

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 Section 15.85 as follows:

(805 ILCS 5/15.85) (from Ch. 32, par. 15.85)

Sec. 15.85. Effect of nonpayment of fees or taxes.

(a) The Secretary of State shall not file any articles, statements, certificates, reports, applications, notices, or other papers relating to any corporation, domestic or foreign, organized under or subject to the provisions of this Act until all fees, franchise taxes, and charges provided to be paid in connection therewith shall have been paid to him or her, or while the corporation is in default in the payment of any fees, franchise taxes, charges, penalties, or interest herein provided to be paid by or assessed against it, or when the Illinois Department of Revenue has given notice that the corporation is in default in the filing of a return or the payment of any final assessment of tax, penalty or interest as required by any tax Act administered by the Department.

(b) The Secretary of State shall not file, with respect to any domestic or foreign corporation, any document required or permitted to be filed by this Act, which has an effective date

other than the date of filing until there has been paid by such corporation to the Secretary of State all fees, taxes and charges due and payable on or before said effective date.

(c) No corporation required to pay a franchise tax, license fee, penalty, or interest under this Act shall maintain any civil action until all such franchise taxes, license fees, penalties, and interest have been paid in full.

(d) The Secretary of State shall, from information received from the Illinois Commerce Commission, compile and keep a list of all domestic and foreign corporations which are regulated pursuant to the provisions of the Public Utilities Act, or the Collateral Recovery Act, or the Personal Property Storage Act, or Chapter 18a, 18c, or 18d ~~and Chapter 18~~ of the Illinois Vehicle Code and which hold, as a prerequisite for doing business in this State, any franchise, license, permit, or right to engage in any business regulated by such Acts.

(e) Each month the Secretary of State shall, by written notice, advise the Chief Clerk of the Illinois Commerce Commission of: (i) any domestic corporation on the list maintained under subsection (d) that has been dissolved within the month; and (ii) any foreign corporation on the list maintained under subsection (d) whose authority to do business in Illinois has been revoked within the month. ~~Within 10 days after any such corporation fails to pay a franchise tax, license fee, penalty, or interest required under this Act, the Secretary shall, by written notice, so advise the Secretary of~~

~~the Illinois Commerce Commission.~~

(f) The Secretary of State and the Illinois Commerce Commission may provide each other the information required under this Section in an electronic format, including, without limitation by means of such agreed access, those records of the Secretary of State that will provide the Illinois Commerce Commission the information it requires under the statutes it administers. The provision of information under this Section shall begin as soon as is practicable, but in no event later than October 1, 2020.

(Source: P.A. 100-863, eff. 8-14-18.)

Section 10. The General Not For Profit Corporation Act of 1986 is amended by changing Section 115.85 as follows:

(805 ILCS 105/115.85) (from Ch. 32, par. 115.85)

Sec. 115.85. Effect of nonpayment of fees or taxes. (a) The Secretary of State shall not file any articles, statements, certificates, reports, applications, notices, or other papers relating to any corporation, domestic or foreign, organized under or subject to the provisions of this Act until all fees and charges provided to be paid in connection therewith shall have been paid to him or her, or while the corporation is in default in the payment of any fees, charges or penalties herein provided to be paid by or assessed against it, or when the Illinois Department of Revenue has given notice that the

corporation is in default in the filing of a return or the payment of any final assessment of tax, penalty or interest as required by any tax Act administered by the Department.

(b) The Secretary of State shall not file, with respect to any domestic or foreign corporation, any document required or permitted to be filed by this Act, which has an effective date other than the date of filing until there has been paid by such corporation to the Secretary of State all fees and charges due and payable on or before said effective date.

(c) No corporation required to pay a penalty under this Act shall maintain any civil action until all such penalties have been paid in full.

(d) The Secretary of State shall, from information received from the Illinois Commerce Commission, compile and keep a list of all domestic and foreign corporations that are regulated pursuant to the provisions of the Public Utilities Act, or the Collateral Recovery Act, or the Personal Property Storage Act, or Chapter 18a, 18c, or 18d of the Illinois Vehicle Code and which hold, as a prerequisite for doing business in this State, any franchise, license, permit, or right to engage in any business regulated by such Acts.

