

SB3256



104TH GENERAL ASSEMBLY

State of Illinois

2025 and 2026

SB3256

Introduced 2/3/2026, by Sen. Laura M. Murphy

SYNOPSIS AS INTRODUCED:

805 ILCS 105/101.10

from Ch. 32, par. 101.10

Amends the General Not For Profit Corporation Act of 1986. In provisions concerning the execution of forms, provides that a filing with the Secretary of State that reflects a change in the composition of the corporation's directors or officers or a change of the corporation's registered agent, from its most recent filing with the Secretary of State, shall be signed by at least 3 of the corporation's directors or officers. Sets forth additional requirements.

LRB104 19227 SPS 32673 b

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 General Not For Profit Corporation Act of
5 1986 is amended by changing Section 101.10 as follows:

6 (805 ILCS 105/101.10) (from Ch. 32, par. 101.10)

7 Sec. 101.10. Forms, execution, acknowledgment and filing.

8 (a) All reports required by this Act to be filed in the
9 office of the Secretary of State shall be made on forms which
10 shall be prescribed and furnished by the Secretary of State.
11 Forms for all other documents to be filed in the office of the
12 Secretary of State shall be furnished by the Secretary of
13 State on request therefor, but the use thereof, unless
14 otherwise specifically prescribed in this Act, shall not be
15 mandatory.

16 (b) Whenever any provision of this Act specifically
17 requires any document to be executed by the corporation in
18 accordance with this Section, unless otherwise specifically
19 stated in this Act and subject to any additional provisions of
20 this Act, such document shall be executed, in ink, as follows:

21 (1) The articles of incorporation shall be signed by
22 the incorporator or incorporators.

23 (1.5) A filing with the Secretary of State that

1 reflects a change in the composition of the corporation's
2 directors or officers or a change of the corporation's
3 registered agent, from its most recent filing with the
4 Secretary of State, shall be signed by at least 3 of the
5 corporation's directors or officers. If no director or
6 officer previously listed in the corporation's most recent
7 filing with the Secretary of State signs the filing, then
8 the filing shall be accompanied by an acknowledgment made
9 before a person who is authorized by the law of the place
10 of execution to take acknowledgments of deeds and who, if
11 he or she has a seal of office, shall affix it to the
12 instrument.

13 (2) Except as provided in paragraphs (1) and (1.5),
14 all ~~All~~ other documents shall be signed:

15 (i) By the president, a vice-president, the
16 secretary, an assistant secretary, the treasurer, or
17 other officer duly authorized by the board of
18 directors of the corporation to execute the document
19 and verified by him or her; or

20 (ii) If it shall appear from the document that
21 there are no such officers, then by a majority of the
22 directors or by such directors as may be designated by
23 the board; or

24 (iii) If it shall appear from the document that
25 there are no such officers or directors, then by the
26 members, or such of them as may be designated by the

1 members at a lawful meeting; or

2 (iv) If the corporate assets are in the possession
3 of a receiver, trustee or other court-appointed
4 officer, then by the fiduciary or the majority of them
5 if there are more than one.

6 (c) The name of a person signing the document and the
7 capacity in which he or she signs shall be stated beneath or
8 opposite his or her signature.

9 (d) