



104TH GENERAL ASSEMBLY

State of Illinois

2025 and 2026

SB2650

Introduced 4/11/2025, by Sen. Michael W. Halpin

SYNOPSIS AS INTRODUCED:

805 ILCS 5/5.05	from Ch. 32, par. 5.05
805 ILCS 105/114.05	from Ch. 32, par. 114.05
805 ILCS 180/5-5	

Amends the Business Corporation Act of 1983, the General Not For Profit Corporation Act of 1986, and the Limited Liability Company Act. Provides that a corporation may use a registered office as the corporation's principal office if: (1) the registered agent maintains the name and residential address of all of the corporation's board members and officers at the registered office or another secure location accessible to the principal office; (2) the registered agent agrees to share the information described with the Secretary of State upon written demand; and (3) the registered agent makes a written agreement with the corporation to comply with the requirements of the provision.

LRB104 13165 SPS 25300 b

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 Business Corporation Act of 1983 is amended
5 by changing Section 5.05 as follows:

6 (805 ILCS 5/5.05) (from Ch. 32, par. 5.05)

7 Sec. 5.05. Registered office and registered agent.

8 (a) Each domestic corporation and each foreign corporation
9 having authority to transact business in this State shall have
10 and continuously maintain in this State:

11 (1) ~~(a)~~ A registered office which may be, but need not
12 be, the same as its place of business in this State.

13 (2) ~~(b)~~ A registered agent, which agent may be either
14 an individual, resident in this State, whose business
15 office is identical with such registered office, or a
16 domestic or foreign corporation, limited liability
17 company, limited partnership, or limited liability
18 partnership authorized to transact business in this State
19 that is authorized by its statement of purpose to act as
20 such agent, having a business office identical with such
21 registered office.

22 (3) ~~(c)~~ The address, including street and number, or
23 rural route number, of the initial registered office, and

1 the name of the initial registered agent of each
2 corporation organized under this Act shall be stated in
3 its articles of incorporation; and of each foreign
4 corporation shall be stated in its application for
5 authority to transact business in this State.

6 (b) A corporation may use a registered office as the
7 corporation's principle office if:

8 (1) the registered agent maintains the name and
9 residential address of all of the corporation's board
10 members and officers at the registered office or another
11 secure location accessible to the registered agent;

12 (2) the registered agent agrees to share the
13 information described in paragraph (1) with the Secretary
14 of State upon written demand; and

15 (3) the registered agent makes a written agreement
16 with the corporation to comply with the requirements of
17 paragraphs (1) and (2).

18 (c) In the event of dissolution of a corporation, either
19 voluntary, administrative, or judicial, the registered agent
20 and the registered office of the corporation on record with
21 the Secretary of State on the date of the issuance of the
22 certificate or judgment of dissolution shall be an agent of
23 the corporation upon whom claims can be served or service of
24 process can be had during the 5-year, post-dissolution period
25 provided in Section 12.80 of this Act, unless such agent
26 resigns or the corporation properly reports a change of

1 registered office or registered agent.

2 In the event of revocation of the authority of a foreign
3 corporation to transact business in this State, the registered
4 agent and the registered office of the corporation on record
5 with the Secretary of State on the date of the issuance of the
6 certificate of revocation shall be an agent of the corporation
7 upon whom claims can be served or service of process can be
8 had, unless such agent resigns.

9 (Source: P.A. 96-988, eff. 7-2-10; 97-333, eff. 8-12-11.)

10 Section 10. The General Not For Profit Corporation Act of
11 1986 is amended by changing Section 114.05 as follows:

12 (805 ILCS 105/114.05) (from Ch. 32, par. 114.05)

13 Sec. 114.05. Annual report of domestic or foreign
14 corporation.

15 ~~(a) Annual report of domestic or foreign corporation.~~ Each
16 domestic corporation organized under this Act, and each
17 foreign corporation authorized to conduct affairs in this
18 State, shall file, within the time prescribed by this Act, an
19 annual report setting forth:

20 (1) ~~(a)~~ The name of the corporation.

21 (2) ~~(b)~~ The address, including street and number, or
22 rural route number, of its registered office in this
23 State, and the name of its registered agent at such
24 address.

1 (3) ~~(e)~~ The address, including street and number, or
2 rural route number, of its principal office.

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

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

10 (6) ~~(f)~~ Whether the corporation is a Condominium
11 Association as established under the Condominium Property
12 Act, a Cooperative Housing Corporation defined in Section
13 216 of the Internal Revenue Code of 1954 or a Homeowner
14 Association which administers a common-interest community
15 as defined in subsection (c) of Section 9-102 of the Code
16 of Civil Procedure.

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

21 Such annual report shall be made on forms prescribed and
22 furnished by the Secretary of State, and the information
23 therein required by paragraphs (1) to (4) ~~subsections (a) to~~
24 ~~(d)~~, both inclusive, of this Section, shall be given as of the
25 date of the execution of the annual report. It shall be
26 executed by the corporation by any authorized officer and

1 verified by him or her, or, if the corporation is in the hands
2 of a receiver or trustee, it shall be executed on behalf of the
3 corporation and verified by such receiver or trustee.

4 (b) A corporation may use a registered office as the
5 corporation's principal office if:

6 (1) the registered agent maintains the name and
7 residential address of all of the corporation's board
8 members and officers at the registered office or another
9 secure location accessible to the registered agent;

10 (2) the registered agent agrees to share the
11 information described in paragraph (1) with the Secretary
12 of State upon written demand; and

13 (3) the registered agent makes a written agreement
14 with the corporation to comply with the requirements of
15 paragraphs (1) and (2).

16 (Source: P.A. 101-578, eff. 8-26-19.)

17 Section 15. The Limited Liability Company Act is amended
18 by changing Section 5-5 as follows:

19 (805 ILCS 180/5-5)

20 Sec. 5-5. Articles of organization.

21 (a) The articles of organization shall set forth all of
22 the following:

23 (1) The name of the limited liability company and the
24 address of its principal place of business which may, but

1 need not be a place of business in this State.

2 (2) The purposes for which the limited liability
3 company is organized, which may be stated to be, or to
4 include, the transaction of any or all lawful businesses
5 for which limited liability companies may be organized
6 under this Act.

7 (3) The name of its registered agent and the address
8 of its registered office.

9 (4) A confirmation that the limited liability company
10 complies with the requirement in subsection (b) of Section
11 5-1 that the company has one or more members at the time of
12 filing or, if the filing is to be effective on a later
13 date, that the company will have one or more members on the
14 date the filing is to be effective.

15 (5) The name and business address of all of the
16 managers and any member having the authority of a manager.

17 (5.5) The duration of the limited liability company,
18 which shall be perpetual unless otherwise stated.

19 (6) (Blank).

20 (7) The name and address of each organizer.

21 (8) Any other provision, not inconsistent with law,
22 that the members elect to set out in the articles of
23 organization for the regulation of the internal affairs of
24 the limited liability company, including any provisions
25 that, under this Act, are required or permitted to be set
26 out in the operating agreement of the limited liability

1 company.

2 (b) A limited liability company is organized at the time
3 articles of organization are filed by the Secretary of State
4 or at any later time, not more than 60 days after the filing of
5 the articles of organization, specified in the articles of
6 organization.

7 (c) Articles of organization for the organization of a
8 limited liability company for the purpose of accepting and
9 executing trusts shall not be filed by the Secretary of State
10 until there is delivered to him or her a statement executed by
11 the Secretary of Financial and Professional Regulation or
12 successor State board, department, or agency having
13 jurisdiction over the regulation of trust companies that the
14 organizers of the limited liability company have made
15 arrangements with the Secretary of Financial and Professional
16 Regulation or successor State board, department, or agency
17 having jurisdiction over the regulation of trust companies to
18 comply with the Corporate Fiduciary Act.

19 (d) Articles of organization for the organization of a
20 limited liability company as a bank or a savings bank must be
21 filed with the Secretary of Financial and Professional
22 Regulation or successor State board, department, or agency
23 having jurisdiction over the regulation of banks or savings
24 banks or, if the bank or savings bank will be organized under
25 federal law, with the appropriate federal banking regulator.

26 (e) A limited liability company may use a registered

1 office as the limited liability company's principal place of
2 business if:

3 (1) the registered agent maintains the name and
4 residential address of all of the limited liability
5 company's board members and officers at the registered
6 office or another secure location accessible to the
7 registered agent;

8 (2) the registered agent agrees to share the
9 information described in paragraph (1) with the Secretary
10 of State upon written demand; and

11 (3) the registered agent makes a written agreement
12 with the limited liability company to comply with the
13 requirements of paragraphs (1) and (2).

14 (Source: P.A. 98-171, eff. 8-5-13; 99-227, eff. 8-3-15;
15 99-637, eff. 7-1-17.)