



99TH GENERAL ASSEMBLY

State of Illinois

2015 and 2016

HB0391

by Rep. David Harris

SYNOPSIS AS INTRODUCED:

See Index

Amends the Business Corporation Act of 1983. Removes the terms "franchise tax" and "franchise taxes" from the provisions of the Act. Repeals provisions concerning (i) franchise taxes payable by domestic and foreign corporations; (ii) the basis for computation of franchise taxes payable by domestic and foreign corporations; (iii) the rates of franchise taxes payable by domestic and foreign corporations; and (vii) computation and collection of annual franchise taxes by the Secretary of State. Makes other changes. Amends the Public Utilities Act, the State Housing Act, and the Illinois Vehicle Code by changing all references to franchise taxes imposed under the Business Corporation Act of 1983 to conform with the changes made to the Business Corporation Act of 1983 under this amendatory Act. Effective immediately.

LRB099 00126 KTG 20126 b

FISCAL NOTE ACT
MAY APPLY

A BILL FOR

1 AN ACT concerning business.

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

4 Section 5. The Public Utilities Act is amended by changing
5 Section 4-204 as follows:

6 (220 ILCS 5/4-204) (from Ch. 111 2/3, par. 4-204)

7 Sec. 4-204. Whenever the Commission receives notice from
8 the Secretary of State that any domestic or foreign corporation
9 regulated under this Act has not paid a ~~franchise tax~~, license
10 fee or penalty required under The Business Corporation Act of
11 1983, approved January 5, 1984, as amended, or has not paid a
12 franchise tax payable by such corporation under any provision
13 of the Business Corporation Act of 1983 in effect prior to the
14 effective date of this amendatory Act of the 99th General
15 Assembly, then the Commission shall institute proceedings for
16 the revocation of the franchise, license, permit or right to
17 engage in any business required under this Act or the
18 suspension thereof until such time as the delinquent franchise
19 tax, license fee or penalty is paid.

20 (Source: P.A. 84-617.)

21 Section 10. The State Housing Act is amended by changing
22 Section 4 as follows:

1 (310 ILCS 5/4) (from Ch. 67 1/2, par. 154)

2 Sec. 4. Whenever three or more adult persons, citizens of
3 the United States of America, at least two of whom shall be
4 citizens of this State, shall desire to form a corporation
5 under this act, on a limited-dividend basis, they shall sign,
6 acknowledge and verify under oath, before some officer
7 competent to take acknowledgment of deeds, a statement of
8 incorporation setting forth the following:

9 (1) The name of the corporation.

10 (2) The address, including street and number, if any, of
11 its initial registered office in this State; and the name of
12 its initial registered agent at such address.

13 (3) The period of duration, which may be perpetual.

14 (4) The name and address, including street and number, if
15 any, of each incorporator.

16 (5) The purpose or purposes for which the corporation is
17 organized.

18 (6) The aggregate number of shares which the corporation
19 shall have authority to issue; also, if said shares are to
20 consist of one class only, the par value of each of said
21 shares, or a statement that all of said shares are without par
22 value; or, if said shares are to be divided into classes, the
23 number of shares of each class, if any, that are to have a par
24 value and the par value of each share of each such class, and
25 the number of shares of each class, if any, that are to be

1 without par value.

2 (7) If the shares are to be divided into classes, the
3 designation of each class and a statement of the preferences,
4 qualifications, limitations, restrictions, and the special or
5 relative rights in respect of the shares of each class.

6 (8) If the corporation is to issue the shares of any
7 preferred or special class in series, then the designation of
8 each series and a statement of the variations in the relative
9 rights and preferences as between different series in so far as
10 the same are to be fixed in the articles of incorporation, and
11 a statement of any authority to be vested in the board of
12 directors to establish series and fix and determine the
13 variations in the relative rights and preferences as between
14 series.

15 (9) The number and class of shares which the corporation
16 proposes to issue without further report to the Secretary of
17 State, and the consideration to be received by the corporation
18 therefor, which shall be not less than \$1,000. If shares of
19 more than one class are to be issued, the consideration for
20 shares of each class shall be separately stated.

21 (10) The number of directors to be elected at the first
22 meeting of shareholders.

23 (11) Any provision which the incorporators may choose to
24 insert limiting or denying to shareholders the preemptive right
25 to acquire additional shares, whether then or thereafter
26 authorized, of the corporation.

1 (12) Any provisions, not inconsistent with law, which the
2 incorporators may choose to insert, for the regulation of the
3 internal affairs of the corporation.

4 (13) An estimate, expressed in dollars, of the value of all
5 the property to be owned by the corporation for the following
6 year, wherever located, and an estimate of the value of the
7 property to be located within this State during such year, and
8 an estimate, expressed in dollars, of the gross amount of
9 business which will be transacted by it during such year and an
10 estimate of the gross amount thereof which will be transacted
11 by it at or from places of business in this State during such
12 year. If all the property of the corporation is to be located
13 in this State and all of its business is to be transacted at or
14 from places of business in this State, ~~or if the incorporators~~
15 ~~elect to pay the initial franchise tax on the basis of its~~
16 ~~entire stated capital and paid in surplus,~~ then the information
17 required by this sub-paragraph need not be set forth in the
18 articles of incorporation.

19 (14) A statement that the corporation will not commence
20 business until at least \$1,000 has been received as
21 consideration for the issuance of shares.

22 (15) A provision that no real property of the corporation
23 will be sold, transferred or assigned except under and pursuant
24 to the provisions of this act.

25 Whenever three or more adult persons, citizens of the
26 United States of America, at least two of whom shall be

1 citizens of this State, shall desire to form a corporation
2 under this act on a not-for-profit basis, they shall sign,
3 acknowledge and verify under oath, before some officer
4 competent to take acknowledgment of deeds, articles of
5 incorporation setting forth the following:

6 (1) The name of the corporation.

7 (2) The purpose or purposes for which the corporation is
8 organized.

9 (3) The period of duration, which may be perpetual.

10 (4) The name and address of each incorporator.

11 (5) The number of directors constituting the first board of
12 directors, and the name and address of each such director.

13 (6) The address of its initial registered office in this
14 State, and the name of its initial registered agent at such
15 address.

16 (7) Any provision which the incorporators may choose to
17 insert limiting, enlarging or denying the right of the members
18 or any class or classes of members, to vote.

19 (8) Any provisions, not inconsistent with law, which the
20 incorporators may choose to insert for the regulation of the
21 internal affairs of the corporation, including any provision
22 for distribution of assets on dissolution or final liquidation.

23 (9) A provision that no real property of the corporation
24 shall be sold, transferred or assigned except under and
25 pursuant to the provisions of this act.

26 (Source: P.A. 76-1176.)

1 Section 15. The Illinois Vehicle Code is amended by
2 changing Sections 18a-200 and 18c-1704 as follows:

3 (625 ILCS 5/18a-200) (from Ch. 95 1/2, par. 18a-200)

4 Sec. 18a-200. General powers and duties of Commission. The
5 Commission shall:

6 (1) Regulate commercial vehicle relocators and their
7 employees or agents in accordance with this Chapter and to that
8 end may establish reasonable requirements with respect to
9 proper service and practices relating thereto;

10 (2) Require the maintenance of uniform systems of accounts,
11 records and the preservation thereof;

12 (3) Require that all drivers and other personnel used in
13 relocation be employees of a licensed relocator;

14 (4) Regulate equipment leasing to and by relocators;

15 (5) Adopt reasonable and proper rules covering the exercise
16 of powers conferred upon it by this Chapter, and reasonable
17 rules governing investigations, hearings and proceedings under
18 this Chapter;

19 (6) Set reasonable rates for the commercial towing or
20 removal of trespassing vehicles from private property. The
21 rates shall not exceed the mean average of the 5 highest rates
22 for police tows within the territory to which this Chapter
23 applies that are performed under Sections 4-201 and 4-214 of
24 this Code and that are of record at hearing; provided that the

1 Commission shall not re-calculate the maximum specified herein
2 if the order containing the previous calculation was entered
3 within one calendar year of the date on which the new order is
4 entered. Set reasonable rates for the storage, for periods in
5 excess of 24 hours, of the vehicles in connection with the
6 towing or removal; however, no relocater shall impose charges
7 for storage for the first 24 hours after towing or removal. Set
8 reasonable rates for other services provided by relocators,
9 provided that the rates shall not be charged to the owner or
10 operator of a relocated vehicle. Any fee charged by a relocater
11 for the use of a credit card that is used to pay for any service
12 rendered by the relocater shall be included in the total amount
13 that shall not exceed the maximum reasonable rate established
14 by the Commission. The Commission shall require a relocater to
15 refund any amount charged in excess of the reasonable rate
16 established by the Commission, including any fee for the use of
17 a credit card;

18 (7) Investigate and maintain current files of the criminal
19 records, if any, of all relocators and their employees and of
20 all applicants for relocater's license, operator's licenses
21 and dispatcher's licenses. If the Commission determines that an
22 applicant for a license issued under this Chapter will be
23 subjected to a criminal history records check, the applicant
24 shall submit his or her fingerprints to the Department of State
25 Police in the form and manner prescribed by the Department of
26 State Police. These fingerprints shall be checked against the

1 Department of State Police and Federal Bureau of Investigation
2 criminal history record information databases now and
3 hereafter filed. The Department of State Police shall charge
4 the applicant a fee for conducting the criminal history records
5 check, which shall be deposited in the State Police Services
6 Fund and shall not exceed the actual cost of the records check.
7 The Department of State Police shall furnish pursuant to
8 positive identification, records of conviction to the
9 Commission;

10 (8) Issue relocater's licenses, dispatcher's employment
11 permits, and operator's employment permits in accordance with
12 Article IV of this Chapter;

13 (9) Establish fitness standards for applicants seeking
14 relocater licensees and holders of relocater licenses;

15 (10) Upon verified complaint in writing by any person,
16 organization or body politic, or upon its own initiative may,
17 investigate whether any commercial vehicle relocater,
18 operator, dispatcher, or person otherwise required to comply
19 with any provision of this Chapter or any rule promulgated
20 hereunder, has failed to comply with any provision or rule;

21 (11) Whenever the Commission receives notice from the
22 Secretary of State that any domestic or foreign corporation
23 regulated under this Chapter has not paid a ~~franchise tax,~~
24 license fee or penalty required under the Business Corporation
25 Act of 1983, or has not paid a franchise tax payable by such
26 corporation under any provision of the Business Corporation Act

1 of 1983 in effect prior to the effective date of this
2 amendatory Act of the 99th General Assembly, institute
3 proceedings for the revocation of the license or right to
4 engage in any business required under this Chapter or the
5 suspension thereof until such time as the delinquent franchise
6 tax, license fee or penalty is paid.

7 (Source: P.A. 93-418, eff. 1-1-04.)

8 (625 ILCS 5/18c-1704) (from Ch. 95 1/2, par. 18c-1704)

9 Sec. 18c-1704. Sanctions. Each violation of this Chapter
10 shall subject the violator to the following sanctions, except
11 as otherwise provided elsewhere in this Chapter. Sanctions
12 provided for in this Section may be imposed by the Commission
13 only in compliance with the notice and hearing requirements of
14 Section 18c-2102 of this Chapter.

15 (1) Criminal Misdemeanor Penalties. Each violation of this
16 Chapter shall constitute a Class C misdemeanor.

