

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 1.25 and 1.80 as follows:

(805 ILCS 5/1.25) (from Ch. 32, par. 1.25)

Sec. 1.25. List of corporations; exchange of information.

(a) The Secretary of State shall publish each year a list of corporations filing an annual report for the preceding year in accordance with the provisions of this Act, which report shall state the name of the corporation and the respective names and addresses of the president, secretary, and registered agent thereof and the address of the registered office in this State of each such corporation. The Secretary of State shall publish such report as open data. ~~shall furnish without charge a copy of such report to each recorder of this State, and to each member of the General Assembly and to each State agency or department requesting the same. The Secretary of State shall, upon receipt of a written request and a fee as determined by the Secretary, furnish such report to anyone else.~~

(b) (1) The Secretary of State shall publish daily a list of all newly formed corporations, business and not for profit,

chartered by him on that day issued after receipt of the application. The daily list shall contain the same information as to each corporation as is provided for the corporation list published under subsection (a) of this Section. The Secretary of State shall publish the daily list as open data. ~~may be obtained at the Secretary's office by any person, newspaper, State department or agency, or local government for a reasonable charge to be determined by the Secretary. Inspection of the daily list may be made at the Secretary's office during normal business hours without charge by any person, newspaper, State department or agency, or local government.~~

(2) The Secretary shall compile the daily list mentioned in paragraph (1) of subsection (b) of this Section monthly, or more often at the Secretary's discretion. The Secretary shall publish the compilation as open data. ~~shall be immediately mailed free of charge to all local governments requesting in writing receipt of such publication, or shall be automatically mailed by the Secretary without charge to local governments as determined by the Secretary. The Secretary shall mail a copy of the compilations free of charge to all State departments or agencies making a written request. A request for a compilation of the daily list once made by a local government or State department or agency need not be renewed. However, the Secretary may request from time to time whether the local governments or State departments or agencies desire to~~

~~continue receiving the compilation.~~

(3) Public data sets made available pursuant to this Section are provided for informational purposes only. The Secretary of State does not warrant the completeness, accuracy, content, or fitness for any particular purpose or use of any public data set made available on the web portal, nor are such warranties to be implied or inferred with respect to the public data sets furnished under this Act. ~~The compilations of the daily list mentioned in paragraph (2) of subsection (b) of this Section shall be mailed to newspapers, or any other person not included as a recipient in paragraph (2) of subsection (b) of this Section, upon receipt of a written application signed by the applicant and accompanied by the payment of a fee as determined by the Secretary.~~

(4) The State is not liable for any deficiencies in the completeness, accuracy, content, or fitness for any particular purpose or use of any public data set or any third-party application utilizing such data set, unless such deficiencies are the result of willful or wanton action of the Secretary of State or its employees or agents.

(c) If a domestic or foreign corporation has filed with the Secretary of State an annual report for the preceding year or has been newly formed or is otherwise and in any manner registered with the Secretary of State, the Secretary of State shall exchange with the Department of Healthcare and Family Services any information concerning that corporation that may

be necessary for the enforcement of child support orders entered pursuant to the Illinois Public Aid Code, the Illinois Marriage and Dissolution of Marriage Act, the Non-Support of Spouse and Children Act, the Non-Support Punishment Act, the Revised Uniform Reciprocal Enforcement of Support Act, the Uniform Interstate Family Support Act, the Illinois Parentage Act of 1984, or the Illinois Parentage Act of 2015.

Notwithstanding any provisions in this Act to the contrary, the Secretary of State shall not be liable to any person for any disclosure of information to the Department of Healthcare and Family Services (formerly Illinois Department of Public Aid) under this subsection or for any other action taken in good faith to comply with the requirements of this subsection.

(Source: P.A. 99-85, eff. 1-1-16.)

(805 ILCS 5/1.80) (from Ch. 32, par. 1.80)

Sec. 1.80. Definitions. As used in this Act, unless the context otherwise requires, the words and phrases defined in this Section shall have the meanings set forth herein.

(a) "Corporation" or "domestic corporation" means a corporation subject to the provisions of this Act, except a foreign corporation.

