

AN ACT concerning business.

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

Section 5. The Business Corporation Act of 1983 is amended by changing Sections 9.05, 9.20, 12.45, and 13.60, as follows:

(805 ILCS 5/9.05) (from Ch. 32, par. 9.05)

Sec. 9.05. Power of corporation to acquire its own shares.

(a) A corporation may acquire its own shares, subject to limitations set forth in Section 9.10 of this Act.

(b) If a corporation acquires its own shares after the effective date of this amendatory Act of 1993, the shares constitute treasury shares until cancelled as provided by subsection (d) of this Section.

(c) A corporation shall file a report under Section 14.25 of this Act in the case of its acquisition of its own shares that occurs either prior to January 1, 1991 or on or prior to the last day of the third month immediately preceding the corporation's anniversary month in 1991. A corporation shall file a report under Section 14.30 of this Act in the case of its acquisition and cancellation of its own shares that occurs after both December 31, 1990 and the last day of such third month. However, if the articles of incorporation provide that the number of authorized shares is reduced by an acquisition and cancellation of shares, then the corporation shall, within 60 days after the date of acquisition, execute and file in duplicate in accordance with Section 1.10 of this Act, a statement of cancellation which sets forth:

(1) The name of the corporation.

(2) The aggregate number of shares which the corporation has authority to issue, itemized by classes and series, if any, within a class before giving effect to the cancellation.

(3) The aggregate number of issued shares, itemized by classes and series, if any, within a class before giving effect to the cancellation.

(4) The number of shares cancelled, itemized by classes and series, if any, within a class.

(5) The aggregate number of shares which the corporation has the authority to issue, itemized by classes and series, if any, within a class after giving effect to the cancellation.

(6) The aggregate number of issued shares, itemized by classes and series, if any, within a class, after giving effect to the cancellation.

(7) A statement, expressed in dollars, of the amount of the paid-in capital of the corporation before giving effect to the cancellation.

(8) A statement, expressed in dollars, of the amount of the paid-in capital of the corporation after giving effect to the cancellation.

Upon the filing of the statement of cancellation by the Secretary of State, the paid-in capital of the corporation shall be deemed to be reduced by that part of the paid-in capital which was, at the time of the cancellation, represented by the shares so cancelled, to the extent of the cost from the paid-in capital of the reacquired and cancelled shares or a lesser amount as may be elected by the corporation, and the statement of cancellation shall operate as an amendment to the articles of incorporation so as to reduce the number of authorized shares by the number of shares so cancelled.

(d) A corporation, by resolution of the board of directors, may cancel any of its treasury shares. When cancelled, the shares shall constitute authorized but unissued shares unless the articles of incorporation provide that the shares shall not be reissued, in which case the number of authorized shares shall be reduced by the number of shares cancelled.

(e) Until the report required by subsection (c) of this Section, or the report required by Section 14.25 or Section

14.30 of this Act reporting a reduction in paid-in capital, shall have been filed in the office of the Secretary of State, the basis of the annual franchise tax payable by the corporation shall not be reduced, provided, however, in no event shall the annual franchise tax for any taxable year be reduced if such report is not filed prior to 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 that taxable year and before payment of its annual franchise tax.

(Source: P.A. 88-151.)

(805 ILCS 5/9.20)

Sec. 9.20. Reduction of paid-in capital.

(a) A corporation may reduce its paid-in capital:

(1) by resolution of its board of directors by charging against its paid-in capital (i) the paid-in capital represented by shares acquired and cancelled by the corporation as permitted by law, to the extent of the cost from the paid-in capital of the reacquired and cancelled shares or a lesser amount as may be elected by the corporation, (ii) dividends paid on preferred shares, or (iii) distributions as liquidating dividends; or

(2) pursuant to an approved reorganization in bankruptcy that specifically directs the reduction to be effected.

(b) Notwithstanding anything to the contrary contained in this Act, at no time shall the paid-in capital be reduced to an amount less than the aggregate par value of all issued shares having a par value.

(c) Until the report under Section 14.30 has been filed in the Office of the Secretary of State showing a reduction in paid-in capital, the basis of the annual franchise tax payable by the corporation shall not be reduced; provided, however, that in no event shall the annual franchise tax for any taxable year be reduced if the report is not filed prior to the first

day of the anniversary month or, in the case of a corporation that has established an extended filing month, the extended filing month of the corporation of that taxable year and before payment of its annual franchise tax.

(d) A corporation that reduced its paid-in capital after December 31, 1986 by one or more of the methods described in subsection (a) may report the reduction pursuant to Section 14.30, subject to the restrictions of subsections (b) and (c) of this Section. ~~A reduction in paid in capital reported pursuant to this subsection shall have no effect for any purpose under this Act with respect to a taxable year ending before the report is filed.~~

(e) Nothing in this Section shall be construed to forbid any reduction in paid-in capital to be effected under Section 9.05 of this Act.

(f) In the case of a vertical merger, the paid-in capital of a subsidiary may be eliminated if either (1) it was created, totally funded, and ~~or~~ wholly owned by the parent or (2) the amount of the parent's investment in the subsidiary was equal to or exceeded the subsidiary's paid-in capital.

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

(805 ILCS 5/12.45) (from Ch. 32, par. 12.45)

Sec. 12.45. Reinstatement following administrative dissolution.

(a) A domestic corporation administratively dissolved under Section 12.40 may be reinstated by the Secretary of State ~~within five years~~ following the date of issuance of the certificate of dissolution upon:

(1) The filing of an application for reinstatement.

(2) The filing with the Secretary of State by the corporation of all reports then due and theretofore becoming due.

(3) The payment to the Secretary of State by the corporation of all fees, franchise taxes, and penalties then due and theretofore becoming due.

(b) The application for reinstatement shall be executed and filed in duplicate in accordance with Section 1.10 of this Act and shall set forth:

(1) The name of the corporation at the time of the issuance of the certificate of dissolution.

(2) If such name is not available for use as determined by the Secretary of State at the time of filing the application for reinstatement, the name of the corporation as changed, provided however, and any change of name is properly effected pursuant to Section 10.05 and Section 10.30 of this Act.

(3) The date of the issuance of the certificate of dissolution.

(4) The address, including street and number, or rural route number of the registered office of the corporation upon reinstatement thereof, and the name of its registered agent at such address upon the reinstatement of the corporation, provided however, that any change from either the registered office or the registered agent at the time of dissolution is properly reported pursuant to Section 5.10 of this Act.

(c) When a dissolved corporation has complied with the provisions of this Sec the Secretary of State shall file the application for reinstatement.

(d) Upon the filing of the application for reinstatement, the corporate existence shall be deemed to have continued without interruption from the date of the issuance of the certificate of dissolution, and the corporation shall stand revived with such powers, duties and obligations as if it had not been dissolved; 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 dissolution, shall stand ratified and confirmed.

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

Sec. 13.60. Reinstatement following revocation.

(a) A foreign corporation revoked under Section 13.55 may be reinstated by the Secretary of State ~~within five years~~ following the date of issuance of the certificate of revocation upon:

(1) The filing of an application for reinstatement.

(2) The filing with the Secretary of State by the corporation of all reports then due and theretofore becoming due.

(3) The payment to the Secretary of State by the corporation of all fees, franchise taxes, and penalties then due and theretofore becoming due.

(b) The application for reinstatement shall be executed and filed in duplicate in accordance with Section 1.10 of this Act and shall set forth:

(1) The name of the corporation at the time of the issuance of the certificate of revocation.

(2) If such name is not available for use as determined by the Secretary of State at the time of filing the application for reinstatement, the name of the corporation as changed; provided, however, that any change of name is properly effected pursuant to Section 13.30 and Section 13.40 of this Act.

(3) The date of the issuance of the certificate of revocation.

(4) The address, including street and number, or rural route number, of the registered office of the corporation upon reinstatement thereof, and the name of its registered agent at such address upon the reinstatement of the corporation; provided, however, that any change from either the registered office or the registered agent at the time of revocation is properly reported pursuant to Section 5.10 of this act.

(c) When a revoked corporation has complied with the provisions of this Section, the Secretary of State shall file the application for reinstatement.

(d) Upon the filing of the application for reinstatement, the authority of the corporation to transact business in this State shall be deemed to have continued without interruption from the date of the issuance of the certificate of revocation, and the corporation shall stand revived as if its ~~certificate of~~ authority had not been revoked; 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 revocation, shall stand ratified and confirmed.