(e) Each month the Secretary of State shall, by written notice, advise the Chief Clerk of the Illinois Commerce Commission of: (i) any domestic corporation on the list maintained under subsection (d) that has been dissolved within the month; and (ii) any foreign corporation on the list

maintained under subsection (d) whose authority to do business in Illinois has been revoked within the month.

(f) The Secretary of State and the Illinois Commerce Commission may provide each other the information required under this Section in an electronic format, including, without limitation by means of such agreed access, those records of the Secretary of State that will provide the Illinois Commerce Commission the information it requires under the statutes it administers. The provision of information under this Section shall begin as soon as is practicable, but in no event later than October 1, 2020.

(Source: P.A. 86-381.)

Section 15. The Limited Liability Company Act is amended by changing Sections 35-30 and 45-36 as follows:

(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

principal place of business of the limited liability company.

(b) If the limited liability company does not correct the default described in paragraphs (1) or (2) of Section 35-25 within 120 days following the date of the notice of delinquency, the Secretary of State shall thereupon dissolve the limited liability company by issuing a certificate of dissolution that recites the grounds for dissolution and its effective date. If the limited liability company does not correct the default described in paragraphs (2.5), (3), (4), or (5) of Section 35-25 within 60 days following the notice, the Secretary of State shall dissolve the limited liability company by issuing a certificate of dissolution that recites the grounds for dissolution and its effective date. The Secretary of State shall file the original of the certificate 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 principal place of business of the limited liability company.

(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 otherwise necessary or appropriate to wind up its business and affairs and terminate.

(d) The Secretary of State shall, from information received from the Illinois Commerce Commission, compile and keep a list of all domestic limited liability companies that are regulated pursuant to the provisions of the Public Utilities Act, or the Collateral Recovery Act, or the Personal Property Storage Act, or Chapter 18a, 18c, or 18d of the Illinois Vehicle Code and which hold, as a prerequisite for doing business in this State, any franchise, license, permit, or right to engage in any business regulated by such Acts.

(e) Each month the Secretary of State shall, by written notice, advise the Chief Clerk of the Illinois Commerce Commission of any domestic limited liability company on the list maintained under subsection (d) that has been dissolved within the month.

(f) The Secretary of State and the Illinois Commerce Commission may provide each other the information required under this Section in an electronic format, including, without limitation by means of such agreed access, those records of the Secretary of State that will provide the Illinois Commerce Commission the information it requires under the statutes it administers. The provision of information under this Section shall begin as soon as is practicable, but in no event later than October 1, 2020.

(Source: P.A. 98-171, eff. 8-5-13; 98-776, eff. 1-1-15.)

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

(a) After the Secretary of State determines that one or more grounds exist under Section 45-35 for the revocation of admission of a foreign 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 principal place of business.

(b) If the limited liability company does not correct the default described in item (A) or (D) of paragraph (1) of subsection (a) of Section 45-35 within 120 days following the date of the notice of delinquency, the Secretary of State shall revoke the admission of the limited liability company by issuing a certificate of revocation that recites the grounds for revocation and its effective date. If the limited liability company does not correct the default described in item (B) or (E) of paragraph (1) or paragraph (2), (2.5), (3), or (4) of subsection (a) of Section 45-35 within 60 days following the notice, the Secretary of State shall revoke the admission of the limited liability company 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 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 principal place of business.

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

(d) The Secretary of State shall, from information received from the Illinois Commerce Commission, compile and keep a list of all foreign limited liability companies that are regulated pursuant to the provisions of the Public Utilities Act, or the Collateral Recovery Act, or the Personal Property Storage Act, or Chapter 18a, 18c, or 18d of the Illinois Vehicle Code and which hold, as a prerequisite for doing business in this State, any franchise, license, permit, or right to engage in any business regulated by such Acts.