(b) "Foreign corporation" means a corporation for profit organized under laws other than the laws of this State, but shall not include a banking corporation organized under the

laws of another state or of the United States, a foreign banking corporation organized under the laws of a country other than the United States and holding a certificate of authority from the Commissioner of Banks and Real Estate issued pursuant to the Foreign Banking Office Act, or a banking corporation holding a license from the Commissioner of Banks and Real Estate issued pursuant to the Foreign Bank Representative Office Act.

(c) "Articles of incorporation" means the original articles of incorporation, including the articles of incorporation of a new corporation set forth in the articles of consolidation, and all amendments thereto, whether evidenced by articles of amendment, articles of merger, articles of exchange, statement of correction affecting articles, resolution establishing series of shares or a statement of cancellation under Section 9.05. Restated articles of incorporation shall supersede the original articles of incorporation and all amendments thereto prior to the effective date of filing the articles of amendment incorporating the restated articles of incorporation.

(d) "Subscriber" means one who subscribes for shares in a corporation, whether before or after incorporation.

(e) "Incorporator" means one of the signers of the original articles of incorporation.

(f) "Shares" means the units into which the proprietary interests in a corporation are divided.

(g) "Shareholder" means one who is a holder of record of shares in a corporation.

(h) "Certificate" representing shares means a written instrument executed by the proper corporate officers, as required by Section 6.35 of this Act, evidencing the fact that the person therein named is the holder of record of the share or shares therein described. If the corporation is authorized to issue uncertificated shares in accordance with Section 6.35 of this Act, any reference in this Act to shares represented by a certificate shall also refer to uncertificated shares and any reference to a certificate representing shares shall also refer to the written notice in lieu of a certificate provided for in Section 6.35.

(i) "Authorized shares" means the aggregate number of shares of all classes which the corporation is authorized to issue.

(j) "Paid-in capital" means the sum of the cash and other consideration received, less expenses, including commissions, paid or incurred by the corporation, in connection with the issuance of shares, plus any cash and other consideration contributed to the corporation by or on behalf of its shareholders, plus amounts added or transferred to paid-in capital by action of the board of directors or shareholders pursuant to a share dividend, share split, or otherwise, minus reductions as provided elsewhere in this Act. Irrespective of the manner of designation thereof by the laws under which a

foreign corporation is or may be organized, paid-in capital of a foreign corporation shall be determined on the same basis and in the same manner as paid-in capital of a domestic corporation, for the purpose of computing license fees, franchise taxes and other charges imposed by this Act.

(k) "Net assets", for the purpose of determining the right of a corporation to purchase its own shares and of determining the right of a corporation to declare and pay dividends and make other distributions to shareholders is equal to the difference between the assets of the corporation and the liabilities of the corporation.

(l) "Registered office" means that office maintained by the corporation in this State, the address of which is on file in the office of the Secretary of State, at which any process, notice or demand required or permitted by law may be served upon the registered agent of the corporation.

(m) "Insolvent" means that a corporation is unable to pay its debts as they become due in the usual course of its business.

(n) "Anniversary" means that day each year exactly one or more years after:

(1) the date of filing the articles of incorporation prescribed by Section 2.10 of this Act, in the case of a domestic corporation;

(2) the date of filing the application for authority prescribed by Section 13.15 of this Act, in the case of a

foreign corporation; or

(3) the date of filing the articles of consolidation prescribed by Section 11.25 of this Act in the case of a consolidation, unless the plan of consolidation provides for a delayed effective date, pursuant to Section 11.40.

(o) "Anniversary month" means the month in which the anniversary of the corporation occurs.

(p) "Extended filing month" means the month (if any) which shall have been established in lieu of the corporation's anniversary month in accordance with Section 14.01.

(q) "Taxable year" means that 12 month period commencing with the first day of the anniversary month of a corporation through the last day of the month immediately preceding the next occurrence of the anniversary month of the corporation, except that in the case of a corporation that has established an extended filing month "taxable year" means that 12 month period commencing with the first day of the extended filing month through the last day of the month immediately preceding the next occurrence of the extended filing month.

(r) "Fiscal year" means the 12 month period with respect to which a corporation ordinarily files its federal income tax return.