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

Section 10. The General Not For Profit Corporation Act of 1986 is amended by changing Sections 105.10, 112.45, 113.60, 114.05, and 115.10 as follows:

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

Sec. 105.10. 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 on the statement of change on the annual report of that corporation filed pursuant to Section 114.10 of this Act or~~ by executing and 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) 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 the 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 ~~certificate~~ ~~of~~ 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 105/112.45) (from Ch. 32, par. 112.45)

Sec. 112.45. Reinstatement following administrative dissolution.

(a) A domestic corporation administratively dissolved under Section 112.40 of this Act may be reinstated by the Secretary of State ~~within five years~~ following the date of issuance of the certificate of dissolution upon:

(1) The filing of an application for reinstatement;

(2) The filing with the Secretary of State by the corporation of all reports then due and theretofore becoming due;

(3) The payment to the Secretary of State by the corporation of all fees and penalties then due and theretofore becoming due.

(b) The application for reinstatement shall be executed and filed in duplicate in accordance with Section 101.10 of this Act and shall set forth:

(1) The name of the corporation at the time of the issuance of the certificate of dissolution;

(2) If such name is not available for use as determined by the Secretary of State at the time of filing the application for reinstatement, the name of the corporation as changed; provided, however, that any change of name is properly effected pursuant to Section 110.05 and Section 110.30 of this Act;

(3) The date of the issuance of the certificate of dissolution;

(4) The address, including street and number, or rural route number, of the registered office of the corporation upon reinstatement thereof, and the name of its registered agent at such address upon the reinstatement of the corporation, provided however, that any change from either the registered office or the registered agent at the time of dissolution is properly reported pursuant to Section 105.10 of this Act.

(c) When a dissolved corporation has complied with the provisions of this Section, the Secretary of State shall file the application for reinstatement.

(d) Upon the filing of the application for reinstatement, the corporate existence shall be deemed to have continued without interruption from the date of the issuance of the certificate of dissolution, and the corporation shall stand revived with such powers, duties and obligations as if it had not been dissolved; and all acts and proceedings of its officers, directors and members, acting or purporting to act as such, which would have been legal and valid but for such dissolution, shall stand ratified and confirmed.

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

(805 ILCS 105/113.60) (from Ch. 32, par. 113.60)

Sec. 113.60. Reinstatement following revocation.

(a) A foreign corporation revoked under Section 113.55 of this Act may be reinstated by the Secretary of State ~~within five years~~ following the date of issuance of the certificate of revocation upon:

(1) The filing of an application for reinstatement;

(2) The filing with the Secretary of State by the corporation of all reports then due and theretofore becoming due; and

(3) The payment to the Secretary of State by the corporation of all fees and penalties then due and theretofore becoming due.

(b) The application for reinstatement shall be executed and

filed in duplicate in accordance with Section 101.10 of this Act and shall set forth:

(1) The name of the corporation at the time of the issuance of the certificate of revocation;

(2) If such name is not available for use as determined by the Secretary of State at the time of filing the application for reinstatement, the name of the corporation as changed, or the assumed corporate name which the corporation elects to adopt for use in this State in accordance with Section 104.05; provided, however, that any change of name is properly effected pursuant to Sections 113.30 and Section 113.40 of this Act, and any adoption of assumed corporate name is properly effected pursuant to Section 104.15 of this Act;

(3) The date of the issuance of the certificate of revocation; and

(4) The address, including street and number, or rural route number, of the registered office of the corporation upon reinstatement thereof, and the name of its registered agent at such address upon the reinstatement of the corporation; provided, however, that any change from either the registered office or the registered agent at the time of revocation is properly reported pursuant to Section 105.10 of this Act.

(c) When a revoked corporation has complied with the provisions of this Section, the Secretary of State shall file the application for reinstatement.

(d) Upon the filing of the application for reinstatement, the authority of the corporation to conduct affairs in this State shall be deemed to have continued without interruption from the date of the issuance of the certificate of revocation, and the corporation shall stand revived as if its authority had not been revoked; and all acts and proceedings of its officers, directors and members, acting or purporting to act as such, which would have been legal and valid but for such revocation, shall stand ratified and confirmed.

(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 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; 93-59, eff. 7-1-03.)

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

Sec. 115.10. Fees for filing documents. 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 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; 93-59, eff. 7-1-03.)

Section 15. The Limited Liability Company Act is amended by changing Sections 1-35, 35-40, 45-65, 50-10, and 50-15 and by adding Sections 1-36 and 1-37 as follows:

(805 ILCS 180/1-35)

Sec. 1-35. Registered office and registered agent.

(a) Each limited liability company and foreign limited liability company shall continuously maintain in this State a registered agent and registered office, which agent must be an individual resident of this State, a domestic corporation, or a foreign corporation having a place of business in, and

authorized to do business in, this State. If the agent is a corporation, the corporation must be authorized by its articles of incorporation to act as an agent.

(b) A limited liability company or foreign limited liability company may change its registered agent or the address of its registered office pursuant to Section 1-36 and the registered agent of a limited liability company or a foreign limited liability company may change the address of its registered office pursuant to Section 1-37 ~~5-15~~.

(c) The registered agent may at any time resign by filing in the Office of the Secretary of State written notice thereof and by mailing a copy thereof to the limited liability company or foreign limited liability company at its principal office as it is known to the resigning registered agent. The notice must be mailed at least 10 days before the date of filing thereof with the Secretary of State. The notice shall be executed by the registered agent, if an individual, or by a principal officer, if the registered agent is a corporation. The notice shall set forth all of the following:

(1) The name of the limited liability company for which the registered agent is acting.

(2) The name of the registered agent.

(3) The address, including street, number, city and county of the limited liability company's then registered office in this State.

(4) That the registered agent resigns.

(5) The effective date of the resignation, which shall not be sooner than 30 days after the date of filing.

(6) The address of the principal office of the limited liability company as it is known to the registered agent.

(7) A statement that a copy of the notice has been sent by registered or certified mail to the principal office of the limited liability company within the time and in the manner prescribed by this Section.

(d) A new registered agent must be placed on record within 60 days after a registered agent's notice of resignation under

this Section.

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

(805 ILCS 180/1-36 new)

Sec. 1-36. Change of registered office or registered agent.

(a) A domestic limited liability company or a foreign limited liability company may from time to time change the address of its registered office. A domestic limited liability company or a foreign limited liability company 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.

(b) A domestic limited liability company or a foreign limited liability company may change the address of its registered office or change its registered agent, or both, by executing and filing, in duplicate, in accordance with Section 5-45 of this Act a statement setting forth:

(1) The name of the limited liability company.

(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 members or managers.

(c) 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.



(805 ILCS 180/1-37 new)

Sec. 1-37. Change of address of registered agent.

(a) A registered agent may change the address of the registered office of the domestic limited liability company or of the foreign limited liability company, for which he or she or it is a registered agent, to another address in this State, by filing, in duplicate, in accordance with Section 5-45 of this Act a statement setting forth:

(1) The name of the limited liability company.

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

(805 ILCS 180/35-40)

Sec. 35-40. Reinstatement following administrative dissolution.

(a) A limited liability company administratively dissolved under Section 35-25 may be reinstated by the Secretary of State ~~within 5 years~~ following the date of issuance of the notice of dissolution upon ~~the occurrence of all of the following:~~

(1) The filing of an application for reinstatement.

(2) The filing with the Secretary of State by the limited liability company of all reports then due and theretofore becoming due.

(3) The payment to the Secretary of State by the limited liability company of all fees and penalties then

due and theretofore becoming due.

(b) The application for reinstatement shall be executed and filed in duplicate in accordance with Section 5-45 of this Act and shall set forth all of the following:

(1) The name of the limited liability company at the time of the issuance of the notice of dissolution.

(2) If the name is not available for use as determined by the Secretary of State at the time of filing the application for reinstatement, the name of the limited liability company as changed, provided that any change of name is properly effected under Section 1-10 and Section 5.25 ~~1-15~~ of this Act.

(3) The date of issuance of the notice of dissolution.

(4) The address, including street and number or rural route number of the registered office of the limited liability company upon reinstatement thereof and the name of its registered agent at that address upon the reinstatement of the limited liability company, provided that any change from either the registered office or the registered agent at the time of dissolution is properly reported under Section 1-35 of this Act.

(c) When a dissolved limited liability company has complied with the provisions of the Section, the Secretary of State shall file the application for reinstatement.

(d) Upon the filing of the application for reinstatement, the limited liability company existence shall be deemed to have continued without interruption from the date of the issuance of the notice of dissolution, and the limited liability company shall stand revived with the powers, duties, and obligations as if it had not been dissolved; and all acts and proceedings of its members or managers, acting or purporting to act in that capacity, that would have been legal and valid but for the dissolution, shall stand ratified and confirmed.

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

Sec. 45-65. Reinstatement following revocation.

(a) A limited liability company whose admission has been revoked under Section 45-35 may be reinstated by the Secretary of State ~~within 5 years~~ following the date of issuance of the certificate of revocation upon ~~the occurrence of all of the following:~~

(1) The filing of the application for reinstatement.

(2) The filing with the Secretary of State by the limited liability company of all reports then due and becoming due.

(3) The payment to the Secretary of State by the limited liability company of all fees and penalties then due and becoming due.

(b) The application for reinstatement shall be executed and filed in duplicate in accordance with Section 5-45 and shall set forth all of the following:

(1) The name of the limited liability company at the time of the issuance of the notice of revocation.

(2) If the name is not available for use as determined by the Secretary of State at the time of filing the application for reinstatement, the name of the limited liability company as changed, provided that any change is properly effected under Sections 1-10 and 45-25.

(3) The date of the issuance of the notice of revocation.

(4) The address, including street and number or rural route number of the registered office of the limited liability company upon reinstatement and the name of its registered agent at that address upon the reinstatement of the limited liability company, provided that any change from either the registered office or the registered agent at the time of revocation is properly reported under Section 1-35.

(c) When a limited liability company whose admission has been revoked has complied with the provisions of this Section, the Secretary of State shall file the application for

reinstatement.

(d) Upon the filing of the application for reinstatement:  
(i) the admission of the limited liability company to transact business in this State shall be deemed to have continued without interruption from the date of the issuance of the notice of revocation, (ii) the limited liability company shall stand revived with the powers, duties, and obligations as if its admission had not been revoked, and (iii) all acts and proceedings of its members or managers, acting or purporting to act in that capacity, that would have been legal and valid but for the revocation, shall stand ratified and confirmed.

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

(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.

(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), \$500.

(2) Filing amendments (domestic or foreign), ~~+~~

~~(A) For other than change of registered agent name or registered office, or both,~~ \$150.

~~(B) For the purpose of changing the registered agent name or registered office, or both,~~ \$35.

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

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

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

(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.

(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, \$250, 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 change of address of registered office or change of registered agent, or both, or filing a statement of correction, \$25.

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

(17) 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, or for a certificate, \$25 ~~\$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; 93-32, eff. 12-1-03; 93-59, eff. 7-1-03; revised 9-5-03.)

(805 ILCS 180/50-15)

Sec. 50-15. Penalty.

(a) The Secretary of State shall declare any limited liability company or foreign limited liability company to be delinquent and not in good standing if any of the following occur:

(1) It has failed to file its annual report and pay the requisite fee as required by this Act before the first day of the anniversary month in the year in which it is due.

(2) It has failed to appoint and maintain a registered agent in Illinois within 60 days of notification of the Secretary of State by the resigning registered agent.

(3) (Blank).

(b) If the limited liability company or foreign limited liability company has not corrected the default within the time periods prescribed by this Act, the Secretary of State shall be empowered to invoke any of the following penalties:

(1) For failure or refusal to comply with subsection (a) of this Section within 60 days after the due date, a penalty of \$300 plus \$100 for each year or fraction thereof beginning with the second year of delinquency until returned to good standing or until reinstatement is effected.

(2) The Secretary of State shall not file any additional documents, amendments, reports, or other papers relating to any limited liability company or foreign limited liability company organized under or subject to the provisions of this Act until any delinquency under subsection (a) is satisfied.

(3) In response to inquiries received in the Office of the Secretary of State from any party regarding a limited liability company that is delinquent, the Secretary of State may show the limited liability company as not in good standing.

(Source: P.A. 93-32, eff. 12-1-03.)