 40 Treatment of materials
- 41 Education and entertainment
- 42 Scientific, technological, or legal Miscellaneous
- 43 Restaurants, hotels, motels, and boarding
- 44 Medical, veterinary, beauty care, and forestry

45 Personal, social, and security

(Source: P.A. 90-231, eff. 1-1-98.)

Section 10. The Business Corporation Act of 1983 is amended by changing Sections 1.15, 2.10, 4.10, 5.10, 5.20, 10.35, 11.37, 11.45, 11.75, 12.35, 12.40, 13.40, 13.45, 13.50, 13.55, 13.75, 14.05, 15.05, 15.10, 15.80, 15.95, and 15.97 as follows:

(805 ILCS 5/1.15) (from Ch. 32, par. 1.15)

Sec. 1.15. Statement of correction.

(a) Whenever any instrument authorized to be filed with the Secretary of State under any provision of this Act has been so filed and, as of the date of the action therein referred to, contains any misstatement of fact, typographical error, error of transcription or any other error or defect or was defectively or erroneously executed, such instrument may be corrected by filing, in accordance with Section 1.10 of this Act, a statement of correction.

(b) A statement of correction shall set forth:

(1) The name or names of the corporation or corporations and the State or country under the laws of which each is organized.

(2) The title of the instrument being corrected and the date it was filed by the Secretary of State.

(3) The inaccuracy, error or defect to be corrected and the portion of the instrument in corrected form.

(c) A statement of correction shall be executed in the same manner in which the instrument being corrected was required to be executed.

(d) The corrected instrument shall be effective as of the date the original instrument was filed.

(e) A statement of correction shall not:

(1) Effect any change or amendment of articles

which would not in all respects have complied with the requirements of this Act at the time of filing the instrument being corrected.

(2) Take the place of any document, statement or report otherwise required to be filed by this Act.

(3) Affect any right or liability accrued or incurred before such filing, except that any right or liability accrued or incurred by reason of the error or defect being corrected shall be extinguished by such filing if the person having such right has not detrimentally relied on the original instrument.

(4) Alter the provisions of the articles of incorporation with respect to the corporation name or purpose, the class or classes and number of shares to be authorized, and the names and addresses of the incorporators or initial directors.

(5) Alter the provisions of the application for ~~certificate-of~~ authority of a foreign corporation with respect to the corporation name.

(6) Alter the provisions of the application to adopt or change an assumed corporate name with respect to the assumed corporate name.

(7) Alter the wording of any resolution as filed in any document with the Secretary of State and which was in fact adopted by the board of directors or by the shareholders.

(8) Alter the provisions of the statement of election of an extended filing month with respect to the extended filing month.

(f) A statement of correction may correct the basis, as established by any document required to be filed by this Act, of license fees, taxes, penalty, interest, or other charge paid or payable under this Act.

(g) A statement of correction may provide the grounds

for a petition for a refund or an adjustment of an assessment filed under Section 1.17 of this Act.

(Source: P.A. 91-464, eff. 1-1-00.)

(805 ILCS 5/2.10) (from Ch. 32, par. 2.10)

Sec. 2.10. Articles of Incorporation. The articles of incorporation shall be executed and filed in duplicate in accordance with Section 1.10 of this Act.

(a) The articles of incorporation must set forth:

(1) a corporate name for the corporation that satisfies the requirements of this Act;

(2) the purpose or purposes for which the corporation is organized, which may be stated to be, or to include, the transaction of any or all lawful businesses for which corporations may be incorporated under this Act;

(3) the address of the corporation's initial registered office and the name of its initial registered agent at that office;

(4) the name and address of each incorporator;

(5) the number of shares of each class the corporation is authorized to issue;

(6) the number and class of shares which the corporation proposes to issue without further report to the Secretary of State, and the consideration to be received, less expenses, including commissions, paid or incurred in connection with the issuance of shares, by the corporation therefor. If shares of more than one class are to be issued, the consideration for shares of each class shall be separately stated;

(7) if the shares are divided into classes, the designation of each class and a statement of the designations, preferences, qualifications, limitations, restrictions, and special or relative rights with respect

to the shares of each class; and

(8) if the corporation may issue the shares of any preferred or special class in series, then the designation of each series and a statement of the variations in the relative rights and preferences of the different series, if the same are fixed in the articles of incorporation, or a statement of the authority vested in the board of directors to establish series and determine the variations in the relative rights and preferences of the different series.

(b) The articles of incorporation may set forth:

(1) the names and business addresses of the individuals who are to serve as the initial directors;

(2) provisions not inconsistent with law with respect to:

(i) managing the business and regulating the affairs of the corporation;

(ii) defining, limiting, and regulating the rights, powers and duties of the corporation, its officers, directors and shareholders;

(iii) authorizing and limiting the preemptive right of a shareholder to acquire shares, whether then or thereafter authorized;

(iv) an estimate, expressed in dollars, of the value of all the property to be owned by the corporation for the following year, wherever located, and an estimate of the value of the property to be located within this State during such year, and an estimate, expressed in dollars, of the gross amount of business which will be transacted by it during such year and an estimate of the gross amount thereof which will be transacted by it at or from places of business in this State during such year; or

(v) superseding any provision of this Act that requires for approval of corporate action a two-thirds vote of the shareholders by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote on the matter and not less than a majority of the outstanding shares of each class of shares entitled to vote as a class on the matter.

(3) a provision eliminating or limiting the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that the provision does not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 8.65 of this Act, or (iv) for any transaction from which the director derived an improper personal benefit. No such provision shall eliminate or limit the liability of a director for any act or omission occurring before the date when the provision becomes effective.

(4) any provision that under this Act is required or permitted to be set forth in the articles of incorporation or by-laws.

(c) The articles of incorporation need not set forth any of the corporate powers enumerated in this Act.

(d) The duration of a corporation is perpetual unless otherwise specified in the articles of incorporation.

(e) If the data to which reference is made in subparagraph (iv) of paragraph (2) of subsection (b) of this Section is not included in the articles of incorporation, the franchise tax provided for in this Act shall be computed on the basis of the entire paid-in capital as set forth pursuant

to paragraph (6) of subsection (a) of this Section, until such time as the data to which reference is made in subparagraph (iv) of paragraph (2) of subsection (b) is provided in accordance with either Section 14.05 or Section 14.25 of this Act.

When the provisions of this Section have been complied with, the Secretary of State shall file the articles of incorporation.

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

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

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

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

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

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

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

(e) Any person intending to organize a foreign corporation and intending to have such corporation make application for a certificate of authority to transact business in this State.

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

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

Such reservation shall be made by filing in the office of the Secretary of State an application to reserve a specified

corporate name or a specified assumed corporate name, executed by the applicant. If the Secretary of State finds that such name is available for corporate use, he or she shall reserve the same for the exclusive use of such applicant for a period of ninety days or until surrendered by a written cancellation document signed by the applicant, whichever is sooner.

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

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

(Source: P.A. 83-1025.)

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

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

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

(b) A domestic corporation or a foreign corporation may change the address of its registered office or change its registered agent, or both, ~~by so indicating in the statement of change on the annual report of that corporation filed pursuant to Section 14.10 of this Act~~ or by executing and

filing, in duplicate, in accordance with Section 1.10 of this Act a statement setting forth:

(1) The name of the corporation.

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

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

(4) The name of its then registered agent.

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

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

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

(c) (Blank). ~~A legible copy of the statement of change as on the annual report returned by the Secretary of State shall be filed for record within the time prescribed by this Act in the office of the Recorder of the county in which the registered office of the corporation in this State was situated before the filing of that statement in the Office of the Secretary of State.~~

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

(1) In the case of a domestic corporation:

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

(ii) A copy of the statement of change of address of its registered office, certified by the

Secretary of State.

(2) In the case of a foreign corporation:

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

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

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

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

(Source: P.A. 91-357, eff. 7-29-99; 92-33, eff. 7-1-01.)

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

Sec. 5.20. Change of Address of Registered Agent.

(a) A registered agent may change the address of the registered office of the domestic corporation or of the foreign corporation, for which he or she or it is registered agent, to another address in this State, ~~by so indicating in the statement of change on the annual report of that corporation filed pursuant to Section 14.10 of this Act or~~ by filing, in duplicate, in accordance with Section 1.10 of this Act a statement setting forth:

(1) The name of the corporation.

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

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

(4) The name of its registered agent.

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

Such statement shall be executed by the registered agent.

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

(1) In the case of a domestic corporation:

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

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

(2) In the case of a foreign corporation:

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

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

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

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

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

(805 ILCS 5/10.35) (from Ch. 32, par. 10.35)

Sec. 10.35. Effect of ~~certificate-of~~ amendment.

(a) The amendment shall become effective and the articles of incorporation shall be deemed to be amended

accordingly, as of the later of:

(1) the filing of the articles of amendment by the Secretary of State; or

(2) the time established under the articles of amendment, not to exceed 30 days after the filing of the articles of amendment by the Secretary of State.

(b) If the amendment is made in accordance with the provisions of Section 10.40, upon the filing of the articles of amendment by the Secretary of State, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly, without any action thereon by the directors or shareholders of the corporation and with the same effect as if the amendments had been adopted by unanimous action of the directors and shareholders of the corporation.

(c) If the amendment restates the articles of incorporation, such restated articles of incorporation shall, upon such amendment becoming effective, supersede and stand in lieu of the corporation's preexisting articles of incorporation.

(d) If the amendment revives the articles of incorporation and extends the period of corporate duration, upon the filing of the articles of amendment by the Secretary of State, the amendment shall become effective and the corporate existence shall be deemed to have continued without interruption from the date of expiration of the original period of duration, and the corporation shall stand revived with such powers, duties and obligations as if its period of duration had not expired; and all acts and proceedings of its officers, directors and shareholders, acting or purporting to act as such, which would have been legal and valid but for such expiration, shall stand ratified and confirmed.

(e) Each amendment which affects the number of issued shares or the amount of paid-in capital shall be deemed to be

a report under the provisions of this Act.

(f) No amendment of the articles of incorporation of a corporation shall affect any existing cause of action in favor of or against such corporation, or any pending suit in which such corporation shall be a party, or the existing rights of persons other than shareholders; and, in the event the corporate name shall be changed by amendment, no suit brought by or against such corporation under its former name shall be abated for that reason.

(Source: P.A. 91-464, eff. 1-1-00; 92-33, eff. 7-1-01.)

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

Sec. 11.37. Merger ~~or consolidation~~ of domestic or foreign corporations and domestic not for profit corporations. (a) One or more domestic corporations or one or more foreign corporations may merge into a domestic not for profit corporation subject to the provisions of the General Not For Profit Corporation Act of 1986, as amended, provided that in the case of a foreign corporation for profit, such merger ~~or consolidation~~ is permitted by the laws of the State or country under which such foreign corporation for profit is organized.

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

consolidation of foreign corporations for profit.

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

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

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

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

(805 ILCS 5/11.45) (from Ch. 32, par. 11.45)

Sec. 11.45. Recording of certificate--and articles of merger, consolidation or exchange. A copy of the articles of merger, consolidation or exchange as filed by the Secretary of State shall be returned to the surviving or new or acquiring corporation, as the case may be, or to its representative, and such articles, or a copy thereof certified by the Secretary of State, shall be filed for record within the time prescribed by Section 1.10 of this Act in the office of the Recorder of each county in which the registered office of each merging or consolidating or acquiring corporation may be situated, and in the case of a

consolidation, in the office of the Recorder of the county in which the registered office of the new corporation shall be situated and, in the case of a share exchange, in the office of the Recorder of the county in which the registered office of the corporation whose shares were acquired shall be situated.

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

(805 ILCS 5/11.75) (from Ch. 32, par. 11.75)

Sec. 11.75. Business combinations with interested shareholders.

(a) Notwithstanding any other provisions of this Act, a corporation (as defined in this Section 11.75) shall not engage in any business combination with any interested shareholder for a period of 3 years following the time that such shareholder became an interested shareholder, unless (1) prior to such time the board of directors of the corporation approved either the business combination or the transaction which resulted in the shareholder becoming an interested shareholder, or (2) upon consummation of the transaction which resulted in the shareholder becoming an interested shareholder, the interested shareholder owned at least 85% of the voting shares of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding those shares owned (i) by persons who are directors and also officers and (ii) employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer, or (3) at or subsequent to such time the business combination is approved by the board of directors and authorized at an annual or special meeting of shareholders, and not by written consent, by the affirmative vote of at least 66 2/3% of the outstanding voting shares

which are not owned by the interested shareholder.

(b) The restrictions contained in this Section shall not apply if:

(1) the corporation's original articles of incorporation contains a provision expressly electing not to be governed by this Section;

(2) the corporation, by action of its board of directors, adopts an amendment to its by-laws within 90 days of the effective date of this amendatory Act of 1989, expressly electing not to be governed by this Section, which amendment shall not be further amended by the board of directors;

(3) the corporation, by action of its shareholders, adopts an amendment to its articles of incorporation or by-laws expressly electing not to be governed by this Section, provided that, in addition to any other vote required by law, such amendment to the articles of incorporation or by-laws must be approved by the affirmative vote of a majority of the shares entitled to vote. An amendment adopted pursuant to this paragraph shall be effective immediately in the case of a corporation that both (i) has never had a class of voting shares that falls within any of the categories set out in paragraph (4) of this subsection (b) and (ii) has not elected by a provision in its original articles of incorporation or any amendment thereto to be governed by this Section. In all other cases, an amendment adopted pursuant to this paragraph shall not be effective until 12 months after the adoption of such amendment and shall not apply to any business combination between such corporation and any person who became an interested shareholder of such corporation on or prior to such adoption. A by-law amendment adopted pursuant to this paragraph shall not be further amended by the board of

directors;

(4) the corporation does not have a class of voting shares that is (i) listed on a national securities exchange, (ii) authorized for quotation on the NASDAQ Stock Market or (iii) held of record by more than 2,000 shareholders, unless any of the foregoing results from action taken, directly or indirectly, by an interested shareholder or from a transaction in which a person becomes an interested shareholder;

(5) a shareholder becomes an interested shareholder inadvertently and (i) as soon as practicable divests itself of ownership of sufficient shares so that the shareholder ceases to be an interested shareholder and (ii) would not, at any time within the 3 year period immediately prior to a business combination between the corporation and such shareholder, have been an interested shareholder but for the inadvertent acquisition of ownership;

(6) the business combination is proposed prior to the consummation or abandonment of and subsequent to the earlier of the public announcement or the notice required hereunder of a proposed transaction which (i) constitutes one of the transactions described in the second sentence of this paragraph; (ii) is with or by a person who either was not an interested shareholder during the previous 3 years or who became an interested shareholder with the approval of the corporation's board of directors or during the period described in paragraph (7) of this subsection (b); and (iii) is approved or not opposed by a majority of the members of the board of directors then in office (but not less than 1) who were directors prior to any person becoming an interested shareholder during the previous 3 years or were recommended for election or elected to succeed such directors by a majority of such

directors. The proposed transactions referred to in the preceding sentence are limited to (x) a merger or consolidation of the corporation (except for a merger in respect of which, pursuant to subsection (c) of Section 11.20 of this Act, no vote of the shareholders of the corporation is required); (y) a sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions), whether as part of a dissolution or otherwise, of assets of the corporation or of any direct or indirect majority-owned subsidiary of the corporation (other than to any direct or indirect wholly-owned subsidiary or to the corporation) having an aggregate market value equal to 50% or more of either the aggregate market value of all of the assets of the corporation determined on a consolidated basis or the aggregate market value of all the outstanding shares of the corporation; or (z) a proposed tender or exchange offer for 50% or more of the outstanding voting shares of the corporation. The corporation shall give not less than 20 days notice to all interested shareholders prior to the consummation of any of the transactions described in clauses (x) or (y) of the second sentence of this paragraph; or

(7) The business combination is with an interested shareholder who became an interested shareholder at a time when the restrictions contained in this Section did not apply by reason of any of the paragraphs (1) through (4) of this subsection (b), provided, however, that this paragraph (7) shall not apply if, at the time the interested shareholder became an interested shareholder, the corporation's articles of incorporation contained a provision authorized by the last sentence of this subsection (b). Notwithstanding paragraphs (1), (2), (3) and (4) of this subsection and subparagraph (A) of

paragraph (5) of subsection (c), any domestic corporation may elect by a provision of its original articles of incorporation or any amendment thereto to be governed by this Section, provided that any such amendment to the articles of incorporation shall not apply to restrict a business combination between the corporation and an interested shareholder of the corporation if the interested shareholder became such prior to the effective date of the amendment.

(c) As used in this Section 11.75 only, the term:

(1) "Affiliate" means a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, another person.

(2) "Associate" when used to indicate a relationship with any person, means (i) any corporation, partnership, unincorporated association, or other entity of which such person is a director, officer or partner or is, directly or indirectly, the owner of 20% or more of any class of voting shares, (ii) any trust or other estate in which such person has at least a 20% beneficial interest or as to which such person serves as trustee or in a similar fiduciary capacity, and (iii) any relative or spouse of such person, or any relative of such spouse, who has the same residence as such person.

(3) "Business combination" when used in reference to any corporation and any interested shareholder of such corporation, means:

(A) any merger or consolidation of the corporation or any direct or indirect majority-owned subsidiary of the corporation with (i) the interested shareholder, or (ii) with any other corporation if the merger or consolidation is caused by the interested shareholder and as a result of

such merger or consolidation subsection (a) of this Section is not applicable to the surviving corporation;

(B) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions), except proportionately as a shareholder of such corporation, to or with the interested shareholder, whether as part of a dissolution or otherwise, of assets of the corporation or of any direct or indirect majority-owned subsidiary of the corporation which assets have an aggregate market value equal to 10% or more of either the aggregate market value of all the assets of the corporation determined on a consolidated basis or the aggregate market value of all the outstanding shares of the corporation;

(C) any transaction which results in the issuance or transfer by the corporation or by any direct or indirect majority-owned subsidiary of the corporation of any shares of the corporation or of such subsidiary to the interested shareholder, except (i) pursuant to the exercise, exchange or conversion of securities exercisable for, exchangeable for or convertible into shares of such corporation or any such subsidiary which securities were outstanding prior to the time that the interested shareholder became such, (ii) pursuant to a dividend or distribution paid or made, or the exercise, exchange or conversion of securities exercisable for, exchangeable for or convertible into shares of such corporation or any such subsidiary which security is distributed, pro rata to all holders of a class or series of shares of

such corporation subsequent to the time the interested shareholder became such, (iii) pursuant to an exchange offer by the corporation to purchase shares made on the same terms to all holders of said shares, or (iv) any issuance or transfer of shares by the corporation, provided however, that in no case under clauses (ii), (iii) and (iv) above shall there be an increase in the interested shareholder's proportionate share of the shares of any class or series of the corporation or of the voting shares of the corporation;

(D) any transaction involving the corporation or any direct or indirect majority-owned subsidiary of the corporation which has the effect, directly or indirectly, of increasing the proportionate share of the shares of any class or series, or securities convertible into the shares of any class or series, of the corporation or of any such subsidiary which is owned by the interested shareholder, except as a result of immaterial changes due to fractional share adjustments or as a result of any purchase or redemption of any shares of any class or series not caused, directly or indirectly, by the interested shareholder; or

(E) any receipt by the interested shareholder of the benefit, directly or indirectly (except proportionately as a shareholder of such corporation) of any loans, advances, guarantees, pledges, or other financial benefits (other than those expressly permitted in subparagraphs (A) through (D) of this paragraph (3)) provided by or through the corporation or any direct or indirect majority owned subsidiary; or

(F) any receipt by the interested shareholder

of the benefit, directly or indirectly, (except proportionately as a shareholder of such corporation) of any assets, loans, advances, guarantees, pledges or other financial benefits (other than those expressly permitted in subparagraphs (A) through (D) of this paragraph (3)) provided by or through any "defined benefit pension plan" (as defined in Section 3 of the Employee Retirement Income Security Act) of the corporation or any direct or indirect majority owned subsidiary.

(4) "Control", including the term "controlling", "controlled by" and "under common control with", means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting shares, by contract or otherwise. A person who is the owner of 20% or more of the outstanding voting shares of any corporation, partnership, unincorporated association, or other entity shall be presumed to have control of such entity, in the absence of proof by preponderance of the evidence to the contrary. Notwithstanding the foregoing, a presumption of control shall not apply where such person holds voting shares, in good faith and not for the purpose of circumventing this Section, as an agent, bank, broker, nominee, custodian or trustee for one or more owners who do not individually or as a group have control of such entity.

(5) "Corporation" means a domestic corporation that:

(A) has any equity securities registered under Section 12 of the Securities Exchange Act of 1934 or is subject to Section 15(d) of that Act; and

(B) either

(i) has its principal place of business

or its principal executive office located in Illinois; or

(ii) owns or controls assets located within Illinois that have a fair market value of at least \$1,000,000, and

(C) either

(i) has more than 10% of its shareholders resident in Illinois;

(ii) has more than 10% of its shares owned by Illinois residents; or

(iii) has 2,000 shareholders resident in Illinois.

The residence of a shareholder is presumed to be the address appearing in the records of the corporation. Shares held by banks (except as trustee, executor or guardian), securities dealers or nominees are disregarded for purposes of calculating the percentages and numbers in this paragraph (5).

(6) "Interested shareholder" means any person (other than the corporation and any direct or indirect majority-owned subsidiary of the corporation) that (i) is the owner of 15% or more of the outstanding voting shares of the corporation, or (ii) is an affiliate or associate of the corporation and was the owner of 15% or more of the outstanding voting shares of the corporation at any time within the 3 year period immediately prior to the date on which it is sought to be determined whether such person is an interested shareholder; and the affiliates and associates of such person, provided, however, that the term "interested shareholder" shall not include (x) any person who (A) owned shares in excess of the 15% limitation set forth herein as of, or acquired such shares pursuant to a tender offer commenced prior to the effective date of this amendatory Act of 1989 or pursuant

to an exchange offer announced prior to the aforesaid date and commenced within 90 days thereafter and either (I) continued to own shares in excess of such 15% limitation or would have but for action by the corporation or (II) is an affiliate or associate of the corporation and so continued (or so would have continued but for action by the corporation) to be the owner of 15% or more of the outstanding voting shares of the corporation at any time within the 3-year period immediately prior to the date on which it is sought to be determined whether such a person is an interested shareholder or (B) acquired said shares from a person described in (A) above by gift, inheritance or in a transaction in which no consideration was exchanged; or (y) any person whose ownership of shares in excess of the 15% limitation set forth herein is the result of action taken solely by the corporation, provided that such person shall be an interested shareholder if thereafter such person acquires additional shares of voting shares of the corporation, except as a result of further corporate action not caused, directly or indirectly, by such person. For the purpose of determining whether a person is an interested shareholder, the voting shares of the corporation deemed to be outstanding shall include shares deemed to be owned by the person through application of paragraph (9) ~~(8)~~ of this subsection, but shall not include any other unissued shares of such corporation which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

(7) "Person" means any individual, corporation, partnership, unincorporated association or other entity.

(7.5) "Shares" means, with respect to any corporation, capital stock and, with respect to any other

entity, any equity interest.

(8) "Voting shares" means, with respect to any corporation, shares of any class or series entitled to vote generally in the election of directors and, with respect to any entity that is not a corporation, any equity interest entitled to vote generally in its election of the governing body of the entity.

(9) "Owner" including the terms "own" and "owned" when used with respect to any shares means a person that individually or with or through any of its affiliates or associates:

(A) beneficially owns such shares, directly or indirectly; or

(B) has (i) the right to acquire such shares (whether such right is exercisable immediately or only after the passage of time) pursuant to any agreement, arrangement or understanding, or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise; provided, however, that a person shall not be deemed the owner of shares tendered pursuant to a tender or exchange offer made by such person or any of such person's affiliates or associates until such tendered shares is accepted for purchase or exchange; or (ii) the right to vote such shares pursuant to any agreement, arrangement or understanding; provided, however, that a person shall not be deemed the owner of any shares because of such person's right to vote such shares if the agreement, arrangement or understanding to vote such shares arises solely from a revocable proxy or consent given in response to a proxy or consent solicitation made to 10 or more persons; or

(C) has any agreement, arrangement or

understanding for the purpose of acquiring, holding, voting (except voting pursuant to a revocable proxy or consent as described in clause (ii) of subparagraph (B) of this paragraph), or disposing of such shares with any other person that beneficially owns, or whose affiliates or associates beneficially own, directly or indirectly, such shares.

(d) No provision of a certificate of incorporation or by-law shall require, for any vote of shareholders required by this Section a greater vote of shareholders than that specified in this Section.

(e) The provisions of this Section 11.75 are severable and any provision held invalid shall not affect or impair any of the remaining provisions of this Section.

(Source: P.A. 90-461, eff. 1-1-98.)

(805 ILCS 5/12.35) (from Ch. 32, par. 12.35)

Sec. 12.35. Grounds for administrative dissolution. The Secretary of State may dissolve any corporation administratively if:

(a) It has failed to file its annual report or final transition annual report and pay its franchise tax as required by this Act before the first day of the anniversary month or, in the case of a corporation which has established an extended filing month, the extended filing month of the corporation of the year in which such annual report becomes due and such franchise tax becomes payable;

(b) it has failed to file in the office of the Secretary of State any report after the expiration of the period prescribed in this Act for filing such report;

(c) it has failed to pay any fees, franchise taxes, or charges prescribed by this Act;

(d) it has misrepresented any material matter in any application, report, affidavit, or other document filed by

the corporation pursuant to this Act; or

(e) it has failed to appoint and maintain a registered agent in this State;

(f) it has tendered payment to the Secretary of State which is returned due to insufficient funds, a closed account, or for any other reason, and acceptable payment has not been subsequently tendered;

(g) upon the failure of an officer or director to whom interrogatories have been propounded by the Secretary of State as provided in this Act, to answer the same fully and to file such answer in the office of the Secretary of State;
or

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

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

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

Sec. 12.40. Procedure for administrative dissolution.

(a) After the Secretary of State determines that one or more grounds exist under Section 12.35 for the administrative dissolution of a corporation, he or she shall send by regular mail to each delinquent corporation a Notice of Delinquency to its registered office, or, if the corporation has failed to maintain a registered office, then to the president or other principal officer at the last known office of said officer.

(b) If the corporation does not correct the default described in paragraphs (a) through (e) of Section 12.35 within 90 days following such notice, the Secretary of State shall thereupon dissolve the corporation by issuing a

certificate of dissolution that recites the ground or grounds for dissolution and its effective date. If the corporation does not correct the default described in paragraphs (f) through (h) of Section 12.35, within 30 days following such notice, the Secretary of State shall thereupon dissolve the corporation by issuing a certificate of dissolution as herein prescribed. The Secretary of State shall file the original of the certificate in his or her office, mail one copy to the corporation at its registered office or, if the corporation has failed to maintain a registered office, then to the president or other principal officer at the last known office of said officer, and file one copy for record in the office of the recorder of the county in which the registered office of the corporation in this State is situated, to be recorded by such recorder. The recorder shall submit for payment to the Secretary of State, on a quarterly basis, the amount of filing fees incurred.

(c) The administrative dissolution of a corporation terminates its corporate existence and such a dissolved corporation shall not thereafter carry on any business, provided however, that such a dissolved corporation may take all action authorized under Section 12.75 or necessary to wind up and liquidate its business and affairs under Section 12.30.

(Source: P.A. 84-924.)

(805 ILCS 5/13.40) (from Ch. 32, par. 13.40)

Sec. 13.40. Amended certificate-of authority. A foreign corporation authorized to transact business in this State shall secure amended authority to do so in the event it changes its corporate name, changes the duration of its corporate existence, or desires to pursue in this State other or additional purposes than those set forth in its prior application for authority, by making application therefor to

the Secretary of State.

The application shall set forth:

(1) The name of the corporation, with any additions required in order to comply with Section 4.05 of this Act, together with the state or country under the laws of which it is organized.

(2) The change to be effected.

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

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

Sec. 13.45. Withdrawal of foreign corporation. A foreign corporation authorized to transact business in this State may withdraw from this State upon filing with the Secretary of State an application for withdrawal. In order to procure such withdrawal, the foreign corporation shall either:

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

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

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

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

(4) a post-office address to which may be

mailed a copy of any process against the corporation that may be served on the Secretary of State;

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

(6) a statement of the aggregate number of issued shares of the corporation itemized by classes, and series, if any, within a class, as of the date of the final report;

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

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

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

(c) if it has been the non-survivor of a statutory merger and the surviving corporation was a foreign corporation which had not obtained authority to transact business in this State, file a copy of the articles of merger duly authenticated by the proper officer of the state or country under the laws of which the corporation was organized.

The application for withdrawal and the final report shall be made on forms prescribed and furnished by the Secretary of State.

When the corporation has complied with subsection (a) of this Section, the Secretary of State shall file the application for withdrawal and mail a copy of the application to the corporation or its representative. If the provisions

of subsection (b) of this Section have been followed, the Secretary of State shall file the copy of the articles of dissolution in his or her office.

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

(Source: P.A. 91-464, eff. 1-1-00; 92-16, eff. 6-28-01; 92-33, eff. 7-1-01.)

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

Sec. 13.50. Grounds for revocation of authority. The authority of a foreign corporation to transact business in this State may be revoked by the Secretary of State:

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

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

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

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

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

(f) Upon the failure of the corporation to file for record in the office of the recorder of the county in which its registered office is situated, any appointment of

registered agent.

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

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

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

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

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

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

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

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

Sec. 13.55. Procedure for revocation of authority.

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

(b) If the corporation does not correct the default

described in paragraphs (c) through (k) of Section 13.50 within 90 days following such notice, the Secretary of State shall thereupon revoke the authority of the corporation by issuing a certificate of revocation that recites the grounds for revocation and its effective date. If the corporation does not correct the default described in paragraph (a), (b), or (l) of Section 13.50, within 30 days following such notice, the Secretary of State shall thereupon revoke the authority of the corporation by issuing a certificate of revocation as herein prescribed. The Secretary of State shall file the original of the certificate in his or her office, mail one copy to the corporation at its registered office or, if the corporation has failed to maintain a registered office, then to the president or other principal officer at the last known office of said officer, and file one copy for record in the office of the recorder of the county in which the registered office of the corporation in this State is situated, to be recorded by such recorder. The recorder shall submit for payment to the Secretary of State, on a quarterly basis, the amount of filing fees incurred.

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

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

(805 ILCS 5/13.75)

Sec. 13.75. Activities that do not constitute transacting business. Without excluding other activities that may not constitute doing business in this State, a foreign corporation shall not be considered to be transacting business in this State, for purposes of this Article 13, by reason of carrying on in this State any one or more of the following activities:

(1) maintaining, defending, or settling any proceeding;

(2) holding meetings of the board of directors or shareholders or carrying on other activities concerning internal corporate affairs;

(3) maintaining bank accounts;

(4) maintaining offices or agencies for the transfer, exchange, and registration of the corporation's own securities or maintaining trustees or depositaries with respect to those securities;

(5) selling through independent contractors;

(6) soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if orders require acceptance outside this State before they become contracts;

(7) (blank) ~~creating--or--acquiring--indebtedness,~~
~~mortgages,-and-security-interests--in--real--or--personal~~
~~property;~~

(8) (blank) ~~securing---or---collecting--debts--or~~
~~enforcing-mortgages-and-security--interests--in--property~~
~~securing-the-debts;~~

(9) owning, without more, real or personal property;

(10) conducting an isolated transaction that is completed within 120 days and that is not one in the course of repeated transactions of a like nature; or

(11) having a corporate officer or director who is a resident of this State.

(Source: P.A. 90-421, eff. 1-1-98.)

(805 ILCS 5/14.05) (from Ch. 32, par. 14.05)

Sec. 14.05. Annual report of domestic or foreign corporation. Each domestic corporation organized under any general law or special act of this State authorizing the

corporation to issue shares, other than homestead associations, building and loan associations, banks and insurance companies (which includes a syndicate or limited syndicate regulated under Article V 1/2 of the Illinois Insurance Code or member of a group of underwriters regulated under Article V of that Code), and each foreign corporation (except members of a group of underwriters regulated under Article V of the Illinois Insurance Code) authorized to transact business in this State, shall file, within the time prescribed by this Act, an annual report setting forth:

(a) The name of the corporation.

(b) The address, including street and number, or rural route number, of its registered office in this State, and the name of its registered agent at that address and--a--statement--of--change--of--its--registered office--or--registered-agent,--or--both,--if--any.

(c) The address, including street and number, or rural route number, of its principal office.

(d) The names and respective business addresses, including street and number, or rural route number, of its directors and officers.

(e) A statement of the aggregate number of shares which the corporation has authority to issue, itemized by classes and series, if any, within a class.

(f) A statement of the aggregate number of issued shares, itemized by classes, and series, if any, within a class.

(g) A statement, expressed in dollars, of the amount of paid-in capital of the corporation as defined in this Act.

(h) Either a statement that (1) all the property of the corporation is located in this State and all of its business is transacted at or from places of business in this State, or the corporation elects to pay the annual

franchise tax on the basis of its entire paid-in capital, or (2) a statement, expressed in dollars, of the value of all the property owned by the corporation, wherever located, and the value of the property located within this State, and a statement, expressed in dollars, of the gross amount of business transacted by the corporation and the gross amount thereof transacted by the corporation at or from places of business in this State as of the close of its fiscal year on or immediately preceding the last day of the third month prior to the anniversary month or in the case of a corporation which has established an extended filing month, as of the close of its fiscal year on or immediately preceding the last day of the third month prior to the extended filing month; however, in the case of a domestic corporation that has not completed its first fiscal year, the statement with respect to property owned shall be as of the last day of the third month preceding the anniversary month and the statement with respect to business transacted shall be furnished for the period between the date of incorporation and the last day of the third month preceding the anniversary month. In the case of a foreign corporation that has not been authorized to transact business in this State for a period of 12 months and has not commenced transacting business prior to obtaining authority, the statement with respect to property owned shall be as of the last day of the third month preceding the anniversary month and the statement with respect to business transacted shall be furnished for the period between the date of its authorization to transact business in this State and the last day of the third month preceding the anniversary month. If the data referenced in item (2) of this subsection is not completed, the franchise tax provided for in this Act

shall be computed on the basis of the entire paid-in capital.

(i) A statement, including the basis therefor, of status as a "minority owned business" or as a "female owned business" as those terms are defined in the Business Enterprise for Minorities, Females, and Persons with Disabilities Act.

(j) Additional information as may be necessary or appropriate in order to enable the Secretary of State to administer this Act and to verify the proper amount of fees and franchise taxes payable by the corporation.

The annual report shall be made on forms prescribed and furnished by the Secretary of State, and the information therein required by paragraphs (a) through (d), both inclusive, of this Section, shall be given as of the date of the execution of the annual report and the information therein required by paragraphs (e), (f) and (g) of this Section shall be given as of the last day of the third month preceding the anniversary month, except that the information required by paragraphs (e), (f) and (g) shall, in the case of a corporation which has established an extended filing month, be given in its final transition annual report and each subsequent annual report as of the close of its fiscal year immediately preceding its extended filing month. It shall be executed by the corporation by its president, a vice-president, secretary, assistant secretary, treasurer or other officer duly authorized by the board of directors of the corporation to execute those reports, and verified by him or her, or, if the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation and verified by the receiver or trustee.

(Source: P.A. 91-593, eff. 8-14-99; 92-16, eff. 6-28-01; 92-33, eff. 7-1-01.)

(805 ILCS 5/15.05) (from Ch. 32, par. 15.05)

Sec. 15.05. Fees, franchise taxes, and charges to be collected by Secretary of State.

The Secretary of State shall charge and collect in accordance with the provisions of this Act:

- (a) Fees for filing documents ~~and-issuing-certificates~~.
- (b) License fees.
- (c) Franchise taxes.
- (d) Miscellaneous charges.
- (e) Fees for filing annual reports.

(Source: P.A. 83-1025.)

(805 ILCS 5/15.10) (from Ch. 32, par. 15.10)

Sec. 15.10. Fees for filing documents. The Secretary of State shall charge and collect for:

- (a) Filing articles of incorporation, \$75.
- (b) Filing articles of amendment, \$25, unless the amendment is a restatement of the articles of incorporation, in which case the fee shall be \$100.
- (c) Filing articles of merger or consolidation, \$100, but if the merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.
- (d) Filing articles of share exchange, \$100.
- (e) Filing articles of dissolution, \$5.
- (f) Filing application to reserve a corporate name, \$25.
- (g) Filing a notice of transfer of a reserved corporate name, \$25.
- (h) Filing statement of change of address of registered office or change of registered agent, or both, ~~if-ether-than on-an-annual-report~~, \$5.
- (i) Filing statement of the establishment of a series of shares, \$25.
- (j) Filing an application of a foreign corporation for authority to transact business in this State, \$75.

(k) Filing an application of a foreign corporation for amended authority to transact business in this State, \$25.

(l) Filing a copy of amendment to the articles of incorporation of a foreign corporation holding authority to transact business in this State, \$25, unless the amendment is a restatement of the articles of incorporation, in which case the fee shall be \$100.

(m) Filing a copy of articles of merger of a foreign corporation holding a certificate of authority to transact business in this State, \$100, but if the merger involves more than 2 corporations, \$50 for each additional corporation.

(n) Filing an application for withdrawal and final report or a copy of articles of dissolution of a foreign corporation, \$25.

(o) Filing an annual report, interim annual report, or final transition annual report of a domestic or foreign corporation, \$25.

(p) Filing an application for reinstatement of a domestic or a foreign corporation, \$100.

(q) Filing an application for use of an assumed corporate name, \$150 for each year or part thereof ending in 0 or 5, \$120 for each year or part thereof ending in 1 or 6, \$90 for each year or part thereof ending in 2 or 7, \$60 for each year or part thereof ending in 3 or 8, \$30 for each year or part thereof ending in 4 or 9, between the date of filing the application and the date of the renewal of the assumed corporate name; and a renewal fee for each assumed corporate name, \$150.

(r) To change an assumed corporate name for the period remaining until the renewal date of the original assumed name, \$25.

(s) Filing an application for cancellation of an assumed corporate name, \$5.

(t) Filing an application to register the corporate name

of a foreign corporation, \$50; and an annual renewal fee for the registered name, \$50.

(u) Filing an application for cancellation of a registered name of a foreign corporation, \$25.

(v) Filing a statement of correction, \$25.

(w) Filing a petition for refund or adjustment, \$5.

(x) Filing a statement of election of an extended filing month, \$25.

(y) Filing any other statement or report, \$5.

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

(805 ILCS 5/15.80) (from Ch. 32, par. 15.80)

Sec. 15.80. Computation and collection of annual franchise taxes - proceeding for dissolution or revocation if not paid.

(a) It shall be the duty of the Secretary of State to collect all annual franchise taxes, and penalties, and interest imposed by or payable in accordance with this Act.

(b) During the calendar year 1983, each corporation must pay its annual franchise tax within 60 days preceding July 1, 1983, for the taxable year beginning July 1, 1983 to each corporation's anniversary month in 1984; thereafter, within 60 days prior to the first day of the anniversary month or, in cases where a corporation has established an extended filing month, the extended filing month each year the Secretary of State shall collect from each corporation, domestic or foreign, required to file an annual report in such year, the franchise tax payable by it for the 12 months' period commencing on the first day of the anniversary month or, in cases where a corporation has established an extended filing month, the extended filing month of such year or, in the case of a corporation which has filed a statement of election of an extended filing date, the interim period resulting therefrom in accordance with the foregoing

provisions; and, if it has failed to file its annual report and pay its franchise tax within the time prescribed by this Act, the penalties and interest will be imposed pursuant to this Act upon such corporation for its failure so to do; and the Secretary of State shall mail a written notice to each corporation against which such tax is payable, addressed to such corporation at its registered office in this State, notifying the corporation: (1) of the amount of franchise tax payable for the taxable year and the amount of penalties and interest due for failure to file its annual report and pay its franchise tax; and (2) that such tax and penalties and interest shall be payable to the Secretary of State. Failure to receive such notice shall not relieve the corporation of its obligation to pay the tax and any penalties and any interest due or invalidate the validity thereof.

(c) All annual franchise taxes for the taxable year commencing on July 1, 1983 to the anniversary month of each corporation in 1984 shall be due and payable by July 1, 1983. Beginning with January 1984, all annual reports, fees, and franchise taxes shall be due and payable prior to the first day of the anniversary month or, in the case of a corporation which has established an extended filing month subsequent to January 1, 1991, the extended filing month of each corporation each year. If the annual franchise tax due from any corporation subject to the provisions of this Act together with all penalties and interest imposed thereon, shall not be paid to the Secretary of State before the date of the year in which such tax is due and payable, the Secretary of State shall proceed under Section 12.40 of this Act for the dissolution of a domestic corporation or under Section 13.55 for revocation of a foreign corporation.

(d) For the purpose of enforcing collection, all annual franchise taxes payable in accordance with this Act, and all penalties due thereon and all interest and costs that shall

accrue in connection with the collection thereof, shall be a prior and first lien on the real and personal property of the corporation from and including the date of the year when such franchise taxes become due and payable until such taxes, penalties, interest, and costs shall have been paid.

(Source: P.A. 91-464, eff. 1-1-00.)

(805 ILCS 5/15.95) (from Ch. 32, par. 15.95)

Sec. 15.95. Department of Business Services Special Operations Fund.

(a) A special fund in the State treasury known as the Division of Corporations Special Operations Fund is renamed the Department of Business Services Special Operations Fund. Moneys deposited into the Fund shall, subject to appropriation, be used by the Department of Business Services of the Office of the Secretary of State, hereinafter "Department", to create and maintain the capability to perform expedited services in response to special requests made by the public for same day or 24 hour service. Moneys deposited into the Fund shall be used for, but not limited to, expenditures for personal services, retirement, social security, contractual services, equipment, electronic data processing, and telecommunications.

(b) The balance in the Fund at the end of any fiscal year shall not exceed \$400,000 and any amount in excess thereof shall be transferred to the General Revenue Fund.

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

(d) "Expedited services" means services rendered within the same day, or within 24 hours from the time, the request therefor is submitted by the filer, law firm, service company, or messenger physically in person or, at the

Secretary of State's discretion, by electronic means, to the Department's Springfield Office and includes requests for certified copies, photocopies, and certificates of good standing or fact made to the Department's Springfield Office in person or by telephone, or requests for certificates of good standing or fact made in person or by telephone to the Department's Chicago Office.

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

Restatement of articles, \$100;

Merger, consolidation or exchange, \$100;

Articles of incorporation, \$50;

Articles of amendment, \$50;

Revocation of dissolution, \$50;

Reinstatement, \$50;

Application for authority, \$50;

Cumulative report of changes in issued shares or paid-in capital, \$50;

Report following merger or consolidation, \$50;

Certificate of good standing or fact, \$10;

All other filings, copies of documents, annual reports filed on or after January 1, 1984 ~~for the 3 preceding years~~, and copies of documents of dissolved or revoked corporations having a file number over 5199, \$25.

(f) Expedited services shall not be available for a statement of correction, a petition for refund or adjustment, or a request involving ~~more than 3~~ year's annual reports filed before January 1, 1984 or involving dissolved corporations with a file number below 5200.

(Source: P.A. 91-463, eff. 1-1-00; 92-33, eff. 7-1-01.)

(805 ILCS 5/15.97) (from Ch. 32, par. 15.97)

Sec. 15.97. Corporate Franchise Tax Refund Fund.

(a) Beginning July 1, 1993, a percentage of the amounts collected under Sections 15.35, 15.45, 15.65, and 15.75 of

this Act shall be deposited into the Corporate Franchise Tax Refund Fund, a special Fund hereby created in the State treasury. From July 1, 1993, until December 31, 1994, there shall be deposited into the Fund 3% of the amounts received under those Sections. Beginning January 1, 1995, and for each fiscal year beginning thereafter, 2% of the amounts collected under those Sections during the preceding fiscal year shall be deposited into the Fund.

(b) Beginning July 1, 1993, moneys in the Fund shall be expended exclusively for the purpose of paying refunds payable because of overpayment of franchise taxes, penalties, or interest under Sections 13.70, 15.35, 15.45, 15.65, and 15.75, and 16.05 of this Act and making transfers authorized under this Section. Refunds in accordance with the provisions of subsections (f) and (g) of Section 1.15 and Section 1.17 of this Act may be made from the Fund only to the extent that amounts collected under Sections 15.35, 15.45, 15.65, and 15.75 of this Act have been deposited in the Fund and remain available. Within a reasonable time after the 30th day of June of each year, the Secretary of State shall direct and the Comptroller shall order transferred to the General Revenue Fund all amounts in excess of \$100,000 remaining in the fund as of June 30.

(c) This Act shall constitute an irrevocable and continuing appropriation from the Corporate Franchise Tax Refund Fund for the purpose of paying refunds upon the order of the Secretary of State in accordance with the provisions of this Section.

(Source: P.A. 89-570, eff. 7-26-96.)

Section 15. The General Not For Profit Corporation Act is amended by changing Sections 101.15, 102.10, 105.20, 111.37, 112.40, 113.40, 113.50, 113.55, 114.05, 115.10, and 115.20 as follows:

(805 ILCS 105/101.15) (from Ch. 32, par. 101.15)

Sec. 101.15. Statement of correction.

(a) Whenever any instrument authorized to be filed with the Secretary of State under any provision of this Act has been so filed and, as of the date of the action therein referred to, contains any misstatement of fact, typographical error, error of transcription or any other error or defect, or was defectively or erroneously executed, such instrument may be corrected by filing, in accordance with Section 101.10 of this Act, a statement of correction.

(b) A statement of correction shall set forth:

(1) The name or names of the corporation or corporations and the State or country under the laws of which each is organized.

(2) The title of the instrument being corrected and the date it was filed by the Secretary of State.

(3) The inaccuracy, error or defect to be corrected and the portion of the instrument in corrected form.

(c) A statement of correction shall be executed in the same manner in which the instrument being corrected was required to be executed.

(d) The corrected instrument shall be effective as of the date the original instrument was filed.

(e) A statement of correction shall not:

(1) Effect any change or amendment of articles which would not in all respects have complied with the requirements of this Act;

(2) Take the place of any document, statement or report otherwise required to be filed by this Act;

(3) Affect any right or liability accrued or incurred before such filing, except that any right or liability accrued or incurred by reason of the error or defect being corrected shall be extinguished by such filing if the person having such right has not

detrimentally relied on the original instrument;

(4) Alter the provisions of the articles of incorporation with respect to the corporation name or purpose or the names and addresses of the incorporators or initial directors;

(5) Alter the provisions of the application for certificate--of authority of a foreign corporation with respect to the corporation name;

(6) Alter the provisions of the application to adopt or change an assumed corporate name with respect to the assumed corporate name; or

(7) Alter the wording of any resolution which was in fact adopted by the board of directors or by the members entitled to vote.

(Source: P.A. 91-527, eff. 1-1-00.)

(805 ILCS 105/102.10) (from Ch. 32, par. 102.10)

Sec. 102.10. Articles of Incorporation. The articles of incorporation shall be executed and filed in duplicate in accordance with Section 101.10 of this Act.

(a) The articles of incorporation must set forth:

(1) A corporate name for the corporation that satisfies the requirements of this Act;

(2) The specific purpose or purposes for which the corporation is organized, from among the purposes authorized in Section 103.05 of this Act;

(3) The address of the corporation's initial registered office and the name of its initial registered agent at that office;

(4) The name and address of each incorporator;

(5) The number of directors constituting the first board of directors and the names and the addresses of each such director;

(6) With respect to any organization a purpose of

which is to function as a club, as defined in Section 1-3.24 of "The Liquor Control Act of 1934", as now or hereafter amended, a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors;

(7) Whether the corporation is a condominium association as established under the Condominium Property Act, a cooperative housing corporation defined in Section 216 of the Internal Revenue Code of 1954 or a homeowner association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the Code of Civil Procedure.

(b) The articles of incorporation may set forth:

(1) Provisions not inconsistent with law with respect to:

(i) Managing and regulating the affairs of the corporation, including any provision for distribution of assets on final dissolution;

(ii) Providing that the corporation shall have no members, or shall have one or more classes of members;

(iii) Limiting, enlarging or denying the right of the members of any class or classes of members, to vote;

(iv) Defining, limiting, and regulating the rights, powers and duties of the corporation, its officers, directors and members; or

(v) Superseding any provision of this Act that requires for approval of corporation action a two-thirds vote of members or class of members entitled to vote by specifying any smaller or larger vote requirement not less than a majority of the votes which members entitled to vote on a matter shall vote, either in person or by proxy, at a

meeting at which there is a quorum.

(2) Any provision that under this Act is required or permitted to be set forth in the articles of incorporation or bylaws.

(c) The articles of incorporation need not set forth any of the corporate powers enumerated in this Act.

(d) The duration of a corporation is perpetual unless otherwise specified in the articles of incorporation.

(e) When the provisions of this Section have been complied with, the Secretary of State shall file the articles of incorporation.

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

(805 ILCS 105/105.20) (from Ch. 32, par. 105.20)

Sec. 105.20. Change of Address of Registered Agent.

(a) A registered agent may change the address of the registered office of the domestic corporation or of the foreign corporation, for which he or she or it is registered agent, to another address in this State, ~~by so indicating in the statement of change on the annual report of the corporation filed under Section 114.10 of this Act or~~ by filing, in duplicate, in accordance with Section 101.10 of this Act a statement setting forth:

(1) the name of the corporation;

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

(3) the address, including street and number, or rural route number, to which the registered office is to be changed;

(4) the name of its registered agent;

(5) that the address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

(b) Such statement shall be executed by the registered

agent.

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

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

(805 ILCS 105/111.37) (from Ch. 32, par. 111.37)

Sec. 111.37. Merger or consolidation of domestic corporations and domestic or foreign corporations for profit.

(a) One or more domestic corporations and one or more domestic or foreign corporations for profit may merge into one of such domestic corporations or consolidate into a new domestic corporation, provided that such merger or consolidation is permitted by the laws of the state or country under which each such foreign corporation for profit is organized.

(b) Each domestic corporation shall comply with the provisions of this Act with respect to the merger or consolidation of domestic corporations, each domestic corporation for profit shall comply with the provisions of the Business Corporation Act of 1983, as amended, with respect to merger or consolidation of domestic corporations for profit, each foreign corporation for profit shall comply with the laws of the State or country under which it is organized, and each foreign corporation for profit having a certificate of authority to transact business in this State under the provisions of the Business Corporation Act of 1983, as amended, shall comply with the provisions of such Act with respect to merger or consolidation of foreign corporations for profit.

(c) The plan of merger or consolidation shall set forth, in addition to all matters required by Section 111.05 of this Act, the manner and basis of converting shares of each merging or consolidating domestic or foreign corporation for

profit into membership or other interests of the surviving or new domestic corporation, or into cash, or into property, or into any combination of the foregoing.

(d) The effect of a merger or consolidation under this Section shall be the same as in the case of a merger or consolidation of domestic corporations.

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

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

Sec. 112.40. Procedure for administrative dissolution.

(a) After the Secretary of State determines that one or more grounds exist under Section 112.35 of this Act for the administrative dissolution of a corporation, he or she shall send by regular mail to each delinquent corporation a Notice of Delinquency to its registered office, or, if the corporation has failed to maintain a registered office, then to the president or other principal officer at the last known office of said officer.

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

(c) The administrative dissolution of a corporation

terminates its corporate existence and such a dissolved corporation shall not thereafter carry on any affairs, provided however, that such a dissolved corporation may take all action authorized under Section 112.75 of this Act or necessary to wind up and liquidate its affairs under Section 112.30 of this Act.

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

(805 ILCS 105/113.40) (from Ch. 32, par. 113.40)

Sec. 113.40. Amended ~~certificate--of~~ authority. A foreign corporation authorized to conduct affairs in this State shall secure an amended authority to do so in the event it changes its corporate name, changes the duration of its corporate existence, or desires to pursue in this State other or additional purposes than those set forth in its prior application for authority, by making application to the Secretary of State.

The application shall set forth:

(1) The name of the corporation, with any additions required in order to comply with Section 104.05 of this Act, together with the state or country under the laws of which it is organized.

(2) The change to be effected.

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

(805 ILCS 105/113.50) (from Ch. 32, par. 113.50)

Sec. 113.50. Grounds for revocation of ~~certificate--of~~ authority.

(a) The authority of a foreign corporation to conduct affairs in this State may be revoked by the Secretary of State:

(1) Upon the failure of an officer or director to whom interrogatories have been propounded by the Secretary of State, as provided in this Act, to answer

the same fully and to file such answer in the office of the Secretary of State;

(2) If the certificate---of authority of the corporation was procured through fraud practiced upon the State;

(3) If the corporation has continued to exceed or abuse the authority conferred upon it by this Act;

(4) Upon the failure of the corporation to keep on file in the office of the Secretary of State duly authenticated copies of each amendment to its articles or incorporation;

(5) Upon the failure of the corporation to appoint and maintain a registered agent in this State;

(6) Upon the failure of the corporation to file any report after the period prescribed by this Act for the filing of such report;

(7) Upon the failure of the corporation to pay any fees or charges prescribed by this Act;

(8) For misrepresentation of any material matter in any application, report, affidavit, or other document filed by such corporation pursuant to this Act;

(9) Upon the failure of the corporation to renew its assumed name or to apply to change its assumed name pursuant to the provisions of this Act, when the corporation can only conduct affairs within this State under its assumed name in accordance with the provisions of Section 104.05 of this Act;

(10) Upon notification from the local liquor commissioner, pursuant to Section 4-4(3) of "The Liquor Control Act of 1934," as now or hereafter amended, that a foreign corporation functioning as a club in this State has violated that Act by selling or offering for sale at retail alcoholic liquors without a retailer's license; or

(11) When, in an action by the Attorney General,

under the provisions of the "Consumer Fraud and Deceptive Business Practices Act", or "An Act to regulate solicitation and collection of funds for charitable purposes, providing for violations thereof, and making an appropriation therefor", approved July 26, 1963, as amended, or the "Charitable Trust Act", a court has found that the corporation substantially and willfully violated any of such Acts.

(b) The enumeration of grounds for revocation in paragraphs (1) through (11) of subsection (a) shall not preclude any action by the Attorney General which is authorized by any other statute of the State of Illinois or the common law.

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

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

Sec. 113.55. Procedure for revocation of certificate of authority.

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

(b) If the corporation does not correct the default within 90 days following such notice, the Secretary of State shall thereupon revoke the ~~certificate of~~ authority of the corporation by issuing a certificate of revocation that recites the grounds for revocation and its effective date. The Secretary of State shall file the original of the certificate in his or her office, mail one copy to the corporation at its registered office or, if the corporation

has failed to maintain a registered office, then to the president or other principal officer at the last known office of said officer, and file one copy for record in the office of the Recorder of the county in which the registered office of the corporation in this State is situated, to be recorded by such Recorder. The Recorder shall submit for payment, on a quarterly basis, to the Secretary of State the amount of filing fees incurred.

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

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

(805 ILCS 105/114.05) (from Ch. 32, par. 114.05)

Sec. 114.05. Annual report of domestic or foreign corporation. Each domestic corporation organized under this Act, and each foreign corporation authorized to conduct affairs in this State, shall file, within the time prescribed by this Act, an annual report setting forth:

(a) The name of the corporation.

(b) The address, including street and number, or rural route number, of its registered office in this State, and the name of its registered agent at such address and a statement of change of its registered office or registered agent, or both, if any.

(c) The address, including street and number, if any, of its principal office.

(d) The names and respective business addresses, including street and number, or rural route number, of its directors and officers.

(e) A brief statement of the character of the affairs which the corporation is actually conducting from among the purposes authorized in Section 103.05 of this Act.

(f) Whether the corporation is a Condominium Association as established under the Condominium Property Act, a Cooperative Housing Corporation defined in Section 216 of the Internal Revenue Code of 1954 or a Homeowner Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the Code of Civil Procedure.

(g) Such additional information as may be necessary or appropriate in order to enable the Secretary of State to administer this Act and to verify the proper amount of fees payable by the corporation.

Such annual report shall be made on forms prescribed and furnished by the Secretary of State, and the information therein required by subsections (a) to (d), both inclusive, of this Section, shall be given as of the date of the execution of the annual report. It shall be executed by the corporation by any authorized officer and verified by him or her, or, if the corporation is in the hands of a receiver or trustee, it shall be executed on behalf of the corporation and verified by such receiver or trustee.

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

(805 ILCS 105/115.10) (from Ch. 32, par. 115.10)

Sec. 115.10. Fees for filing documents and--issuing certificates. The Secretary of State shall charge and collect for:

(a) Filing articles of incorporation, \$50.

(b) Filing articles of amendment, \$25, unless the amendment is a restatement of the articles of incorporation, in which case the fee shall be \$100.

(c) Filing articles of merger or consolidation, \$25.

(d) Filing articles of dissolution, \$5.

(e) Filing application to reserve a corporate name, \$25.

(f) Filing a notice of transfer or cancellation of a

reserved corporate name, \$25.

(g) Filing statement of change of address of registered office or change of registered agent, or both, if other than on an annual report, \$5.

(h) Filing an application of a foreign corporation for authority to conduct affairs in this State, \$50.

(i) Filing an application of a foreign corporation for amended authority to conduct affairs in this State, \$25.

(j) Filing a copy of amendment to the articles of incorporation of a foreign corporation holding authority to conduct affairs in this State, \$25, unless the amendment is a restatement of the articles of incorporation, in which case the fee shall be \$100.

(k) Filing a copy of articles of merger of a foreign corporation holding authority to conduct affairs in this State, \$25.

(l) Filing an application for withdrawal and final report or a copy of articles of dissolution of a foreign corporation, \$5.

(m) Filing an annual report of a domestic or foreign corporation, \$5.

(n) Filing an application for reinstatement of a domestic or a foreign corporation, \$25.

(o) Filing an application for use ~~ex--ehange~~ of an assumed corporate name, \$150 for each year or part thereof ending in 0 or 5, \$120 for each year or part thereof ending in 1 or 6, \$90 for each year or part thereof ending in 2 or 7, \$60 for each year or part thereof ending in 3 or 8, \$30 for each year or part thereof ending in 4 or 9, and a renewal fee for each assumed corporate name, \$150.

(p) Filing an application for change or cancellation of an assumed corporate name, \$5.

(q) Filing an application to register the corporate name of a foreign corporation, \$50; and an annual renewal fee for

the registered name, \$50.

(r) Filing an application for cancellation of a registered name of a foreign corporation, \$5.

(s) Filing a statement of correction, \$25.

(t) Filing an election to accept this Act, \$25.

(u) Filing any other statement or report, \$5.

(Source: P.A. 92-33, eff. 7-1-01; 92-651, eff. 7-11-02.)

(805 ILCS 105/115.20) (from Ch. 32, par. 115.20)

Sec. 115.20. Expedited service fees.

(a) The Secretary of State may charge and collect a fee for expedited services as follows:

Certificates of good standing or fact, \$10;

All filings, copies of documents, annual reports filed on or after January 1, 1984 ~~for-up-to-3-years~~, and copies of documents of dissolved corporations having a file number over 5199, \$25.

(b) Expedited services shall not be available for a statement of correction or any request for copies involving ~~more-than-3-year's~~ annual reports filed before January 1, 1984 or involving dissolved corporations with a file number below 5200.

(c) All moneys collected under this Section shall be deposited into the Department of Business Services Special Operations Fund. No other fees or taxes collected under this Act shall be deposited into that Fund.

(d) As used in this Section, "expedited services" has the meaning ascribed thereto in Section 15.95 of the Business Corporation Act of 1983.

(Source: P.A. 91-463, eff. 1-1-00; 92-33, eff. 7-1-01.)

Section 20. The Limited Liability Company Act is amended by changing Sections 1-10, 1-15, 1-20, 1-25, 5-1, 35-3, 35-30, 45-1, 45-35, and 50-10 and adding Sections 5-47, 5-48,

and 45-47 as follows:

(805 ILCS 180/1-10)

Sec. 1-10. Limited liability company name.