(s) "Close corporation" means a corporation organized under or electing to be subject to Article 2A of this Act, the articles of incorporation of which contain the provisions required by Section 2.10, and either the corporation's



articles of incorporation or an agreement entered into by all of its shareholders provide that all of the issued shares of each class shall be subject to one or more of the restrictions on transfer set forth in Section 6.55 of this Act.

(t) "Common shares" means shares which have no preference over any other shares with respect to distribution of assets on liquidation or with respect to payment of dividends.

(u) "Delivered", for the purpose of determining if any notice required by this Act is effective, means:

(1) transferred or presented to someone in person; or

(2) deposited in the United States Mail addressed to the person at his, her or its address as it appears on the records of the corporation, with sufficient first-class postage prepaid thereon.

(v) "Property" means gross assets including, without limitation, all real, personal, tangible, and intangible property.

(w) "Taxable period" means that 12-month period commencing with the first day of the second month preceding the corporation's anniversary month in the preceding year and prior to the first day of the second month immediately preceding its anniversary month in the current year, except that, in the case of a corporation that has established an extended filing month, "taxable period" means that 12-month period ending with the last day of its fiscal year immediately preceding the extended filing month. In the case of a newly

formed domestic corporation or a newly registered foreign corporation that had not commenced transacting business in this State prior to obtaining authority, "taxable period" means that period commencing with the filing of the articles of incorporation or, in the case of a foreign corporation, of filing of the application for authority, and prior to the first day of the second month immediately preceding its anniversary month in the next succeeding year.

(x) "Treasury shares" mean (1) shares of a corporation that have been issued, have been subsequently acquired by and belong to the corporation, and have not been cancelled or restored to the status of authorized but unissued shares and (2) shares (i) declared and paid as a share dividend on the shares referred to in clause (1) or this clause (2), or (ii) issued in a share split of the shares referred to in clause (1) or this clause (2). Treasury shares shall be deemed to be "issued" shares but not "outstanding" shares. Treasury shares may not be voted, directly or indirectly, at any meeting or otherwise. Shares converted into or exchanged for other shares of the corporation shall not be deemed to be treasury shares.

(y) "Gross amount of business" means gross receipts, from whatever source derived.

(z) "Open data" means data that is expressed in a machine-readable form and that is made freely available to the public under an open license, without registration requirement, and without any other restrictions that would

impede its use or reuse.

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

Section 10. The General Not For Profit Corporation Act of 1986 is amended by changing Section 101.25 and by adding Section 115.90 as follows:

(805 ILCS 105/101.25) (from Ch. 32, par. 101.25)

Sec. 101.25. Lists of corporations; exchange of information.

(a) The Secretary of State shall include in his or her daily publication lists of business corporations formed on that day as provided in paragraph (1) of subsection (b) of Section 1.25 of the Business Corporation Act of 1983 all not-for-profit corporations formed on the day of publication of such lists and shall publish such information as open data pursuant to that subsection.

(b) The Secretary of State shall include among information to be exchanged with the Department of Healthcare and Family Services, as provided in subsection (c) of Section 1.25 of the Business Corporation Act of 1983, information regarding all not-for-profit corporations formed pursuant to this Act.

(c) Public data sets made available pursuant to this Section are provided for informational purposes only. The Secretary of State does not warrant the completeness, accuracy, content, or fitness for any particular purpose or

use of any public data set made available on the web portal, nor are such warranties to be implied or inferred with respect to the public data sets furnished under this Act.

(d) The State is not liable for any deficiencies in the completeness, accuracy, content, or fitness for any particular purpose or use of any public data set or any third-party application utilizing such data set, unless such deficiencies are the result of willful or wanton action of the Secretary of State or its employees or agents.

(Source: P.A. 95-331, eff. 8-21-07.)

(805 ILCS 105/115.90 new)

Sec. 115.90. No fees for publishing lists of not-for-profit corporations. Nothing in this Article shall be construed to permit the Secretary of State to charge fees for lists of not-for-profit corporations published as open data under Section 1.25 of the Business Corporation Act of 1983.

Section 15. The Limited Liability Company Act is amended by changing Sections 50-5 and 50-10 as follows:

(805 ILCS 180/50-5)

Sec. 50-5. List of limited liability companies; exchange of information.

