



104TH GENERAL ASSEMBLY

State of Illinois

2025 and 2026

SB2816

Introduced 1/13/2026, 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 an entity may use the registered office of its appointed registered agent as the entity's principal office if: (1) the entity attests that it has no physical location other than a residential address; (2) the registered agent maintaining the registered office consents to the use of the address as the entity's principal office; and (3) the entity provides the Secretary of State with the physical address of at least one officer or director, which shall not be made available to the public.

LRB104 16705 SPS 30110 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 the registered office of its
7 appointed registered agent as the corporation's principal
8 office if:

9 (1) the corporation attests that it has no physical
10 location other than a residential address;

11 (2) the registered agent maintaining the registered
12 office consents to the use of the address as the
13 corporation's principal office; and

14 (3) the corporation provides the Secretary of State
15 with the physical address of at least one officer or
16 director, which shall not be made available to the public.

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

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

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

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

11 (805 ILCS 105/114.05) (from Ch. 32, par. 114.05)

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

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

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

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

24 (3) ~~(c)~~ The address, including street and number, or

1 rural route number, of its principal office.

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

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

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

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

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

1 of a receiver or trustee, it shall be executed on behalf of the
2 corporation and verified by such receiver or trustee.

3 (b) A corporation may use the registered office of its
4 appointed registered agent as the corporation's principal
5 office if:

6 (1) the corporation attests that it has no physical
7 location other than a residential address;

8 (2) the registered agent maintaining the registered
9 office consents to the use of the address as the
10 corporation's principal office; and

11 (3) the corporation provides the Secretary of State
12 with the physical address of at least one officer or
13 director, which shall not be made available to the public.

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

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

17 (805 ILCS 180/5-5)

18 Sec. 5-5. Articles of organization.

19 (a) The articles of organization shall set forth all of
20 the following:

21 (1) The name of the limited liability company and the
22 address of its principal place of business which may, but
23 need not be a place of business in this State.

24 (2) The purposes for which the limited liability

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

5 (3) The name of its registered agent and the address
6 of its registered office.

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

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

15 (5.5) The duration of the limited liability company,
16 which shall be perpetual unless otherwise stated.

17 (6) (Blank).

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

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

26 (b) A limited liability company is organized at the time

1 articles of organization are filed by the Secretary of State
2 or at any later time, not more than 60 days after the filing of
3 the articles of organization, specified in the articles of
4 organization.

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

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

24 (e) A limited liability company may use the registered
25 office of its appointed registered agent as the limited
26 liability company's principal office if:

1 (1) the limited liability company attests that it has
2 no physical location other than a residential address;

3 (2) the registered agent maintaining the registered
4 office consents to the use of the address as the limited
5 liability company's principal office; and

6 (3) the corporation provides the Secretary of State
7 with the physical address of at least one officer or
8 director, which shall not be made available to the public.

9 (Source: P.A. 98-171, eff. 8-5-13; 99-227, eff. 8-3-15;
10 99-637, eff. 7-1-17.)