17 (2) Civil Penalties. The Commission may assess, against any
18 person found by it to have violated this Chapter, a civil
19 penalty not greater than \$1,000 nor less than \$100 per
20 violation. The penalty assessed by the Commission shall reflect
21 the number and severity of violations found to have been
22 committed. Penalties assessed by the Commission shall be
23 enforced by any court having venue in enforcement cases under
24 this Chapter.

25 (3) Cease and Desist Orders. The Commission may, where a

1 person is found after hearing to have violated this Chapter,
2 Commission regulations or orders, and justice requires, order
3 the person to cease and desist from further or from any future
4 violations. A cease and desist order may be entered on the
5 Commission's own motion or by agreement between the parties.
6 Orders and agreements under this Section shall be valid and
7 enforceable for the period stated therein, not to exceed 2
8 years from the date the order or agreement is approved by the
9 Commission, unless the parties stipulate otherwise. Such
10 orders and agreements shall be enforceable in any court of this
11 State having venue and jurisdiction in enforcement actions
12 under this Chapter. Failure to comply with a Commission cease
13 and desist order shall constitute a violation of this Chapter
14 separate and apart from any underlying violations.

15 (4) Stipulated Settlements.

16 (a) General Provisions. The Commission may accept a
17 reasonable monetary settlement, suspension or revocation
18 of a license or registration, or any other reasonable terms
19 stipulated between the respondent and staff, with or
20 without a finding of violations.

21 (b) Presumption of Reasonableness. Such stipulations
22 shall be presumed reasonable. Unless the terms of a
23 stipulation exceed such parameters as the Commission may
24 establish, this presumption is rebuttable only by evidence
25 of record at hearing.

26 (c) Parameters. Parameters for settlement shall be

1 based on type of violation; severity, as measured by
2 revenues from unlawful activities; and number of
3 violations. Minimum settlement amounts may be established.

4 (d) Orders. Orders suspending proposed settlements
5 shall cite reasons for suspension which are specific to the
6 case. Orders rejecting proposed settlements shall recite
7 the grounds on which the settlements are found to be
8 unreasonable and describe the evidence which supports such
9 findings.

10 (5) Injunctive Relief. Any court with jurisdiction and
11 venue for purposes of enforcing this Chapter shall have the
12 power to enjoin any person from committing violations of this
13 Chapter. Suit for penalties shall not be a prerequisite to
14 injunctive relief. No bond shall be required when injunctive
15 relief is granted at the request of the Commission.

16 (6) Suspension or Revocation of Licenses and
17 Registrations.

18 (a) Availability of Suspension and Revocation as
19 Sanctions. Violation of this Chapter by a motor carrier of
20 property or passengers shall, in addition to other
21 sanctions provided herein, subject the violator to
22 suspension or revocation of any or all Commission licenses
23 and registrations. The Commission may impose the sanctions
24 of suspension and revocation. Where the violation is
25 failure of a motor carrier of property or passengers to
26 have in effect and file proof of continuous insurance

1 coverage in accordance with this Chapter, Commission
2 regulations and orders, the license or registration or both
3 may be suspended by telephonic or telegraphic directive,
4 confirmed by certified or registered mail or personal
5 service, pending final disposition of revocation
6 proceedings.

7 (b) Suspension Pending Adjudication. Where the
8 violation is failure of a motor carrier of property to pay
9 a franchise or franchise renewal fee, the license or
10 registration or both may be suspended by certified or
11 registered mail or personally served directive, pending
12 final disposition of revocation proceedings.

13 (c) Special Revocation Procedures.

14 (i) Notice. The Commission shall serve notice upon
15 all persons who have failed to pay a ~~franchise tax,~~
16 license fee, or penalty required under the Business
17 Corporation Act of 1983, or who have failed to pay a
18 franchise tax payable by such persons under any
19 provision of the Business Corporation Act of 1983 in
20 effect prior to the effective date of this amendatory
21 Act of the 99th General Assembly, or who have failed to
22 comply with this Chapter, Commission regulations and
23 orders, regarding the filing of proof of continuous
24 insurance or bond coverage, the payment of periodic
25 fees, the filing of periodic reports, the payment of
26 civil penalties, or the filing of rates to the full

1 extent of a carrier's authority. The notice shall
2 advise such person of the apparent violations and state
3 that, unless the Commission receives a written request
4 for hearing or extension of time within 30 days from
5 the date the notice is served, the person's license or
6 registration will be revoked by operation of law
7 without further action by the Commission.

8 (ii) Extensions of Time. The Commission may grant
9 one extension of time not exceeding 60 days where the
10 extension will not endanger the public.

11 (iii) Request for Hearing. If a timely written
12 request for hearing is received, no further action
13 shall be taken until the requirements of Section
14 18c-2102 of this Chapter have been satisfied.

15 (iv) Revocation by Operation of Law. If, at the
16 expiration of the applicable time period, the person
17 has not complied with the pertinent requirements, and a
18 written request for hearing has not been received, the
19 person will be deemed to have waived hearing and the
20 license or registration shall be revoked by operation
21 of law without further action by the Commission as if
22 the Commission has served an order on the date
23 following expiration revoking the license or
24 registration.

25 (7) Probation. The Commission may probate the imposition of
26 any of the sanctions set forth in this Section.

1 (Source: P.A. 88-415.)

2 Section 20. The Business Corporation Act of 1983 is amended
3 by changing Sections 1.17, 1.70, 1.80, 2.10, 9.05, 9.20, 12.20,
4 12.35, 12.45, 13.15, 13.45, 13.50, 13.60, 13.70, 14.01, 14.05,
5 14.15, 14.20, 14.25, 14.30, 14.35, 15.05, 15.50, 15.85, 15.90,
6 15.97, and 16.05 and the heading of Article 15 as follows:

7 (805 ILCS 5/1.17) (from Ch. 32, par. 1.17)

8 Sec. 1.17. Petition for refund or adjustment of license
9 fee, ~~franchise tax~~, penalty, or interest.

10 (a) Any domestic corporation or foreign corporation having
11 authority to transact business in this State may petition the
12 Secretary of State for a refund or adjustment of license fee,
13 ~~franchise tax~~, penalty, or interest claimed to have been
14 erroneously paid or claimed to be payable, subject however to
15 the following limitations:

16 (1) No refund shall be made unless a petition for such
17 shall have been filed in accordance with Section 1.10 of
18 this Act within three years after the amount to be refunded
19 was paid;

20 (2) No adjustment of any license fee, ~~franchise tax~~,
21 penalty, or interest shall be made unless a petition for
22 such shall have been made within three years after the
23 amount to be adjusted should have been paid;

24 (3) If the refund or adjustment claimed is based upon

1 an instrument filed with the Secretary of State which
2 contained a misstatement of fact, typographical error,
3 error of transcription or other error or defect, no refund
4 or adjustment of any license fee, ~~franchise tax~~, penalty,
5 or interest shall be made unless a statement of correction
6 has been filed in accordance with Section 1.15 of this Act.

7 (b) The petition for refund or adjustment shall be executed
8 in accordance with Section 1.10 of this Act and shall set
9 forth:

10 (1) The name of the corporation and the state or
11 country under the laws of which it is organized.

12 (2) The amount and nature of the claim.

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

15 (4) Any other information required by rule.

16 (c) If the Secretary of State determines that any license
17 fee, ~~franchise tax~~, penalty, or interest is incorrect, in whole
18 or in part, he or she shall adjust the amount to be paid or
19 shall refund to the corporation any amount paid in excess of
20 the proper amount; provided, however, that no refund shall be
21 made for an amount less than \$200 and any refund in excess of
22 that amount shall be reduced by \$200, and provided further,
23 that such refund shall be made without payment of interest.

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

25 (805 ILCS 5/1.70) (from Ch. 32, par. 1.70)

1 Sec. 1.70. Miscellaneous applications.

2 (a) Application to existing corporations organized under
3 general laws. The provisions of this Act shall apply to all
4 existing corporations, including public utility corporations,
5 organized under any general law of this State providing for the
6 organization of corporations for a purpose or purposes for
7 which a corporation might be organized under this Act.

8 (b) Application to existing corporations organized under
9 special Acts. All corporations, including public utility
10 corporations, heretofore organized for profit under any
11 special law of this State, for a purpose or purposes for which
12 a corporation might be organized under this Act, shall be
13 entitled to the rights, privileges, immunities, and franchises
14 provided by this Act.

15 (c) Application of Act to domestic railroad corporations.
16 Corporations organized under the laws of this State for the
17 purpose of operating any railroad in this State shall be
18 subject to the following provisions of this Act regardless of
19 whether or not such corporations have been reincorporated under
20 provisions of this Act:

21 (1) Section 3.10(m), relating to the donations for the
22 public welfare or for charitable, scientific, religious or
23 educational purposes.

24 (2) Sections 12.05, 12.10, 12.15, 12.20, 12.25 and
25 12.30, relating to voluntary dissolution.

26 (3) Sections 12.35, 12.40, 12.45 and 12.50(a),

1 relating to administrative or judicial dissolution.

2 (4) Section 12.80 relating to survival of remedy after
3 dissolution.

4 (5) Sections 14.05 and 14.10 relating to annual report
5 of domestic corporations.

6 (6) Section 14.20 relating to reports of domestic
7 corporations with respect to issuance of shares.

8 (7) Sections 16.50 and 16.10 relating to penalties for
9 failure to file reports.

10 (8) Sections 1.05, 1.10, 1.20, 1.25, 1.35, 1.40, 1.45,
11 7.10, 7.20, 8.45, 15.05, 15.10, 15.15, 15.20, 15.25, 15.30,
12 ~~15.35, 15.40, 15.45,~~ 15.50, ~~15.80~~ and 15.85 relating to
13 fees for filing documents and issuing certificates,
14 license fees, ~~franchise taxes,~~ and miscellaneous charges
15 payable by domestic corporations, waiver of notice, action
16 by shareholders, and or informal action by directors,
17 appeal from Secretary of State, receipt in evidence of
18 certificates and certified copies of certain document
19 forms, and powers of Secretary of State.

20 Corporations organized under the provisions of this Act, or
21 which were organized under the provisions of any other general
22 or special laws of this State and later reincorporated under
23 the provisions of this Act, for the purpose of operating any
24 railroad in this State, shall be entitled to the rights,
25 privileges, immunities, and franchises provided by this Act and
26 shall be in all respects governed by this Act unless otherwise

1 specified herein.

2 (d) Application to co-operative associations. Any
3 corporation organized under any general or special law of this
4 State as a co-operative association shall be entitled to the
5 benefits of this Act and shall be subject to all the provisions
6 hereof, in so far as they are not in conflict with the general
7 law or special Act under which it was organized, upon the
8 holders of two-thirds of its outstanding shares having voted to
9 accept the benefits of this Act and to be subject to all the
10 provisions hereof, except in so far as they may be in conflict
11 with the general or special law under which it was organized,
12 and the filing in the office of the Secretary of State of a
13 certificate setting forth such fact. Such certificate shall be
14 executed by such co-operative association by its president or
15 vice-president, and verified by him or her, attested by its
16 secretary or an assistant secretary. The notice of the meeting
17 at which such vote is taken, which may be either an annual or a
18 special meeting of shareholders, shall set forth that a vote
19 will be taken at such meeting on the acceptance by such
20 co-operative association of the provisions of this Act.

21 (e) Application of Act in certain cases. Nothing contained
22 in this Act shall be held or construed to:

23 (1) Authorize or permit the Illinois Central Railroad
24 Company to sell the railway constructed under its charter
25 approved February 10, 1851, or to mortgage the same except
26 subject to the rights of the State under its contract with

1 said company, contained in its said charter, or to dissolve
2 its corporate existence, or to relieve itself or its
3 corporate property from its obligations to the State, under
4 the provisions of said charter; nor shall anything herein
5 contained be so construed as to in any manner relieve or
6 discharge any railroad company, organized under the laws of
7 this State, from the duties or obligations imposed by
8 virtue of any statute now in force or hereafter enacted.

9 (2) Alter, modify, release, or impair the rights of
10 this State as now reserved to it in any railroad charter
11 heretofore granted, or to affect in any way the rights or
12 obligations of any railroad company derived from or imposed
13 by such charter.

14 (3) Alter, modify, or repeal any of the provisions of
15 the Public Utilities Act. The term "public utility" or
16 "public utilities" as used in this Act shall be the same as
17 defined in the Public Utilities Act.

18 (f) Application of Act to foreign and interstate commerce.
19 The provisions of this Act shall apply to commerce with foreign
20 nations and among the several states only in so far as the same
21 may be permitted under the provisions of the Constitution of
22 the United States.

23 (g) Requirement before incorporation of trust company.
24 Articles of incorporation for the organization of a corporation
25 for the purpose of accepting and executing trusts shall not be
26 filed by the Secretary of State until there is delivered to him

1 or her a statement executed by the Commissioner of Banks and
2 Real Estate that the incorporators of the corporation have made
3 arrangements with the Commissioner of Banks and Real Estate to
4 comply with the Corporate Fiduciary Act.

5 (h) Application of certain existing acts. Corporations
6 organized under the laws of this State for the purpose of
7 accepting and executing trusts shall be subject to the
8 provisions of the Corporate Fiduciary Act.

9 Corporations organized for the purpose of building,
10 operating, and maintaining within this State any levee, canal,
11 or tunnel for agricultural, mining, or sanitary purposes, shall
12 be subject to the provisions of the Corporation Canal
13 Construction Act.

14 In any profession or occupation licensed by the Illinois
15 Department of Agriculture, the Department may, in determining
16 financial ratios and allowable assets, disregard notes and
17 accounts receivable to the corporate licensee from its officers
18 or directors or a parent or subsidiary corporation of such
19 licensee or any receivable owing to a licensee corporation from
20 an unincorporated division of the licensee or any share
21 subscription right owing to a corporation from its
22 shareholders.

23 (Source: P.A. 96-1121, eff. 1-1-11.)

24 (805 ILCS 5/1.80) (from Ch. 32, par. 1.80)

25 Sec. 1.80. Definitions. As used in this Act, unless the

1 context otherwise requires, the words and phrases defined in
2 this Section shall have the meanings set forth herein.

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

6 (b) "Foreign corporation" means a corporation for profit
7 organized under laws other than the laws of this State, but
8 shall not include a banking corporation organized under the
9 laws of another state or of the United States, a foreign
10 banking corporation organized under the laws of a country other
11 than the United States and holding a certificate of authority
12 from the Commissioner of Banks and Real Estate issued pursuant
13 to the Foreign Banking Office Act, or a banking corporation
14 holding a license from the Commissioner of Banks and Real
15 Estate issued pursuant to the Foreign Bank Representative
16 Office Act.

17 (c) "Articles of incorporation" means the original
18 articles of incorporation, including the articles of
19 incorporation of a new corporation set forth in the articles of
20 consolidation, and all amendments thereto, whether evidenced
21 by articles of amendment, articles of merger, articles of
22 exchange, statement of correction affecting articles,
23 resolution establishing series of shares or a statement of
24 cancellation under Section 9.05. Restated articles of
25 incorporation shall supersede the original articles of
26 incorporation and all amendments thereto prior to the effective

1 date of filing the articles of amendment incorporating the
2 restated articles of incorporation.

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

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

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

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

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

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

25 (j) "Paid-in capital" means the sum of the cash and other
26 consideration received, less expenses, including commissions,

1 paid or incurred by the corporation, in connection with the
2 issuance of shares, plus any cash and other consideration
3 contributed to the corporation by or on behalf of its
4 shareholders, plus amounts added or transferred to paid-in
5 capital by action of the board of directors or shareholders
6 pursuant to a share dividend, share split, or otherwise, minus
7 reductions as provided elsewhere in this Act. Irrespective of
8 the manner of designation thereof by the laws under which a
9 foreign corporation is or may be organized, paid-in capital of
10 a foreign corporation shall be determined on the same basis and
11 in the same manner as paid-in capital of a domestic
12 corporation, for the purpose of computing license fees,
13 ~~franchise taxes~~ and other charges imposed by this Act.

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

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

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

1 business.

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

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

7 (2) the date of filing the application for authority
8 prescribed by Section 13.15 of this Act, in the case of a
9 foreign corporation; or

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

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

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

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

1 the next occurrence of the extended filing month.

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

5 (s) "Close corporation" means a corporation organized
6 under or electing to be subject to Article 2A of this Act, the
7 articles of incorporation of which contain the provisions
8 required by Section 2.10, and either the corporation's articles
9 of incorporation or an agreement entered into by all of its
10 shareholders provide that all of the issued shares of each
11 class shall be subject to one or more of the restrictions on
12 transfer set forth in Section 6.55 of this Act.

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

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

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

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

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

26 (w) "Taxable period" means that 12-month period commencing

1 with the first day of the second month preceding the
2 corporation's anniversary month in the preceding year and prior
3 to the first day of the second month immediately preceding its
4 anniversary month in the current year, except that, in the case
5 of a corporation that has established an extended filing month,
6 "taxable period" means that 12-month period ending with the
7 last day of its fiscal year immediately preceding the extended
8 filing month. In the case of a newly formed domestic
9 corporation or a newly registered foreign corporation that had
10 not commenced transacting business in this State prior to
11 obtaining authority, "taxable period" means that period
12 commencing with the filing of the articles of incorporation or,
13 in the case of a foreign corporation, of filing of the
14 application for authority, and prior to the first day of the
15 second month immediately preceding its anniversary month in the
16 next succeeding year.

17 (x) "Treasury shares" mean (1) shares of a corporation that
18 have been issued, have been subsequently acquired by and belong
19 to the corporation, and have not been cancelled or restored to
20 the status of authorized but unissued shares and (2) shares (i)
21 declared and paid as a share dividend on the shares referred to
22 in clause (1) or this clause (2), or (ii) issued in a share
23 split of the shares referred to in clause (1) or this clause
24 (2). Treasury shares shall be deemed to be "issued" shares but
25 not "outstanding" shares. Treasury shares may not be voted,
26 directly or indirectly, at any meeting or otherwise. Shares

1 converted into or exchanged for other shares of the corporation
2 shall not be deemed to be treasury shares.

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

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

6 (805 ILCS 5/2.10) (from Ch. 32, par. 2.10)

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

10 (a) The articles of incorporation must set forth:

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

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

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

20 (4) the name and address of each incorporator;

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

23 (6) the number and class of shares which the
24 corporation proposes to issue without further report to the
25 Secretary of State, and the consideration to be received,

1 less expenses, including commissions, paid or incurred in
2 connection with the issuance of shares, by the corporation
3 therefor. If shares of more than one class are to be
4 issued, the consideration for shares of each class shall be
5 separately stated;

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

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

19 (b) The articles of incorporation may set forth:

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

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

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

26 (ii) defining, limiting, and regulating the

1 rights, powers and duties of the corporation, its
2 officers, directors and shareholders;

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

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

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

24 (3) a provision eliminating or limiting the personal
25 liability of a director to the corporation or its
26 shareholders for monetary damages for breach of fiduciary

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

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

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

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

19 (e) (Blank) ~~If the data to which reference is made in~~
20 ~~subparagraph (iv) of paragraph (2) of subsection (b) of this~~
21 ~~Section is not included in the articles of incorporation, the~~
22 ~~franchise tax provided for in this Act shall be computed on the~~
23 ~~basis of the entire paid-in capital as set forth pursuant to~~
24 ~~paragraph (6) of subsection (a) of this Section, until such~~
25 ~~time as the data to which reference is made in subparagraph~~
26 ~~(iv) of paragraph (2) of subsection (b) is provided in~~

1 ~~accordance with either Section 14.05 or Section 14.25 of this~~
2 ~~Act.~~

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

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

7 (805 ILCS 5/9.05) (from Ch. 32, par. 9.05)

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

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

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

15 (c) A corporation shall file a report under Section 14.25
16 of this Act in the case of its acquisition of its own shares
17 that occurs either prior to January 1, 1991 or on or prior to
18 the last day of the third month immediately preceding the
19 corporation's anniversary month in 1991. A corporation shall
20 file a report under Section 14.30 of this Act in the case of
21 its acquisition and cancellation of its own shares that occurs
22 after both December 31, 1990 and the last day of such third
23 month. However, if the articles of incorporation provide that
24 the number of authorized shares is reduced by an acquisition
25 and cancellation of shares, then the corporation shall, within

1 60 days after the date of acquisition, execute and file in
2 duplicate in accordance with Section 1.10 of this Act, a
3 statement of cancellation which sets forth:

4 (1) The name of the corporation.

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

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

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

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

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

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

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

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

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

17 (e) (Blank) ~~Until the report required by subsection (c) of~~
18 ~~this Section, or the report required by Section 14.25 or~~
19 ~~Section 14.30 of this Act reporting a reduction in paid in~~
20 ~~capital, shall have been filed in the office of the Secretary~~
21 ~~of State, the basis of the annual franchise tax payable by the~~
22 ~~corporation shall not be reduced, provided, however, in no~~
23 ~~event shall the annual franchise tax for any taxable year be~~
24 ~~reduced if such report is not filed prior to the first day of~~
25 ~~the anniversary month or, in the case of a corporation which~~
26 ~~has established an extended filing month, the extended filing~~

1 ~~month of that taxable year and before payment of its annual~~
2 ~~franchise tax.~~

3 (Source: P.A. 94-605, eff. 1-1-06.)

4 (805 ILCS 5/9.20)

5 Sec. 9.20. Reduction of paid-in capital.

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

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

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

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

22 (c) (Blank) ~~Until the report under Section 14.30 has been~~
23 ~~filed in the Office of the Secretary of State showing a~~
24 ~~reduction in paid-in capital, the basis of the annual franchise~~
25 ~~tax payable by the corporation shall not be reduced; provided,~~

1 ~~however, that in no event shall the annual franchise tax for~~
2 ~~any taxable year be reduced if the report is not filed prior to~~
3 ~~the first day of the anniversary month or, in the case of a~~
4 ~~corporation that has established an extended filing month, the~~
5 ~~extended filing month of the corporation of that taxable year~~
6 ~~and before payment of its annual franchise tax.~~

7 (d) A corporation that reduced its paid-in capital after
8 December 31, 1986 by one or more of the methods described in
9 subsection (a) may report the reduction pursuant to Section
10 14.30, subject to the restrictions of subsections (b) and (c)
11 of this Section.

12 (e) Nothing in this Section shall be construed to forbid
13 any reduction in paid-in capital to be effected under Section
14 9.05 of this Act.