(a) The Secretary of State shall ~~may~~ publish a list or lists of limited liability companies and foreign limited

liability companies as open data, as often, ~~in the format, and for the fees~~ as the Secretary of State may in his or her discretion provide by rule, but no less often than once per month. "Open data" means data that is expressed in a machine-readable form and that is made freely available to the public under an open license, without registration requirement, and without any other restrictions that would impede its use or reuse. ~~The Secretary of State may disseminate information concerning limited liability companies and foreign limited liability companies by computer network in the format and for the fees as may be determined by rule.~~

(b) Upon written request, any list published under subsection (a) shall be provided free to each member of the General Assembly, to each State agency or department, and to each recorder in this State. ~~An appropriate fee established by rule to cover the cost of producing the list shall be charged to all others.~~

(c) If a domestic or foreign limited liability company has filed with the Secretary of State an annual report for the preceding year or has been newly formed or is otherwise and in any manner registered with the Secretary of State, the Secretary of State shall exchange with the Department of Healthcare and Family Services any information concerning that limited liability company that may be necessary for the enforcement of child support orders entered pursuant to the Illinois Public Aid Code, the Illinois Marriage and

Dissolution of Marriage Act, the Non-Support of Spouse and Children Act, the Non-Support Punishment Act, the Revised Uniform Reciprocal Enforcement of Support Act, the Uniform Interstate Family Support Act, the Illinois Parentage Act of 1984, or the Illinois Parentage Act of 2015.

Notwithstanding any provisions in this Act to the contrary, the Secretary of State shall not be liable to any person for any disclosure of information to the Department of Healthcare and Family Services (formerly Illinois Department of Public Aid) under this subsection or for any other action taken in good faith to comply with the requirements of this subsection.

(d) Public data sets made available pursuant to this Section are provided for information purposes only. The Secretary of State does not warrant the completeness, accuracy, content, or fitness for any particular purpose or use of any public data set made available on the web portal, nor are such warranties to be implied or inferred with respect to the public data sets furnished under this Act.

(e) The State is not liable for any deficiencies in the completeness, accuracy, content, or fitness for any particular purpose or use of any public data set or any third-party application utilizing such data set, unless such deficiencies are the result of willful or wanton action of the Secretary of State or its employees or agents.

(Source: P.A. 99-85, eff. 1-1-16.)

(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 (domestic), application for admission (foreign), and restated articles of organization (domestic), \$150. Notwithstanding the foregoing, the fee for filing articles of organization (domestic), application for admission (foreign), and restated articles of organization (domestic) in connection with a limited liability company with a series or the ability to establish a series pursuant to Section 37-40 of this Act is \$400.

(2) Filing amendments (domestic or foreign), \$50.

(3) Filing a statement of termination or application for withdrawal, \$5.

(4) Filing an application to reserve a name, \$25.

(5) Filing a notice of cancellation of a reserved

name, \$5.

(6) Filing a notice of a transfer of a reserved name, \$25.

(7) Registration of a name, \$50.

(8) Renewal of registration of a name, \$50.

(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.

(9.5) Filing an application for change of an assumed name, \$25.

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

(11) Filing an annual report of a limited liability company or foreign limited liability company, \$75, if filed as required by this Act, plus a penalty if delinquent. Notwithstanding the foregoing, the fee for filing an annual report of a limited liability company or foreign limited liability company is \$75 plus \$50 for each series for which a certificate of designation has been filed pursuant to Section 37-40 of this Act and is in effect on the last day of the third month preceding the company's anniversary month, plus a penalty if delinquent.



(12) Filing an application for reinstatement of a limited liability company or foreign limited liability company, \$200.

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

(14) (Blank).

(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, \$5.

(17) Filing a certificate of designation of a limited liability company with a series pursuant to Section 37-40 of this Act, \$50.

(18) (Blank).

(19) Filing, amending, or cancelling a statement of authority, \$50.

(20) Filing, amending, or cancelling a statement of denial, \$10.

(21) Filing any other document, \$5.

(22) 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.

(c) (Blank). ~~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.~~

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

(Source: P.A. 100-561, eff. 7-1-18; 100-571, eff. 12-20-17; 101-81, eff. 7-12-19; 101-578, eff. 8-26-19.)

Section 99. Effective date. This Act takes effect January 1, 2022.