(e) Each month the Secretary of State shall, by written notice, advise the Chief Clerk of the Illinois Commerce Commission of any foreign limited liability company on the list maintained under subsection (d) whose admission to do business in Illinois has been revoked within the month.

(f) The Secretary of State and the Illinois Commerce Commission may provide each other the information required under this Section in an electronic format, including, without limitation by means of such agreed access, those records of the

Secretary of State that will provide the Illinois Commerce Commission the information it requires under the statutes it administers. The provision of information under this Section shall begin as soon as is practicable, but in no event later than October 1, 2020.

(Source: P.A. 98-171, eff. 8-5-13.)

Section 20. The Uniform Partnership Act (1997) is amended by changing Section 1003 as follows:

(805 ILCS 206/1003)

Sec. 1003. Renewal statements.

(a) A limited liability partnership, and a foreign limited liability partnership authorized to transact business in this State, shall file a renewal statement in the Office of the Secretary of State which contains:

- (1) the name of the partnership;
- (2) the street address of the partnership's chief executive office;
- (3) the name and street address of the partnership's agent for service of process;
- (4) the number of partners in the limited liability partnership;
- (5) a brief statement of the business in which the partnership engages; and
- (6) if the partnership is a foreign limited liability

partnership, a current certificate of status in good standing as a registered limited liability partnership under the laws of that state or jurisdiction.

(b) Qualification as a limited liability partnership, whether pursuant to an original statement or a renewal statement, is renewed if, during the 60 day period preceding the date the initial statement or renewal statement otherwise would have expired, the partnership files with the Secretary of State a renewal statement. A renewal statement expires one year after the date an original statement would have expired if the last renewal of the statement had not occurred. Proof of the satisfaction of the Secretary of State that, prior to the expiration date, the renewal statement together with all fees prescribed by this Act was deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid, shall be deemed a compliance with this requirement. If the Secretary of State finds that the report conforms to the requirements of this Act, he or she shall file it. If the Secretary of State finds that it does not conform, he or she shall promptly return it to the limited liability partnership for any necessary corrections, in which event expiration will not occur if the statement is corrected to conform to the requirements of this Act and returned to the Secretary of State within 30 days of the date the report was returned for corrections.

(c) The Secretary of State shall renew the registration of

any limited liability partnership of any partnership that timely submits a renewal statement with the required fee.

(d) The Secretary of State shall, from information received from the Illinois Commerce Commission, compile and keep a list of all domestic and foreign limited liability partnerships that are regulated pursuant to the provisions of the Public Utilities Act, or the Collateral Recovery Act, or the Personal Property Storage Act, or Chapter 18a, 18c, or 18d of the Illinois Vehicle Code and which hold, as a prerequisite for doing business in this State, any franchise, license, permit or right to engage in any business regulated by such Acts.

(e) Each month the Secretary of State shall, by written notice, advise the Chief Clerk of the Illinois Commerce Commission of any limited liability partnership on the list maintained under subsection (d) whose status as a limited liability partnership has expired within the month.

(f) The Secretary of State and the Illinois Commerce Commission may provide each other the information required under this Section in an electronic format, including, without limitation by means of such agreed access, those records of the Secretary of State that will provide the Illinois Commerce Commission the information it requires under the statutes it administers. The provision of information under this Section shall begin as soon as is practicable, but in no event later than October 1, 2020.

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

Section 25. The Uniform Limited Partnership Act (2001) is amended by changing Sections 809 and 906 as follows:

(805 ILCS 215/809)

Sec. 809. Administrative dissolution.

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

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

(2) file its annual report with the Secretary of State;
or

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

(b) If the Secretary of State determines that a ground exists for administratively dissolving a limited partnership, the Secretary of State shall file a record of the determination and send a copy of the filed record to the limited partnership's agent for service of process in this State, or if the limited partnership does not appoint and maintain a proper agent, to the limited partnership's designated office.