(a) The name of each limited liability company as set forth in its articles of organization:

(1) shall contain the terms "limited liability company", "L.L.C.", or "LLC";

(2) may not contain a word or phrase, or an abbreviation or derivation thereof, the use of which is prohibited or restricted by any other statute of this State unless the restriction has been complied with;

(3) shall consist of letters of the English alphabet, Arabic or Roman numerals, or symbols capable of being readily reproduced by the Office of the Secretary of State;

(4) shall not contain any of the following terms: "Corporation," "Corp.," "Incorporated," "Inc.," "Ltd.," "Co.," "Limited Partnership" or "L.P.";

(5) shall be the name under which the limited liability company transacts business in this State unless the limited liability company also elects to adopt an assumed name or names as provided in this Act; provided, however, that the limited liability company may use any divisional designation or trade name without complying with the requirements of this Act, provided the limited liability company also clearly discloses its name;

(6) shall not contain any word or phrase that indicates or implies that the limited liability company is authorized or empowered to be in the business of a corporate fiduciary unless otherwise permitted by the Commissioner of the Office of Banks and Real Estate under Section 1-9 of the Corporate Fiduciary Act. The word "trust", "trustee", or "fiduciary" may be used by a

limited liability company only if it has first complied with Section 1-9 of the Corporate Fiduciary Act; and

(7) shall contain the word "trust", if it is a limited liability company organized for the purpose of accepting and executing trusts.

(b) Nothing in this Section or Section 1-20 shall abrogate or limit the common law or statutory law of unfair competition or unfair trade practices, nor derogate from the common law or principles of equity or the statutes of this State or of the United States of America with respect to the right to acquire and protect copyrights, trade names, trademarks, service marks, service names, or any other right to the exclusive use of names or symbols.

(c) (Blank). ~~The name shall not contain any word or phrase that indicates or implies that it is organized for any purposes other than those permitted by this Act as limited by its articles of organization.~~

(d) The name shall be distinguishable upon the records in the Office of the Secretary of State from all of the following:

(1) Any limited liability company that has articles of organization filed with the Secretary of State under Section 5-5.

(2) Any foreign limited liability company admitted to transact business in this State.

(3) Any name for which an exclusive right has been reserved in the Office of the Secretary of State under Section 1-15.

(4) Any assumed name that is registered with the Secretary of State under Section 1-20.

(5) Any corporate name or assumed corporate name of a domestic or foreign corporation subject to the provisions of Section 4.05 of the Business Corporation Act of 1983 or Section 104.05 of the General Not For

Profit Corporation Act of 1986.

(e) The provisions of subsection (d) of this Section shall not apply if the organizer files with the Secretary of State a certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the applicant to the use of that name in this State.

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

(1) The word "limited", "liability" or "company" or an abbreviation of one of those words.

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

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

(805 ILCS 180/1-15)

Sec. 1-15. Reservation of name.

(a) The exclusive right to the use of a name may be reserved by any of the following:

(1) A person intending to organize a limited liability company under this Act which will have that name.

(2) A limited liability company or any foreign limited liability company registered in this State that, in either case, intends to adopt that name.

(3) Any foreign limited liability company having that name and intending to make application for admission to transact business in this State.

(4) A person intending to organize a foreign limited liability company and intending to make

application for admission to transact business in this State and adopt that name.

(b) To reserve a specified name, a person shall submit an application to the Secretary of State in the form and manner the Secretary shall designate. If the Secretary of State finds that the name is available for use by a limited liability company or foreign limited liability company, the Secretary of State shall reserve the name for the exclusive use of the applicant for a period of 90 days or until surrendered by a written cancellation document signed by the applicant, whichever is sooner. ~~The--reservation-may-be renewed-for-additional-periods-not-to-exceed-90-days-from-the date-of-the-last-renewal.~~ The right to the exclusive use of a reserved name may be transferred to any other person by delivering to the Office of the Secretary of State a notice of the transfer, executed by the person for whom the name was reserved and specifying the name and address of the transferee.

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

(805 ILCS 180/1-20)

Sec. 1-20. Assumed name.

(a) A limited liability company or a foreign limited liability company admitted to transact business or making application for admission to transact business in Illinois may elect to adopt an assumed name that complies with the requirements of Section 1-10 of this Act except (a)(1) ~~shall contain--the--term--"limited-liability-company",-"L.L.C.",-or "LLC".~~

(a-5) As used in this Act, "assumed name" means any name other than the true limited liability company name, except that the following do not constitute the use of an assumed name under this Act:

(1) A limited liability company's identification of

its business with a trademark or service mark of which the company is the owner or licensed user.

(2) The use of a name of a division, not containing the word "limited", "liability", or "company" or an abbreviation of one of those words, provided that the limited liability company also clearly discloses its true name.

(b) Before transacting any business in Illinois under an assumed limited liability company name or names, the limited liability company shall, for each assumed name, execute and file in duplicate an application setting forth all of the following:

(1) The true limited liability company name.

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

(3) That it intends to transact business under an assumed limited liability company name.

(4) The assumed name that it proposes to use.

(c) The right to use an assumed name shall be effective from the date of filing by the Secretary of State until the first day of the anniversary month of the limited liability company that falls within the next calendar year evenly divisible by 5. However, if an application is filed within the 2 months immediately preceding the anniversary month of a limited liability company that falls within a calendar year evenly divisible by 5, the right to use the assumed name shall be effective until the first day of the anniversary month of the limited liability company that falls within the next succeeding calendar year evenly divisible by 5.

(d) A limited liability company shall renew the right to use its assumed name or names, if any, within the 60 days preceding the expiration of the right, for a period of 5 years, by making an election to do so at the time of filing its annual report form and by paying the renewal fee as

prescribed by this Act.

(e) A limited liability company or foreign limited liability company may change or cancel any or all of its assumed names by executing and filing an application setting forth all of the following:

(1) The true limited liability company name.

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

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

(4) The assumed name to be changed or cancelled.

(5) If the assumed name is to be changed, the assumed name that the limited liability company proposes to use.

(f) Upon the filing of an application to change an assumed name, the limited liability company shall have the right to use the assumed name for the balance of the period authorized.

(g) The right to use an assumed name shall be cancelled by the Secretary of State if any of the following occurs:

(1) The limited liability company fails to renew an assumed name.

(2) The limited liability company has filed an application to change or cancel the assumed name.

(3) A limited liability company has been dissolved.

(4) A foreign limited liability company has had its admission to do business in Illinois revoked.

(h) Any limited liability company or foreign limited liability company failing to pay the prescribed fee for assumed name renewal when due and payable shall be given notice of nonpayment by the Secretary of State by regular mail. If the fee, together with a late fee of \$100, is not paid within 60 days after the notice is mailed, the right to use the assumed name shall cease. Any limited liability

company or foreign limited liability company that (i) puts forth any sign or advertisement assuming any name other than that under which it is organized or otherwise authorized by law to act or (ii) violates Section 1-27 is guilty of a petty offense and shall be fined not less than \$501 and not more than \$1,000. A limited liability company or foreign limited liability company shall be deemed guilty of an additional offense for each day it shall continue to so offend. Each limited liability company or foreign limited liability company that fails or refuses (1) to answer truthfully and fully within the time prescribed by this Act interrogatories propounded by the Secretary of State in accordance with this Act or (2) to perform any other act required by this Act to be performed by the limited liability company or foreign limited liability company is guilty of a petty offense and shall be fined not less than \$501 and not more than \$1,000.

(i) A foreign limited liability company may not use an assumed or fictitious name in the conduct of its business to intentionally misrepresent the geographic origin or location of the company.

(Source: P.A. 91-354, eff. 1-1-00; 91-906, eff. 1-1-01.)

(805 ILCS 180/1-25)

Sec. 1-25. Nature of business. A limited liability company may be formed for any lawful purpose or business except:

(1) banking, exclusive of fiduciaries organized for the purpose of accepting and executing trusts;

(2) insurance unless, for the purpose of carrying on business as a member of a group including incorporated and individual unincorporated underwriters, the Director of Insurance finds that the group meets the requirements of subsection (3) of Section 86 of the Illinois Insurance Code and the limited liability company, if insolvent, is

subject to liquidation by the Director of Insurance under Article XIII of the Illinois Insurance Code;

(3) the practice of dentistry unless all the members and managers are licensed as dentists under the Illinois Dental Practice Act; or

(4) the practice of medicine unless all the managers, if any, are licensed to practice medicine under the Medical Practice Act of 1987 and each member is either any-of-the-following-conditions-apply:

(A) ~~the-member--or--members--are~~ licensed to practice medicine under the Medical Practice Act of 1987; or

(B) ~~the-member-or--members--are~~ a registered medical corporation or corporations organized pursuant to the Medical Corporation Act; or

(C) ~~the-member-or-members-are~~ a professional corporation organized pursuant to the Professional Service Corporation Act of physicians licensed to practice medicine in all its branches; or

(D) ~~the---member--or--members--are~~ a medical limited liability company that satisfies the requirements of subparagraph (A), (B), or (C) or companies.

(Source: P.A. 91-593, eff. 8-14-99; 92-144, eff. 7-24-01.)

(805 ILCS 180/5-1)

Sec. 5-1. Organization.

(a) One or more persons, other than natural persons under 18 years of age, may organize a limited liability company by executing and delivering articles of organization to the Secretary of State as specified in Sections 5-5 and 5-45. The organizers need not be members of the limited liability company. Each organizer of a limited liability company organized to engage in the practice of medicine shall

be a licensed physician of this State or an attorney licensed to practice law in this State. The execution of the articles of organization constitutes an affirmation by the person, under penalty of perjury, that the facts stated therein are true.

(b) A limited liability company shall have one or more members.

(c) A limited liability company is a legal entity distinct from its members.

(Source: P.A. 89-201, eff. 1-1-96; 90-424, eff. 1-1-98.)

(805 ILCS 180/5-47 new)

Sec. 5-47. Statement of correction.

(a) Whenever any instrument authorized to be filed with the Secretary of State under any provision of this Act has been so filed and, as of the date of the action therein referred to, contains any misstatement of fact, typographical error, error of transcription, or other error or defect or was defectively or erroneously executed, such instrument may be corrected by filing, in accordance with Section 5-45 of this Act, a statement of correction.