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

20 (Source: P.A. 94-605, eff. 1-1-06.)

21 (805 ILCS 5/12.20) (from Ch. 32, par. 12.20)

22 Sec. 12.20. Articles of dissolution.

23 (a) When a voluntary dissolution has been authorized as
24 provided by this Act, articles of dissolution shall be executed
25 and filed in duplicate in accordance with Section 1.10 of this

1 Act and shall set forth:

2 (1) The name of the corporation.

3 (2) The date dissolution was authorized.

4 (3) A post-office address to which may be mailed a copy
5 of any process against the corporation that may be served
6 on the Secretary of State.

7 (4) A statement of the aggregate number of issued
8 shares of the corporation itemized by classes and series,
9 if any, within a class, as of the date of execution.

10 (5) A statement of the amount of paid-in capital of the
11 corporation as of the date of execution.

12 (6) Such additional information as may be necessary or
13 appropriate in order to determine any unpaid fees ~~or~~
14 ~~franchise taxes~~ payable by such corporation as in this Act
15 prescribed or any unpaid franchise taxes payable by such
16 corporation under the law in effect prior to the effective
17 date of this amendatory Act of the 99th General Assembly.

18 (7) Where dissolution is authorized pursuant to
19 Section 12.05, a statement that a majority of incorporators
20 or majority of directors, as the case may be, have
21 consented to the dissolution and that all provisions of
22 Section 12.05 have been complied with.

23 (8) Where dissolution is authorized pursuant to
24 Section 12.10, a statement that the holders of all the
25 outstanding shares entitled to vote on dissolution have
26 consented thereto.

1 (9) Where dissolution is authorized pursuant to
2 Section 12.15, a statement that a resolution proposing
3 dissolution has been adopted at a meeting of shareholders
4 by the affirmative vote of the holders of outstanding
5 shares having not less than the minimum number of votes
6 necessary to adopt such resolution as provided by the
7 articles of incorporation.

8 (b) When the provisions of this Section have been complied
9 with, the Secretary of State shall file the articles of
10 dissolution.

11 (c) The dissolution is effective on the date of the filing
12 of the articles thereof by the Secretary of State.

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

14 (805 ILCS 5/12.35) (from Ch. 32, par. 12.35)

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

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

25 (b) it has failed to file in the office of the Secretary of

1 State any report after the expiration of the period prescribed
2 in this Act for filing such report;

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

5 (d) it has misrepresented any material matter in any
6 application, report, affidavit, or other document filed by the
7 corporation pursuant to this Act;

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

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

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

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

24 (Source: P.A. 92-33, eff. 7-1-01; 93-59, eff. 7-1-03.)

25 (805 ILCS 5/12.45) (from Ch. 32, par. 12.45)

1 (Text of Section before amendment by P.A. 98-776)

2 Sec. 12.45. Reinstatement following administrative
3 dissolution.

4 (a) A domestic corporation administratively dissolved
5 under Section 12.40 may be reinstated by the Secretary of State
6 following the date of issuance of the certificate of
7 dissolution upon:

8 (1) The filing of an application for reinstatement.

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

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

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

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

20 (2) If such name is not available for use as determined
21 by the Secretary of State at the time of filing the
22 application for reinstatement, the name of the corporation
23 as changed, provided however, and any change of name is
24 properly effected pursuant to Section 10.05 and Section
25 10.30 of this Act.

26 (3) The date of the issuance of the certificate of

1 dissolution.

2 (4) The address, including street and number, or rural
3 route number of the registered office of the corporation
4 upon reinstatement thereof, and the name of its registered
5 agent at such address upon the reinstatement of the
6 corporation, provided however, that any change from either
7 the registered office or the registered agent at the time
8 of dissolution is properly reported pursuant to Section
9 5.10 of this Act.

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

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

22 (Source: P.A. 96-328, eff. 8-11-09.)

23 (Text of Section after amendment by P.A. 98-776)

24 Sec. 12.45. Reinstatement following administrative
25 dissolution.

1 (a) A domestic corporation administratively dissolved
2 under Section 12.40 may be reinstated by the Secretary of State
3 following the date of issuance of the certificate of
4 dissolution upon:

5 (1) The filing of an application for reinstatement.

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

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

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

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

17 (2) If such name is not available for use as determined
18 by the Secretary of State at the time of filing the
19 application for reinstatement, the name of the corporation
20 as changed, provided however, and any change of name is
21 properly effected pursuant to Section 10.05 and Section
22 10.30 of this Act.

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

25 (4) The address, including street and number, or rural
26 route number of the registered office of the corporation

1 upon reinstatement thereof, and the name of its registered
2 agent at such address upon the reinstatement of the
3 corporation, provided however, that any change from either
4 the registered office or the registered agent at the time
5 of dissolution is properly reported pursuant to Section
6 5.10 of this Act.

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

10 (d) Upon the filing of the application for reinstatement,
11 the corporate existence for all purposes shall be deemed to
12 have continued without interruption from the date of the
13 issuance of the certificate of dissolution, and the corporation
14 shall stand revived with such powers, duties and obligations as
15 if it had not been dissolved; and all acts and proceedings of
16 its shareholders, directors, officers, employees, and agents,
17 acting or purporting to act in that capacity, and which would
18 have been legal and valid but for such dissolution, shall stand
19 ratified and confirmed.

20 (e) Without limiting the generality of subsection (d), upon
21 the filing of the application for reinstatement, no
22 shareholder, director, or officer shall be personally liable,
23 under Section 8.65 of this Act or otherwise, for the debts and
24 liabilities of the corporation incurred during the period of
25 administrative dissolution by reason of the fact that the
26 corporation was administratively dissolved at the time the

1 debts or liabilities were incurred.

2 (Source: P.A. 98-776, eff. 1-1-15.)

3 (805 ILCS 5/13.15) (from Ch. 32, par. 13.15)

4 Sec. 13.15. Application for authority.

5 (a) A foreign corporation, in order to procure authority to
6 transact business in this State, shall execute and file in
7 duplicate an application therefor, in accordance with Section
8 1.10 of this Act, and shall also file a copy of its articles of
9 incorporation and all amendments thereto, duly authenticated
10 by the proper officer of the state or country wherein it is
11 incorporated. Such application shall set forth:

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

16 (2) The date of its incorporation and the period of its
17 duration.

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

20 (4) The address, including street and number, if any,
21 of its proposed registered office in this State, and the
22 name of its proposed registered agent in this State at such
23 address.

24 (5) (Blank.)

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

1 which it proposes to pursue in the transaction of business
2 in this State.

3 (7) The names and respective addresses, including
4 street and number, or rural route number, of its directors
5 and officers.

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

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

12 (10) A statement of the amount of paid-in capital of
13 the corporation, as defined in this Act.

14 (11) An estimate, expressed in dollars, of the value of
15 all the property to be owned by it for the following year,
16 wherever located, and an estimate of the value of the
17 property to be located within this State during such year,
18 and an estimate, expressed in dollars, of the gross amount
19 of business which will be transacted by it during such year
20 and an estimate of the gross amount thereof which will be
21 transacted by it at or from places of business in this
22 State during such year.

23 (12) In the case of telegraph, telephone, cable,
24 railroad, or pipe line corporations, the total length of
25 such telephone, telegraph, cable, railroad, or pipe line
26 and the length of the line located in this State, and the

1 total value of such line and the value of such line in this
2 State.

3 (13) Such additional information as may be necessary or
4 appropriate in order to enable the Secretary of State to
5 determine whether such corporation is entitled to be
6 granted authority to transact business in this State and to
7 determine and assess the ~~franchise taxes,~~ fees, and charges
8 payable as in this Act prescribed.

9 (b) Such application shall be made on forms prescribed and
10 furnished by the Secretary of State.

11 (c) When the provisions of this Section have been complied
12 with, the Secretary of State shall file the application for
13 authority.

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

15 (805 ILCS 5/13.45) (from Ch. 32, par. 13.45)

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

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

24 (1) that no proportion of its issued shares is, on
25 the date of the application, represented by business

1 transacted or property located in this State;

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

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

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

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

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

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

23 (8) such additional information as may be
24 necessary or appropriate in order to enable the
25 Secretary of State to determine and assess any unpaid
26 fees ~~or franchise taxes~~ payable by the foreign

1 corporation as prescribed in this Act or any unpaid
2 franchise taxes payable by such corporation under the
3 law in effect prior to the effective date of this
4 amendatory Act of the 99th General Assembly; or

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

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

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

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

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

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

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

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

8 (805 ILCS 5/13.50) (from Ch. 32, par. 13.50)

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

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

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

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

25 (d) Upon the failure of the corporation to keep on file in

1 the office of the Secretary of State duly authenticated copies
2 of each amendment to its articles of incorporation.

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

5 (f) (Blank).

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

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

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

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

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

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

26 (m) When the Secretary of State receives a copy of a

1 memorandum of judgment relating to a judgment entered for money
2 owed to a unit of local government or school district, together
3 with a statement filed by its attorney that the judgment has
4 not been satisfied and that no appeal has been filed.

5 (Source: P.A. 95-515, eff. 8-28-07; 96-1121, eff. 1-1-11.)

6 (805 ILCS 5/13.60) (from Ch. 32, par. 13.60)

7 Sec. 13.60. Reinstatement following revocation.

8 (a) A foreign corporation revoked under Section 13.55 may
9 be reinstated by the Secretary of State following the date of
10 issuance of the certificate of revocation upon:

11 (1) The filing of an application for reinstatement.

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

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

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

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

23 (2) If such name is not available for use as determined
24 by the Secretary of State at the time of filing the
25 application for reinstatement, the name of the corporation

1 as changed; provided, however, that any change of name is
2 properly effected pursuant to Section 13.30 and Section
3 13.40 of this Act.

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

6 (4) The address, including street and number, or rural
7 route number, of the registered office of the corporation
8 upon reinstatement thereof, and the name of its registered
9 agent at such address upon the reinstatement of the
10 corporation; provided, however, that any change from
11 either the registered office or the registered agent at the
12 time of revocation is properly reported pursuant to Section
13 5.10 of this Act.

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

17 (d) Upon the filing of the application for reinstatement,
18 the authority of the corporation to transact business in this
19 State shall be deemed to have continued without interruption
20 from the date of the issuance of the certificate of revocation,
21 and the corporation shall stand revived as if its authority had
22 not been revoked; and all acts and proceedings of its officers,
23 directors and shareholders, acting or purporting to act as
24 such, which would have been legal and valid but for such
25 revocation, shall stand ratified and confirmed.

26 (Source: P.A. 94-605, eff. 1-1-06.)

1 (805 ILCS 5/13.70) (from Ch. 32, par. 13.70)

2 Sec. 13.70. Transacting business without authority.

3 (a) No foreign corporation transacting business in this
4 State without authority to do so is permitted to maintain a
5 civil action in any court of this State, until the corporation
6 obtains that authority. Nor shall a civil action be maintained
7 in any court of this State by any successor or assignee of the
8 corporation on any right, claim or demand arising out of the
9 transaction of business by the corporation in this State, until
10 authority to transact business in this State is obtained by the
11 corporation or by a corporation that has acquired all or
12 substantially all of its assets.

13 (b) The failure of a foreign corporation to obtain
14 authority to transact business in this State does not impair
15 the validity of any contract or act of the corporation, and
16 does not prevent the corporation from defending any action in
17 any court of this State.

18 (c) A foreign corporation that transacts business in this
19 State without authority is liable to this State, for the years
20 or parts thereof during which it transacted business in this
21 State without authority, in an amount equal to all fees,
22 ~~franchise taxes,~~ penalties, and other charges that would have
23 been imposed by this Act upon the corporation had it duly
24 applied for and received authority to transact business in this
25 State as required by this Act, ~~but failed to pay the franchise~~

1 ~~taxes that would have been computed thereon,~~ and thereafter
2 filed all reports required by this Act; and, if a corporation
3 fails to file an application for authority within 60 days after
4 it commences business in this State, in addition thereto it is
5 liable for a penalty of either 10% of the filing fee and ~~7~~
6 license fee ~~and franchise taxes~~ or \$200 plus \$5.00 for each
7 month or fraction thereof in which it has continued to transact
8 business in this State without authority therefor, whichever
9 penalty is greater. The Attorney General shall bring
10 proceedings to recover all amounts due this State under this
11 Section.

12 (d) The Attorney General shall bring an action to restrain
13 a foreign corporation from transacting business in this State,
14 if the authority of the foreign corporation to transact
15 business has been revoked under subsection (m) of Section 13.50
16 of this Act.

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

18 (805 ILCS 5/14.01) (from Ch. 32, par. 14.01)

19 Sec. 14.01. Statement of election to establish an extended
20 filing month.

21 (a) Each domestic corporation and each foreign corporation
22 authorized to transact business in this State, having reported
23 on its last annual report, or articles of incorporation in the
24 case of a domestic corporation, or application for certificate
25 of authority in the case of a foreign corporation, an amount

1 less than 100% of its paid-in capital represented in Illinois,
2 may make an irrevocable, one time election to establish an
3 extended filing month for the purpose of filing annual reports
4 for all subsequent taxable years by filing pursuant to Section
5 1.10 within the time prescribed by subsection (c) of this
6 Section, a statement setting forth:

7 (1) The name of the corporation.

8 (2) The file number of the corporation as assigned by
9 the Secretary of State.

10 (3) The state or country under whose laws it was
11 organized, the date of incorporation or the date of the
12 issuance of its certificate of authority, if a foreign
13 corporation.

14 (4) The date of the fiscal year end immediately
15 preceding this election.

16 (5) The extended filing month, which month may be any
17 month in 1991 or a subsequent year which is one of the 9
18 months consecutively following the end of the
19 corporation's fiscal year, except that such month may not
20 be one of the 2 months immediately preceding the
21 corporation's anniversary month.

22 Notwithstanding the foregoing, a corporation whose
23 fiscal year ends within the 2 months immediately preceding
24 its anniversary month may not elect an extended filing
25 month.

26 (b) The statement of election shall be accompanied by an

1 interim annual report which shall set forth, as of the date of
2 filing of the statement, all of the information required
3 pursuant to Section 14.05 of this Act to be included in the
4 annual report except that the information required by
5 subparagraph (h) of Section 14.05 shall be the amounts
6 represented in this State as disclosed by the preceding annual
7 report or if no annual report is on file, from information
8 contained in the articles of incorporation of a domestic
9 corporation or the application for certificate of authority in
10 the case of a foreign corporation.

11 (c) The statement of election and interim annual report
12 referred to in this Section, together with all fees, taxes and
13 charges as prescribed by this Act ~~and prorated in accordance~~
14 ~~with Section 15.45 or 15.75,~~ shall be delivered to the
15 Secretary of State within 60 days immediately preceding the
16 first day of the anniversary month of the corporation in 1991
17 or any subsequent year. Proof to the satisfaction of the
18 Secretary of State that prior to the first day of the
19 anniversary month of the corporation such statement of election
20 and interim annual report together with all fees, taxes and
21 charges as prescribed by this Act, were deposited in the United
22 States mail in a sealed envelope, properly addressed, with
23 postage prepaid, shall be deemed a compliance with this
24 requirement. If the Secretary of State finds that such
25 statement and reports conform to the requirements of this Act,
26 he or she shall file the same. If he or she finds that they do

1 not so conform, he or she shall promptly return the same to the
2 corporation for any necessary corrections, in which event the
3 penalties hereinafter prescribed for failure to file such
4 report within the time hereinabove provided shall not apply if
5 such statement, if applicable, and report are corrected to
6 conform to the requirements of this Act and returned to the
7 Secretary of State within 30 days of the date the report was
8 returned for corrections.

9 (d) Subsequent to the filing of the statement of election
10 and the interim annual report, the corporation shall file
11 within 60 days prior to the extended filing month a final
12 transition annual report reflecting the factual information
13 required by Section 14.05, and must pay the appropriate fees
14 ~~and franchise taxes~~ due, if any, or set forth the amount of any
15 overpayment to be credited against any other taxes applicable
16 under this Act which may thereafter be payable, in each case
17 based on any difference which may exist between its interim
18 annual report and its final transition annual report.
19 Compliance with this Section establishes a new reporting period
20 for documents required under Article 14 of this Act.

21 (Source: P.A. 86-985.)

22 (805 ILCS 5/14.05) (from Ch. 32, par. 14.05)

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

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

11 (a) The name of the corporation.

12 (b) The address, including street and number, or rural
13 route number, of its registered office in this State, and
14 the name of its registered agent at that address.

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

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

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

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

26 (g) A statement, expressed in dollars, of the amount of

1 paid-in capital of the corporation as defined in this Act.

2 (h) Either a statement that (1) all the property of the
3 corporation is located in this State and all of its
4 business is transacted at or from places of business in
5 this State, ~~or the corporation elects to pay the annual~~
6 ~~franchise tax on the basis of its entire paid in capital,~~
7 or (2) a statement, expressed in dollars, of the value of
8 all the property owned by the corporation, wherever
9 located, and the value of the property located within this
10 State, and a statement, expressed in dollars, of the gross
11 amount of business transacted by the corporation and the
12 gross amount thereof transacted by the corporation at or
13 from places of business in this State as of the close of
14 its fiscal year on or immediately preceding the last day of
15 the third month prior to the anniversary month or in the
16 case of a corporation which has established an extended
17 filing month, as of the close of its fiscal year on or
18 immediately preceding the last day of the third month prior
19 to the extended filing month; however, in the case of a
20 domestic corporation that has not completed its first
21 fiscal year, the statement with respect to property owned
22 shall be as of the last day of the third month preceding
23 the anniversary month and the statement with respect to
24 business transacted shall be furnished for the period
25 between the date of incorporation and the last day of the
26 third month preceding the anniversary month. In the case of

1 a foreign corporation that has not been authorized to
2 transact business in this State for a period of 12 months
3 and has not commenced transacting business prior to
4 obtaining authority, the statement with respect to
5 property owned shall be as of the last day of the third
6 month preceding the anniversary month and the statement
7 with respect to business transacted shall be furnished for
8 the period between the date of its authorization to
9 transact business in this State and the last day of the
10 third month preceding the anniversary month. If the data
11 referenced in item (2) of this subsection is not completed,
12 the franchise tax provided for in this Act shall be
13 computed on the basis of the entire paid-in capital.

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

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

23 The annual report shall be made on forms prescribed and
24 furnished by the Secretary of State, and the information
25 therein required by paragraphs (a) through (d), both inclusive,
26 of this Section, shall be given as of the date of the execution

1 of the annual report and the information therein required by
2 paragraphs (e), (f) and (g) of this Section shall be given as
3 of the last day of the third month preceding the anniversary
4 month, except that the information required by paragraphs (e),
5 (f) and (g) shall, in the case of a corporation which has
6 established an extended filing month, be given in its final
7 transition annual report and each subsequent annual report as
8 of the close of its fiscal year immediately preceding its
9 extended filing month. It shall be executed by the corporation
10 by its president, a vice-president, secretary, assistant
11 secretary, treasurer or other officer duly authorized by the
12 board of directors of the corporation to execute those reports,
13 and verified by him or her, or, if the corporation is in the
14 hands of a receiver or trustee, it shall be executed on behalf
15 of the corporation and verified by the receiver or trustee.

16 (Source: P.A. 92-16, eff. 6-28-01; 92-33, eff. 7-1-01; 93-59,
17 7-1-03.)

18 (805 ILCS 5/14.15) (from Ch. 32, par. 14.15)

19 Sec. 14.15. First report of issuance of shares. The
20 articles of incorporation of each domestic corporation shall be
21 deemed to be the first report of the issuance of shares of such
22 corporation. ~~For the purpose of determining the initial~~
23 ~~franchise tax of such corporation, and for the purpose of~~
24 ~~determining the annual franchise tax thereafter until the basis~~
25 ~~therefor is changed in a manner provided in this Act, but for~~

1 ~~no other purpose, the shares which the articles of~~
2 ~~incorporation state the corporation proposes to issue without~~
3 ~~further report to the Secretary of State shall be deemed to be~~
4 ~~issued at the date of the filing of such articles of~~
5 ~~incorporation. For such purposes, but for no other purpose, the~~
6 ~~consideration which the articles of incorporation state is to~~
7 ~~be received by the corporation therefor shall be deemed to have~~
8 ~~been received by the corporation for such shares.~~

9 (Source: P.A. 86-985.)

10 (805 ILCS 5/14.20) (from Ch. 32, par. 14.20)

11 Sec. 14.20. Reports of issuance of shares and increases in
12 paid-in capital.

13 (a) Each domestic corporation, and each foreign
14 corporation authorized to transact business in this State,
15 after: the issuance of any share not previously reported to the
16 Secretary of State as having been issued; an increase in the
17 amount of its paid-in capital without the issuance of shares;
18 an exchange or reclassification of its shares resulting in an
19 increase in the amount of its paid-in capital; or the issuance
20 of any shares of the acquiring corporation in a share exchange,
21 shall execute and file in accordance with Section 1.10 of this
22 Act, a report setting forth:

23 (1) The name of the corporation and the state or
24 country under the laws of which it is organized.

25 (2) A statement of the aggregate number of shares which

1 the corporation has authority to issue, itemized by
2 classes, and series, if any, within a class.

3 (3) A statement of the aggregate number of issued
4 shares as last reported to the Secretary of State in any
5 document required by this Act to be filed, other than an
6 annual report, itemized by classes and series, if any,
7 within a class.

8 (4) A statement, expressed in dollars, of the amount of
9 paid-in capital of the corporation as last reported to the
10 Secretary of State in any document required by this Act to
11 be filed, other than an annual report.

12 (5) A statement of the aggregate number of shares
13 issued by the corporation not theretofore reported to the
14 Secretary of State as having been issued, together with the
15 date or dates of the issuance thereof, and a statement,
16 expressed in dollars, of the value of the entire
17 consideration received, less expenses, including
18 commissions, paid or incurred in connection with the
19 issuance, for, or on account of, the issuance of the
20 shares, the statement to be itemized by classes, and
21 series, if any, within a class; and in the case of shares
22 issued as a share dividend, the amount added or transferred
23 to the paid-in capital of the corporation for, or on
24 account of, the issuance of the shares.

25 (6) A statement, expressed in dollars, of the amount
26 added or transferred to paid-in capital of the corporation

1 without the issuance of shares, together with the date or
2 dates on which the addition or transfer was made.