(c) If within 60 days after service of the copy of the record of determination the limited partnership does not correct each ground for dissolution or demonstrate to the

reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of State does not exist, the Secretary of State shall administratively dissolve the limited partnership by preparing, signing, and filing a declaration of dissolution that states the grounds for dissolution. The Secretary of State shall send a copy to the limited partnership's agent for service of process in this State, or if the limited partnership does not appoint and maintain a proper agent, to the limited partnership's designated office.

(d) A limited partnership administratively dissolved continues its existence but may carry on only activities necessary or appropriate to wind up its activities under Sections 803 and 812 and to notify claimants under Sections 806 and 807.

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

(f) The Secretary of State shall, from information received from the Illinois Commerce Commission, compile and keep a list of all domestic limited partnerships that are regulated pursuant to the provisions of the Public Utilities Act, or the Collateral Recovery Act, or the Personal Property Storage Act, or Chapter 18a, 18c, or 18d of the Illinois Vehicle Code and which hold, as a prerequisite for doing business in this State, any franchise, license, permit, or right to engage in any business regulated by such Acts.

(g) Each month the Secretary of State shall, by written notice, advise the Chief Clerk of the Illinois Commerce Commission of any domestic limited partnership on the list maintained under subsection (f) that has been dissolved within the month.

(h) The Secretary of State and the Illinois Commerce Commission may provide each other the information required under this Section in an electronic format, including, without limitation by means of such agreed access, those records of the Secretary of State that will provide the Illinois Commerce Commission the information it requires under the statutes it administers. The provision of information under this Section shall begin as soon as is practicable, but in no event later than October 1, 2020.

(Source: P.A. 97-839, eff. 7-20-12; 98-776, eff. 1-1-15.)

(805 ILCS 215/906)

Sec. 906. Revocation of certificate of authority.

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

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

(2) file, within 60 days after the due date, its annual

report required under Section 210;

(3) appoint and maintain an agent for service of process in Illinois within 60 days after a registered agent's notice of resignation under Section 116; or

(4) renew its alternate assumed name or apply to change its alternate assumed name under this Act when the limited partnership may only transact business within this State under its alternate assumed name.

(b) If the Secretary of State determines that a ground exists for revoking the certificate of authority of a foreign limited partnership, the Secretary of State shall file a record of the determination and send a copy of the filed record to the foreign limited partnership's agent for service of process in this State, or if the foreign limited partnership does not appoint and maintain a proper agent, to the foreign limited partnership's designated office.

(c) If within 60 days after service of the copy of the record of determination the foreign limited partnership does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of State does not exist, the Secretary of State shall revoke the certificate of authority of the foreign limited partnership by preparing, signing, and filing a declaration of revocation that states the grounds for the revocation. The Secretary of State shall send a copy of the filed declaration to the foreign limited partnership's agent

for service of process in this State, or if the foreign limited partnership does not appoint and maintain a proper agent, to the foreign limited partnership's designated office.

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

(e) The Secretary of State shall, from information received from the Illinois Commerce Commission, compile and keep a list of all foreign limited partnerships that are regulated pursuant to the provisions of the Public Utilities Act, or the Collateral Recovery Act, or the Personal Property Storage Act, or Chapter 18a, 18c, or 18d of the Illinois Vehicle Code and which hold, as a prerequisite for doing business in this State, any franchise, license, permit, or right to engage in any business regulated by such Acts.

(f) Each month the Secretary of State shall, by written notice, advise the Chief Clerk of the Illinois Commerce Commission of any foreign limited partnership on the list maintained under subsection (e) whose authority to do business in Illinois has been revoked within the month.

(g) The Secretary of State and the Illinois Commerce Commission may provide each other the information required under this Section in an electronic format, including, without limitation by means of such agreed access, those records of the Secretary of State that will provide the Illinois Commerce Commission the information it requires under the statutes it

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administers. The provision of information under this Section shall begin as soon as is practicable, but in no event later than October 1, 2020.

(Source: P.A. 97-839, eff. 7-20-12.)

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