(b) A statement of correction shall set forth the following:

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

(2) The title of the instrument being corrected and the date it was filed with the Secretary of State.

(3) The inaccuracy, error, or defect to be corrected and the portion of the instrument in corrected form.

(c) A statement of correction shall be executed in the same manner in which the instrument being corrected was required to be executed.

(d) The corrected instrument shall be effective as of the date the original instrument was filed.

(e) A statement of correction shall not do any of the following:

(1) Effect any change or amendment of articles which would not in all respects have complied with the requirements of this Act at the time of filing the instrument being corrected.

(2) Take the place of any document, statement, or report otherwise required to be filed by this Act.

(3) Affect any right or liability accrued or incurred before such filing, except that any right or liability accrued or incurred by reason of the error or defect being corrected shall be extinguished by such filing if the person having such right has not detrimentally relied on the original instrument.

(4) Alter the provisions of the articles of organization with respect to the limited liability company name or purpose and the names and addresses of the organizers, initial manager or managers, and initial member or members.

(5) Alter the provisions of the application for admission to transact business as a foreign limited liability company with respect to the limited liability name.

(6) Alter the provisions of the application to adopt or change an assumed limited liability company name with respect to the assumed limited liability company name.

(7) Alter the wording of any resolution as filed in any document with the Secretary of State and which was in fact adopted by the members or managers.

Sec. 5-48. Petition for refund.

(a) Any domestic or foreign limited liability company having authority to transact business in this State may petition the Secretary of State for a refund of fees claimed to have been erroneously paid, subject to the following limitations:

(1) No refund shall be made unless a petition for refund has been filed in accordance with Section 5-45 of this Act within 3 years after the amount to be refunded was paid.

(2) If the refund claimed is based upon an instrument filed with the Secretary of State which contained a misstatement of fact, typographical error, error of transcription, or other error or defect, no refund of any fee shall be made unless a statement of correction has been filed in accordance with Section 5-47 of this Act.

(b) The petition for refund shall be executed in accordance with Section 5-45 of this Act and shall set forth the following:

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

(2) The amount of the claim.

(3) The details of the transaction and all facts upon which the petitioner relies.

(4) Any other information required by rule.

(c) If the Secretary of State determines that the amount paid is incorrect, he or she shall refund to the limited liability company any amount paid in excess of the proper amount; provided, however, that no refund shall be made for an amount less than \$200, and any refund in excess of that amount shall be reduced by \$200; and provided further, that such refund shall be made without payment of interest.

(805 ILCS 180/35-3)

Sec. 35-3. Limited liability company continues after dissolution.

(a) Subject to subsections ~~subsectien~~ (b) and (c) of this Section, a limited liability company continues after dissolution only for the purpose of winding up its business.

(b) At any time after the dissolution of a limited liability company and before the winding up of its business is completed, the members, including a dissociated member whose dissociation caused the dissolution, may unanimously waive the right to have the company's business wound up and the company terminated. In that case:

(1) the limited liability company resumes carrying on its business as if dissolution had never occurred and any liability incurred by the company or a member after the dissolution and before the waiver is determined as if the dissolution had never occurred; and

(2) the rights of a third party accruing under subsection (a) of Section 35-7 or arising out of conduct in reliance on the dissolution before the third party knew or received a notification of the waiver are not adversely affected.

(c) Unless otherwise provided in the articles of organization or the operating agreement, the limited liability company is not dissolved and is not required to be wound up if:

(1) within 6 months or such period as is provided for in the articles of organization or the operating agreement after the occurrence of the event that caused the dissociation of the last remaining member, the personal representative of the last remaining member agrees in writing to continue the limited liability company until the admission of the personal representative of that member or its nominee or designee

to the limited liability company as a member, effective as of the occurrence of the event that caused the dissociation of the last remaining member, provided that the articles of organization or the operating agreement may provide that the personal representative of the last remaining member shall be obligated to agree in writing to continue the limited liability company and to the admission of the personal representative of that member or its nominee or designee to the limited liability company as a member, effective as of the occurrence of the event that caused the dissociation of the last remaining member; or

(2) a member is admitted to the limited liability company in the manner provided for in the articles of organization or the operating agreement, effective as of the occurrence of the event that caused the dissociation of the last remaining member, within 6 months or such other period as is provided for in the operating agreement after the occurrence of the event that caused the dissociation of the last remaining member, pursuant to a provision of the articles of organization or the operating agreement that specifically provides for the admission of a member to the limited liability company after there is no longer a remaining member of the limited liability company.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/35-30)

Sec. 35-30. Procedure for administrative dissolution.

(a) After the Secretary of State determines that one or more grounds exist under Section 35-25 for the administrative dissolution of a limited liability company, the Secretary of State shall send a notice of delinquency by regular mail to each delinquent limited liability company at its registered

office or, if the limited liability company has failed to maintain a registered office, then to the last known address shown on the records of the Secretary of State for the office at which records of the limited liability company are maintained in accordance with Section 1-40 of this Act to the member or manager at the last known office of the member or manager.

(b) If the limited liability company does not correct the default within 120 90 days following the date of the notice of delinquency, the Secretary of State shall thereupon dissolve the limited liability company by issuing a notice of dissolution that recites the grounds for dissolution and its effective date. The Secretary of State shall file the original of the notice in his or her office and mail one copy to the limited liability company at its registered office or, if the limited liability company has failed to maintain a registered office, then to the last known address shown on the records of the Secretary of State for the office at which records of the limited liability company are maintained in accordance with Section 1-40 of this Act.

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

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/45-1)

Sec. 45-1. Law governing foreign limited liability companies.

(a) The laws of the State or other jurisdiction under which a foreign limited liability company is organized govern its organization and internal affairs and the liability of

its managers, members, and their transferees.

(b) A foreign limited liability company may not be denied admission by reason of any difference between the laws of another jurisdiction under which the foreign company is organized and the laws of this State.

(c) Having authority to transact business in this State ~~A-certificate-of--authority~~ does not authorize a foreign limited liability company to engage in any business or exercise any power that a limited liability company may not engage in or exercise in this State.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/45-35)

Sec. 45-35. Revocation of admission.

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

(1) The foreign limited company has failed to:

(A) file its limited liability company annual report within the time required by Section 50-1 or has failed to pay any fees or penalties prescribed by this Article;

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

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

(D) file in the Office of the Secretary of State any amendment to its application for admission as specified in Section 45-25; or

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

within this State under its assumed name.

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

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

(1) The Secretary of State has given the foreign limited liability company not less than 60 days' notice thereof by mail addressed to its registered office in this State or, if the foreign limited liability company fails to appoint and maintain a registered agent in this State, addressed to the office required to be maintained under paragraph (5) of subsection (a) of Section 45-5.

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

(c) Upon the expiration of 120 60 days after the mailing of the notice, the admission of the foreign limited liability company to transact business in this State shall cease.

(Source: P.A. 90-424, eff. 1-1-98; 91-354, eff. 1-1-00.)

(805 ILCS 180/45-47 new)

Sec. 45-47. Activities that do not constitute transacting business.

(a) Without excluding other activities that may not constitute transacting business in this State, a foreign limited liability company shall not be considered to be transacting business in this State, for purposes of this Article 45, by reason of carrying on in this State any one or

more of the following activities:

(1) Maintaining, defending, or settling any proceeding.

(2) Holding meetings of the managers or members or carrying on other activities concerning internal company affairs.

(3) Maintaining bank accounts.

(4) Maintaining offices or agencies for the transfer, exchange, and registration of the limited liability company's own securities or maintaining trustees or depositaries with respect to those securities.

(5) Selling through independent contractors.

(6) Soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if orders require acceptance outside this State before they become contracts.

(7) Owning, without more, real or personal property.

(8) Conducting an isolated transaction that is completed within 120 days and that is not one in the course of repeated transactions of a like nature.

(9) Having a member or manager who is a resident of this State.

(b) This Section has no application to the question of whether any foreign limited liability company is subject to service of process and suit in this State under any law of this State.

(805 ILCS 180/50-10)

Sec. 50-10. Fees.

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

(1) Fees for filing documents.

(2) Miscellaneous charges.

(3) Fees for the sale of lists of filings and for copies of any documents, ~~and for the sale or release of any information.~~

(b) The Secretary of State shall charge and collect for all of the following:

(1) Filing articles of organization of limited liability companies (domestic), application for admission (foreign), and restated articles of organization (domestic), \$400.

(2) Filing amendments:

(A) For other than change of registered agent name or registered office, or both, \$100.

(B) For the purpose of changing the registered agent name or registered office, or both, \$25.

(3) Filing articles of dissolution or application for withdrawal, \$100.

(4) Filing an application to reserve a name, \$300.

(5) (Blank). ~~Renewal fee for reserved name, \$100.~~

(6) Filing a notice of a transfer of a reserved name, \$100.

(7) Registration of a name, \$300.

(8) Renewal of registration of a name, \$100.

(9) Filing an application for use of an assumed name under Section 1-20 of this Act, \$150 for each year or part thereof ending in 0 or 5, \$120 for each year or part thereof ending in 1 or 6, \$90 for each year or part thereof ending in 2 or 7, \$60 for each year or part thereof ending in 3 or 8, \$30 for each year or part thereof ending in 4 or 9, and a renewal for each assumed name, \$150 ~~\$300~~.

(10) Filing an application for change of an assumed name, \$100.

(11) Filing an annual report of a limited liability company or foreign limited liability company, \$200, if filed as required by this Act, plus a penalty if delinquent.

(12) Filing an application for reinstatement of a limited liability company or foreign limited liability company \$500.

(13) Filing Articles of Merger, \$100 plus \$50 for each party to the merger in excess of the first 2 parties.

(14) Filing an Agreement of Conversion or Statement of Conversion, \$100.

(15) Filing a statement of correction, \$25.

(16) Filing a petition for refund, \$15.

(17) ~~(15)~~ Filing any other document, \$100.

(c) The Secretary of State shall charge and collect all of the following:

(1) For furnishing a copy or certified copy of any document, instrument, or paper relating to a limited liability company or foreign limited liability company, \$1 per page, but not less than \$25, and \$25 for the certificate and for affixing the seal thereto.

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

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

Section 99. Effective date. This Act takes effect on July 1, 2003.