3 (7) In case of an exchange or reclassification of
4 issued shares resulting in an increase in the amount of
5 paid-in capital a statement of the date or dates on which
6 the exchange or reclassification was made and the manner in
7 which it was effected, and a statement, expressed in
8 dollars, of the amount added or transferred to the paid-in
9 capital of the corporation as a result thereof, except any
10 portion thereof reported under any other paragraph of this
11 subsection as a part of the consideration received by the
12 corporation for, or on account of, its issued shares.

13 (8) If the consideration received for the issuance of
14 any shares not theretofore reported as having been issued
15 consists of labor or services performed or of property,
16 other than cash, then a statement, expressed in dollars, of
17 the value of that consideration as fixed by the board of
18 directors.

19 (9) A statement of the aggregate number of issued
20 shares itemized by classes and series, if any, within a
21 class, after giving effect to the changes reported.

22 (10) A statement, expressed in dollars, of the amount
23 of paid-in capital of the corporation after giving effect
24 to the changes reported.

25 (b) In the case of issuances of shares or increases in
26 paid-in capital that occur either prior to January 1, 1991 or

1 on or prior to the last day of the third month immediately
2 preceding the corporation's anniversary month in 1991, the
3 report shall be filed within 60 days after the issuance or
4 increase. In the case of issuances of shares or increases that
5 occur after both December 31, 1990 and the last day of such
6 third month, the issuances or increases shall be reported under
7 Section 14.30 at the time required by that Section.

8 (c) No additional license fees ~~or franchise taxes~~ shall be
9 payable upon the filing of the report to the extent that
10 license fees ~~or franchise taxes~~ shall have been previously paid
11 by the corporation in respect of shares previously issued which
12 are being exchanged for the shares the issuance of which is
13 being reported, provided those facts are shown in the report.

14 (d) The report shall be made on forms prescribed and
15 furnished by the Secretary of State.

16 (Source: P.A. 86-985; 86-1217.)

17 (805 ILCS 5/14.25) (from Ch. 32, par. 14.25)

18 Sec. 14.25. Report following merger or cancellation of
19 shares/reduction in paid-in capital.

20 (a) Each domestic corporation and each foreign corporation
21 authorized to transact business in this State that is a party
22 to a statutory merger and is the surviving corporation, or that
23 effects the cancellation of its shares, or that effects a
24 reduction in its paid-in capital in connection with the
25 cancellation of its shares, as permitted by this Act, and does

1 not report that event to the Secretary of State by any other
2 report required by this Act to be filed; and each domestic
3 corporation that is the new corporation in a consolidation,
4 shall execute and file, in accordance with Section 1.10 of this
5 Act, a report setting forth:

6 (1) The name of the corporation and the state or
7 country under the laws of which it is organized.

8 (2) A statement of the event.

9 (3) A statement of the aggregate number of issued
10 shares of the corporation as last reported to the Secretary
11 of State in any document required to be filed by this Act,
12 other than an annual report, itemized by classes and
13 series, if any, within a class.

14 (4) A statement of the aggregate number of issued
15 shares of the corporation after giving effect to the
16 change, itemized by classes, and series, if any, within a
17 class.

18 (5) A statement, expressed in dollars, of the amount of
19 paid-in capital of the corporation as last reported to the
20 Secretary of State in any document required to be filed by
21 this Act, other than an annual report, interim annual
22 report or final transition annual report.

23 (6) A statement, expressed in dollars, of the amount of
24 paid-in capital of the corporation after giving effect to
25 the change.

26 (7) In case of a statutory merger, an estimate,

1 expressed in dollars, of the value of all property to be
2 owned by it for the following year, wherever located, and
3 an estimate of the value of the property to be located
4 within this State during that year, and an estimate,
5 expressed in dollars, of the gross amount of business which
6 will be transacted by it during that year and an estimate
7 of the gross amount thereof which will be transacted by it
8 at or from places of business in this State during that
9 year.

10 (b) In the case of a statutory merger, consolidation,
11 cancellation of shares, or reduction in paid-in capital that
12 occurs either prior to January 1, 1991 or on or prior to the
13 last day of the third month immediately preceding the
14 corporation's anniversary month in 1991, the report shall be
15 filed within 60 days after that event. In the case of a
16 cancellation of shares or reduction in paid-in capital that
17 occurs after both December 31, 1990 and the last day of the
18 third month immediately preceding the corporation's
19 anniversary month in 1991, the event shall be reported under
20 Section 14.30 at the time required by that Section and not
21 under this Section In the case of a statutory merger or
22 consolidation that occurs after both December 31, 1990 and the
23 last day of the third month immediately preceding the
24 corporation's anniversary month in 1991, the event shall be
25 reported under Section 14.35 at the time required by that
26 Section and not under this Section.

1 (c) The report shall be made on forms prescribed and
2 furnished by the Secretary of State.

3 (d) (Blank) ~~Until the report shall have been filed in the~~
4 ~~office of the Secretary of State, the basis of the annual~~
5 ~~franchise tax payable by the corporation shall not be reduced;~~
6 ~~provided, however, in no event shall the annual franchise tax~~
7 ~~for any taxable year be reduced if the report is not filed~~
8 ~~prior to the first day of the anniversary month or the extended~~
9 ~~filing month of the corporation of that taxable year and before~~
10 ~~payment of its annual franchise tax.~~

11 (Source: P.A. 86-985; 86-1217.)

12 (805 ILCS 5/14.30) (from Ch. 32, par. 14.30)

13 Sec. 14.30. Cumulative report of changes in issued shares
14 or paid-in capital.

15 (a) Each domestic corporation and each foreign corporation
16 authorized to transact business in this State that effects any
17 change in the number of issued shares or the amount of paid-in
18 capital that has not theretofore been reported in any report
19 other than an annual report, interim annual report, or final
20 transition annual report, shall execute and file, in accordance
21 with Section 1.10 of this Act, a report with respect to the
22 changes in its issued shares or paid-in capital:

23 (1) that have occurred subsequent to the last day of
24 the third month preceding its anniversary month in the
25 preceding year and prior to the first day of the second

1 month immediately preceding its anniversary month in the
2 current year; or

3 (2) in the case of a corporation that has established
4 an extended filing month, that have occurred during its
5 fiscal year; or

6 (3) in the case of a statutory merger or consolidation
7 or an amendment to the corporation's articles of
8 incorporation that affects the number of issued shares or
9 the amount of paid-in capital, that have occurred between
10 the last day of the third month immediately preceding its
11 anniversary month and the date of the merger,
12 consolidation, or amendment or, in the case of a
13 corporation that has established an extended filing month,
14 that have occurred between the first day of its fiscal year
15 and the date of the merger, consolidation, or amendment; or

16 (4) in the case of a statutory merger or consolidation
17 or an amendment to the corporation's articles of
18 incorporation that affects the number of issued shares or
19 the amount of paid-in capital, that have occurred between
20 the date of the merger, consolidation, or amendment (but
21 not including the merger, consolidation, or amendment) and
22 the first day of the second month immediately preceding its
23 anniversary month in the current year, or in the case of a
24 corporation that has established an extended filing month,
25 that have occurred between the date of the merger,
26 consolidation or amendment (but not including the merger,

1 consolidation or amendment) and the last day of its fiscal
2 year.

3 (b) The corporation shall file the report required under
4 subsection (a) not later than (i) the time its annual report is
5 required to be filed in 1992 and in each subsequent year and
6 (ii) not later than the time of filing the articles of merger,
7 consolidation, or amendment to the articles of incorporation
8 that affects the number of issued shares or the amount of
9 paid-in capital of a domestic corporation or the certified copy
10 of merger of a foreign corporation.

11 (c) The report shall net decreases against increases that
12 occur during the same taxable period. The report shall set
13 forth:

14 (1) The name of the corporation and the state or
15 country under the laws of which it is organized.

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

19 (3) A statement of the aggregate number of issued
20 shares as last reported to the Secretary of State in any
21 document required or permitted by this Act to be filed,
22 other than an annual report, interim annual report or final
23 transition annual report, itemized by classes and series,
24 if any, within a class.

25 (4) A statement, expressed in dollars, of the amount of
26 paid-in capital of the corporation as last reported to the

1 Secretary of State in any document required or permitted by
2 this Act to be filed, other than an annual report, interim
3 annual report or final transition annual report.

4 (5) A statement, if applicable, of the aggregate number
5 of shares issued by the corporation not theretofore
6 reported to the Secretary of State as having been issued,
7 and a statement, expressed in dollars, of the value of the
8 entire consideration received, less expenses, including
9 commissions, paid or incurred in connection with the
10 issuance, for, or on account of, the issuance of the
11 shares, itemized by classes, and series, if any, within a
12 class; and in the case of shares issued as a share
13 dividend, the amount added or transferred to the paid-in
14 capital of the corporation for, or on account of, the
15 issuance of the shares; provided, however, that the report
16 shall also include the date of each issuance made prior to
17 the current reporting period, and the number of issued
18 shares and consideration received in each case.

19 (6) A statement, if applicable, expressed in dollars,
20 of the amount added or transferred to paid-in capital of
21 the corporation without the issuance of shares; provided,
22 however, that the report shall also include the date of
23 each increase made prior to the current reporting period,
24 and the consideration received in each case.

25 (7) In case of an exchange or reclassification of
26 issued shares resulting in an increase in the amount of

1 paid-in capital, a statement of the manner in which it was
2 effected, and a statement, expressed in dollars, of the
3 amount added or transferred to the paid-in capital of the
4 corporation as a result thereof, except any portion thereof
5 reported under any other subsection of this Section as a
6 part of the consideration received by the corporation for,
7 or on account of, its issued shares; provided, however,
8 that the report shall also include the date of each
9 exchange or reclassification made prior to the current
10 reporting period and the consideration received in each
11 case.

12 (8) If the consideration received for the issuance of
13 any shares not theretofore reported as having been issued
14 consists of labor or services performed or of property,
15 other than cash, then a statement, expressed in dollars, of
16 the value of that consideration as fixed by the board of
17 directors.

18 (9) In the case of a cancellation of shares or a
19 reduction in paid-in capital made pursuant to Section 9.20,
20 the aggregate reduction in paid-in capital; provided,
21 however, that the report shall also include the date of
22 each reduction made prior to the current reporting period.

23 (10) A statement of the aggregate number of issued
24 shares itemized by classes and series, if any, within a
25 class, after giving effect to the changes reported.

26 (11) A statement, expressed in dollars, of the amount

1 of paid-in capital of the corporation after giving effect
2 to the changes reported.

3 (d) No additional license fees ~~or franchise taxes~~ shall be
4 payable upon the filing of the report to the extent that
5 license fees ~~or franchise taxes~~ shall have been previously paid
6 by the corporation in respect of shares previously issued which
7 are being exchanged for the shares the issuance of which is
8 being reported, provided those facts are shown in the report.

9 (e) The report shall be made on forms prescribed and
10 furnished by the Secretary of State.

11 (f) (Blank) ~~Until the report under this Section or a report~~
12 ~~under Section 14.25 shall have been filed in the Office of the~~
13 ~~Secretary of State showing a reduction in paid-in capital, the~~
14 ~~basis of the annual franchise tax payable by the corporation~~
15 ~~shall not be reduced, provided, however, in no event shall the~~
16 ~~annual franchise tax for any taxable year be reduced if the~~
17 ~~report is not filed prior to the first day of the anniversary~~
18 ~~month or, in the case of a corporation which has established an~~
19 ~~extended filing month, the extended filing month of the~~
20 ~~corporation of that taxable year and before payment of its~~
21 ~~annual franchise tax.~~

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

23 (805 ILCS 5/14.35) (from Ch. 32, par. 14.35)

24 Sec. 14.35. Report following merger or consolidation.

25 (a) Whenever a domestic corporation or a foreign

1 corporation authorized to transact business in this State is
2 the surviving corporation in a statutory merger or whenever a
3 domestic corporation is the new corporation in a consolidation,
4 it shall, within 60 days after the effective date of the event,
5 if the effective date occurs after both December 31, 1990 and
6 the last day of the third month immediately preceding its
7 anniversary month in 1991, execute and file in accordance with
8 Section 1.10 of this Act, a report setting forth:

9 (1) The name of the corporation and the state or
10 country under the laws of which it is organized.

11 (2) A description of the merger or consolidation.

12 (3) A statement itemized by classes and series, if any,
13 within a class of the aggregate number of issued shares of
14 the corporation as last reported to the Secretary of State
15 in any document required to be filed by this Act, other
16 than an annual report, interim annual report, or final
17 transition annual report.

18 (4) A statement itemized by classes and series, if any,
19 within a class of the aggregate number of issued shares of
20 the corporation after giving effect to the change.

21 (5) A statement, expressed in dollars, of the amount of
22 paid-in capital of the corporation as last reported to the
23 Secretary of State in any document required to be filed by
24 this Act, other than an annual report, interim annual
25 report, or final transition annual report.

26 (6) A statement, expressed in dollars, of the amount of

1 paid-in capital of the corporation after giving effect to
2 the merger or consolidation, which amount, except as
3 provided in subsection (f) of Section 9.20 of this Act,
4 must be at least equal to the sum of the paid-in capital
5 amounts of the merged or consolidated corporations before
6 the event.

7 (7) Additional information concerning each of the
8 constituent corporations that was a party to a merger or
9 consolidation as may be necessary or appropriate to verify
10 the proper amount of fees ~~and franchise taxes~~ payable by
11 the corporation.

12 (b) The report shall be made on forms prescribed and
13 furnished by the Secretary of State.

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

15 (805 ILCS 5/Art. 15 heading)

16 ARTICLE 15. FEES, ~~FRANCHISE TAXES~~ AND CHARGES

17 (805 ILCS 5/15.05) (from Ch. 32, par. 15.05)

18 Sec. 15.05. Fees, ~~franchise taxes~~, and charges to be
19 collected by Secretary of State. The Secretary of State shall
20 charge and collect in accordance with the provisions of this
21 Act:

22 (a) Fees for filing documents.

23 (b) License fees.

24 (c) (Blank) ~~Franchise taxes~~.

1 (d) Miscellaneous charges.

2 (e) Fees for filing annual reports.

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

4 (805 ILCS 5/15.50) (from Ch. 32, par. 15.50)

5 Sec. 15.50. License fees payable by foreign corporations.

6 For the privilege of exercising its authority to transact
7 business in this State as set out in its application therefor
8 or any amendment thereto, the Secretary of State shall charge
9 and collect from each foreign corporation the following license
10 fees, computed on the basis and at the rates prescribed in this
11 Act:

12 (a) An initial license fee at the time of filing its
13 application for authority to transact business in this State
14 whenever the application indicates the corporation commenced
15 transacting business prior to January 1, 1991.

16 (b) Except as otherwise provided in paragraph (e) of this
17 Section, an additional license fee at the time of filing (1) a
18 report of the issuance of additional shares, or (2) a report of
19 an increase in paid-in capital without the issuance of shares,
20 or (3) a report of cumulative changes in paid-in capital or of
21 an exchange or reclassification of shares, whenever the report
22 discloses an increase in the amount represented in this State
23 of its paid-in capital over the greatest amount thereof
24 theretofore reported in any document required by this Act to be
25 filed in the office of the Secretary of State.

1 (c) Except as otherwise provided in paragraph (e) of this
2 Section, whenever the corporation shall be a party to a
3 statutory merger and shall be the surviving corporation, an
4 additional license fee at the time of filing its report
5 following merger, if the report discloses that the amount
6 represented in this State of its paid-in capital immediately
7 after the merger is greater than the aggregate of the amounts
8 represented in this State of the paid-in capital of all of the
9 merged corporations.

10 (d) Except as otherwise provided in paragraph (e) of this
11 Section, an additional license fee payable ~~with the annual~~
12 ~~franchise tax~~ each year in which the corporation is required by
13 this Act to file an annual report whenever the report discloses
14 an increase in the amount represented in this State of its
15 paid-in capital over the amount previously determined to be
16 represented in this State in accordance with the provisions of
17 this Act.

18 (e) The additional license fee referred to in paragraphs
19 (b), (c) and (d) of this Section shall not be payable with
20 respect to issuances of shares or increases in paid-in capital
21 that occur subsequent to both December 31, 1990 and the last
22 day of the third month immediately preceding the anniversary
23 month of a foreign corporation in 1991 or to an increase in the
24 amount represented in this State of its paid-in capital over
25 the amount previously determined to be represented in this
26 State in accordance with the provisions of this Act.

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

2 (805 ILCS 5/15.85) (from Ch. 32, par. 15.85)

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

4 (a) The Secretary of State shall not file any articles,
5 statements, certificates, reports, applications, notices, or
6 other papers relating to any corporation, domestic or foreign,
7 organized under or subject to the provisions of this Act until
8 all fees, franchise taxes payable by the corporation under the
9 law in effect prior to the effective date of this amendatory
10 Act of the 99th General Assembly, and charges provided to be
11 paid in connection therewith shall have been paid to him or
12 her, or while the corporation is in default in the payment of
13 any fees, franchise taxes payable by the corporation under the
14 law in effect prior to the effective date of this amendatory
15 Act of the 99th General Assembly, charges, penalties, or
16 interest herein provided to be paid by or assessed against it,
17 or when the Illinois Department of Revenue has given notice
18 that the corporation is in default in the filing of a return or
19 the payment of any final assessment of tax, penalty or interest
20 as required by any tax Act administered by the Department.

21 (b) The Secretary of State shall not file, with respect to
22 any domestic or foreign corporation, any document required or
23 permitted to be filed by this Act, which has an effective date
24 other than the date of filing until there has been paid by such
25 corporation to the Secretary of State all fees, taxes and

1 charges due and payable on or before said effective date.

2 (c) No corporation required to pay a franchise tax under
3 the law in effect prior to the effective date of this
4 amendatory Act of the 99th General Assembly, license fee,
5 penalty, or interest under this Act shall maintain any civil
6 action until all such franchise taxes, license fees, penalties,
7 and interest have been paid in full.

8 (d) The Secretary of State shall, from information received
9 from the Illinois Commerce Commission, compile and keep a list
10 of all domestic and foreign corporations which are regulated
11 pursuant to the provisions of "An Act concerning public
12 utilities", approved June 29, 1921, and Chapter 18 of "The
13 Illinois Vehicle Code", approved September 29, 1969, and which
14 hold, as a prerequisite for doing business in this State, any
15 franchise, license, permit or right to engage in any business
16 regulated by such Acts.

17 (e) Within 10 days after any such corporation fails to pay
18 a ~~franchise tax~~, license fee, penalty, or interest required
19 under this Act, the Secretary shall, by written notice, so
20 advise the Secretary of the Illinois Commerce Commission.

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

22 (805 ILCS 5/15.90) (from Ch. 32, par. 15.90)

23 Sec. 15.90. Statute of limitations.

24 (a) Except as otherwise provided in this Section and
25 notwithstanding anything to the contrary contained in any other

1 Section of this Act, no domestic corporation or foreign
2 corporation shall be obligated to pay any annual franchise tax
3 payable by the corporation under the law in effect prior to the
4 effective date of this amendatory Act of the 99th General
5 Assembly, or any~~r~~ fee, ~~or~~ penalty~~,~~ or interest thereon imposed
6 under this Act, nor shall any administrative or judicial
7 sanction (including dissolution) be imposed or enforced nor
8 access to the courts of this State be denied based upon
9 nonpayment thereof more than 7 years after the date of filing
10 the annual report with respect to the period during which the
11 obligation for the tax, fee, penalty~~,~~ or interest arose, unless
12 (1) within that 7 year period the Secretary of State sends a
13 written notice to the corporation to the effect that (A)
14 administrative or judicial action to dissolve the corporation
15 or revoke its authority for nonpayment of a tax, fee, penalty~~,~~
16 or interest has been commenced; or (B) the corporation has
17 submitted a report but has failed to pay a tax, fee, penalty~~,~~
18 or interest required to be paid therewith; or (C) a report with
19 respect to an event or action giving rise to an obligation to
20 pay a tax, fee, penalty~~,~~ or interest is required but has not
21 been filed, or has been filed and is in error or incomplete; or
22 (2) the annual report by the corporation was filed with
23 fraudulent intent to evade taxes payable under the law in
24 effect prior to the effective date of this amendatory Act of
25 the 99th General Assembly ~~this Act~~. A corporation nonetheless
26 shall be required to pay all taxes that would have been payable

1 during the most recent 7 year period due to a previously
2 unreported increase in paid-in capital that occurred prior to
3 that 7 year period and interest and penalties thereon for that
4 period, except that, from February 1, 2008 through March 15,
5 2008, with respect to any corporation that participates in the
6 Franchise Tax and License Fee Amnesty Act of 2007, the
7 corporation shall be only required to pay all taxes that would
8 have been payable during the most recent 4 year period due to a
9 previously unreported increase in paid-in capital that
10 occurred prior to that 7 year period.

11 (b) If within 2 years following a change in control of a
12 corporation the corporation voluntarily pays in good faith all
13 known obligations of the corporation imposed by this Article 15
14 with respect to reports that were required to have been filed
15 since the beginning of the 7 year period ending on the
16 effective date of the change in control, no action shall be
17 taken to enforce or collect obligations of that corporation
18 imposed by this Article 15 with respect to reports that were
19 required to have been filed prior to that 7 year period
20 regardless of whether the limitation period set forth in
21 subsection (a) is otherwise applicable. For purposes of this
22 subsection (b), a change in control means a transaction, or a
23 series of transactions consummated within a period of 180
24 consecutive days, as a result of which a person which owned
25 less than 10% of the shares having the power to elect directors
26 of the corporation acquires shares such that the person becomes

1 the holder of 80% or more of the shares having such power. For
2 purposes of this subsection (b) a person means any natural
3 person, corporation, partnership, trust or other entity
4 together with all other persons controlled by, controlling or
5 under common control with such person.

6 (c) Except as otherwise provided in this Section and
7 notwithstanding anything to the contrary contained in any other
8 Section of this Act, no foreign corporation that has not
9 previously obtained authority under this Act shall, upon
10 voluntary application for authority filed with the Secretary of
11 State prior to January 1, 2001, be obligated to pay any tax
12 payable under the law in effect prior to the effective date of
13 this amendatory Act of the 99th General Assembly, or fee,
14 penalty, or interest imposed under this Act, nor shall any
15 administrative or judicial sanction be imposed or enforced
16 based upon nonpayment thereof with respect to a period during
17 which the obligation arose that is prior to January 1, 1993
18 unless (1) prior to receipt of the application for authority
19 the Secretary of State had sent written notice to the
20 corporation regarding its failure to obtain an application for
21 authority, (2) the corporation had submitted an application for
22 authority previously but had failed to pay any tax, fee,
23 penalty, or interest to be paid therewith, or (3) the
24 application for authority was submitted by the corporation with
25 fraudulent intent to evade taxes payable under the law in
26 effect prior to the effective date of this amendatory Act of

1 ~~the 99th General Assembly this Act.~~ A corporation nonetheless
2 shall be required to pay all taxes payable under the law in
3 effect prior to the effective date of this amendatory Act of
4 the 99th General Assembly and fees due under this Act that
5 would have been payable since January 1, 1993 as a result of
6 commencing the transaction of its business in this State and
7 interest thereon for that period.

8 (Source: P.A. 95-233, eff. 8-16-07; 95-707, eff. 1-11-08;
9 96-66, eff. 1-1-10.)

10 (805 ILCS 5/15.97) (from Ch. 32, par. 15.97)

11 Sec. 15.97. Corporate Franchise Tax Refund Fund.

12 (a) ~~From Beginning~~ July 1, 1993 through the day before the
13 effective date of this amendatory Act of the 99th General
14 Assembly, a percentage of the amounts collected under Sections
15 15.35, 15.45, 15.65, and 15.75 (now repealed) of this Act shall
16 be deposited into the Corporate Franchise Tax Refund Fund, a
17 special Fund hereby created in the State treasury. ~~From July 1,~~
18 ~~1993, until December 31, 1994, there shall be deposited into~~
19 ~~the Fund 3% of the amounts received under those Sections.~~
20 ~~Beginning January 1, 1995, and for each fiscal year beginning~~
21 ~~thereafter, 2% of the amounts collected under those Sections~~
22 ~~during the preceding fiscal year shall be deposited into the~~
23 ~~Fund.~~

24 (b) Beginning on the effective date of this amendatory Act
25 of the 99th General Assembly July 1, 1993, moneys in the Fund

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

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

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

20 (805 ILCS 5/16.05) (from Ch. 32, par. 16.05)

21 Sec. 16.05. Penalties and interest imposed upon
22 corporations.

23 (a) (Blank) ~~Each corporation, domestic or foreign, that~~
24 ~~fails or refuses to file any annual report or report of~~
25 ~~cumulative changes in paid in capital and pay any franchise tax~~

1 ~~due pursuant to the report prior to the first day of its~~
2 ~~anniversary month or, in the case of a corporation which has~~
3 ~~established an extended filing month, the extended filing month~~
4 ~~of the corporation shall pay a penalty of 10% of the amount of~~
5 ~~any delinquent franchise tax due for the report. From February~~
6 ~~1, 2008 through March 15, 2008, no penalty shall be imposed~~
7 ~~with respect to any amount of delinquent franchise tax paid~~
8 ~~pursuant to the Franchise Tax and License Fee Amnesty Act of~~
9 ~~2007.~~

10 (b) Each corporation, domestic or foreign, that fails or
11 refuses to file a report of issuance of shares or increase in
12 paid-in capital within the time prescribed by this Act is
13 subject to a penalty on any obligation occurring prior to
14 January 1, 1991, and interest on those obligations on or after
15 January 1, 1991, for each calendar month or part of month that
16 it is delinquent in the amount of 2% of the amount of license
17 fees ~~and franchise taxes~~ provided by this Act and franchise
18 taxes provided under the law in effect prior to the effective
19 date of this amendatory Act of the 99th General Assembly to be
20 paid on account of the issuance of shares or increase in
21 paid-in capital. From February 1, 2008 through March 15, 2008,
22 no penalty shall be imposed, or interest charged, with respect
23 to any amount of delinquent license fees and franchise taxes
24 paid pursuant to the Franchise Tax and License Fee Amnesty Act
25 of 2007.

26 (c) Each corporation, domestic or foreign, that fails or

1 refuses to file a report of cumulative changes in paid-in
2 capital or report following merger within the time prescribed
3 by this Act is subject to interest on or after January 1, 1992,
4 for each calendar month or part of month that it is delinquent,
5 in the amount of 2% of the amount of franchise taxes provided
6 under the law in effect prior to the effective date of this
7 amendatory Act of the 99th General Assembly ~~by this Act~~ to be
8 paid on account of the issuance of shares or increase in
9 paid-in capital disclosed on the report of cumulative changes
10 in paid-in capital or report following merger, or \$1, whichever
11 is greater. From February 1, 2008 through March 15, 2008, no
12 interest shall be charged with respect to any amount of
13 delinquent franchise tax paid pursuant to the Franchise Tax and
14 License Fee Amnesty Act of 2007.

15 (d) If the annual franchise tax, or the supplemental annual
16 franchise tax for any 12-month period commencing July 1, 1968,
17 or July 1 of any subsequent year through June 30, 1983,
18 assessed in accordance with this Act, is not paid by July 31,
19 it is delinquent, and there is added a penalty prior to January
20 1, 1991, and interest on and after January 1, 1991, of 2% for
21 each month or part of month that it is delinquent commencing
22 with the month of August, or \$1, whichever is greater. From
23 February 1, 2008 through March 15, 2008, no penalty shall be
24 imposed, or interest charged, with respect to any amount of
25 delinquent franchise taxes paid pursuant to the Franchise Tax
26 and License Fee Amnesty Act of 2007.

1 (e) If the supplemental annual franchise tax assessed in
2 accordance with the provisions of this Act for the 12-month
3 period commencing July 1, 1967, is not paid by September 30,
4 1967, it is delinquent, and there is added a penalty prior to
5 January 1, 1991, and interest on and after January 1, 1991, of
6 2% for each month or part of month that it is delinquent
7 commencing with the month of October, 1967. From February 1,
8 2008 through March 15, 2008, no penalty shall be imposed, or
9 interest charged, with respect to any amount of delinquent
10 franchise taxes paid pursuant to the Franchise Tax and License
11 Fee Amnesty Act of 2007.

12 (f) If any annual franchise tax for any period from
13 ~~beginning on or after~~ July 1, 1983 through the day before the
14 effective date of this amendatory Act of the 99th General
15 Assembly, is not paid by the time period herein prescribed, it
16 is delinquent and there is added a penalty prior to January 1,
17 1991, and interest on and after January 1, 1991, of 2% for each
18 month or part of a month that it is delinquent commencing with
19 the anniversary month or in the case of a corporation that has
20 established an extended filing month, the extended filing
21 month, or \$1, whichever is greater. From February 1, 2008
22 through March 15, 2008, no penalty shall be imposed, or
23 interest charged, with respect to any amount of delinquent
24 franchise taxes paid pursuant to the Franchise Tax and License
25 Fee Amnesty Act of 2007.

26 (g) Any corporation, domestic or foreign, failing to pay

1 the prescribed fee for assumed corporate name renewal when due
2 and payable shall be given notice of nonpayment by the
3 Secretary of State by regular mail; and if the fee together
4 with a penalty fee of \$5 is not paid within 90 days after the
5 notice is mailed, the right to use the assumed name shall
6 cease.

7 (h) Any corporation which (i) puts forth any sign or
8 advertisement, assuming any name other than that by which it is
9 incorporated or otherwise authorized by law to act or (ii)
10 violates Section 3.25, shall be guilty of a Class C misdemeanor
11 and shall be deemed guilty of an additional offense for each
12 day it shall continue to so offend.

13 (i) Each corporation, domestic or foreign, that fails or
14 refuses (1) to answer truthfully and fully within the time
15 prescribed by this Act interrogatories propounded by the
16 Secretary of State in accordance with this Act or (2) to
17 perform any other act required by this Act to be performed by
18 the corporation, is guilty of a Class C misdemeanor.

19 (j) Each corporation that fails or refuses to file articles
20 of revocation of dissolution within the time prescribed by this
21 Act is subject to a penalty for each calendar month or part of
22 the month that it is delinquent in the amount of \$50.

23 (Source: P.A. 95-233, eff. 8-16-07; 95-707, eff. 1-11-08;
24 96-1121, eff. 1-1-11.)

1 (805 ILCS 5/15.40 rep.)

2 (805 ILCS 5/15.45 rep.)

3 (805 ILCS 5/15.65 rep.)

4 (805 ILCS 5/15.70 rep.)

5 (805 ILCS 5/15.75 rep.)

6 (805 ILCS 5/15.80 rep.)

7 Section 25. The Business Corporation Act of 1983 is amended
8 by repealing Sections 15.35, 15.40, 15.45, 15.65, 15.70, 15.75,
9 and 15.80.

10 Section 99. Effective date. This Act takes effect upon
11 becoming law.

1

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2

Statutes amended in order of appearance

3	220 ILCS 5/4-204	from Ch. 111 2/3, par. 4-204
4	310 ILCS 5/4	from Ch. 67 1/2, par. 154
5	625 ILCS 5/18a-200	from Ch. 95 1/2, par. 18a-200
6	625 ILCS 5/18c-1704	from Ch. 95 1/2, par. 18c-1704
7	805 ILCS 5/1.17	from Ch. 32, par. 1.17
8	805 ILCS 5/1.70	from Ch. 32, par. 1.70
9	805 ILCS 5/1.80	from Ch. 32, par. 1.80
10	805 ILCS 5/2.10	from Ch. 32, par. 2.10
11	805 ILCS 5/9.05	from Ch. 32, par. 9.05
12	805 ILCS 5/9.20	
13	805 ILCS 5/12.20	from Ch. 32, par. 12.20
14	805 ILCS 5/12.35	from Ch. 32, par. 12.35
15	805 ILCS 5/12.45	from Ch. 32, par. 12.45
16	805 ILCS 5/13.15	from Ch. 32, par. 13.15
17	805 ILCS 5/13.45	from Ch. 32, par. 13.45
18	805 ILCS 5/13.50	from Ch. 32, par. 13.50
19	805 ILCS 5/13.60	from Ch. 32, par. 13.60
20	805 ILCS 5/13.70	from Ch. 32, par. 13.70
21	805 ILCS 5/14.01	from Ch. 32, par. 14.01
22	805 ILCS 5/14.05	from Ch. 32, par. 14.05
23	805 ILCS 5/14.15	from Ch. 32, par. 14.15
24	805 ILCS 5/14.20	from Ch. 32, par. 14.20
25	805 ILCS 5/14.25	from Ch. 32, par. 14.25

1	805 ILCS 5/14.30	from Ch. 32, par. 14.30
2	805 ILCS 5/14.35	from Ch. 32, par. 14.35
3	805 ILCS 5/Art. 15 heading	
4	805 ILCS 5/15.05	from Ch. 32, par. 15.05
5	805 ILCS 5/15.50	from Ch. 32, par. 15.50
6	805 ILCS 5/15.85	from Ch. 32, par. 15.85
7	805 ILCS 5/15.90	from Ch. 32, par. 15.90
8	805 ILCS 5/15.97	from Ch. 32, par. 15.97
9	805 ILCS 5/16.05	from Ch. 32, par. 16.05
10	805 ILCS 5/15.35 rep.	
11	805 ILCS 5/15.40 rep.	
12	805 ILCS 5/15.45 rep.	
13	805 ILCS 5/15.65 rep.	
14	805 ILCS 5/15.70 rep.	
15	805 ILCS 5/15.75 rep.	
16	805 ILCS 5/15.80 rep.	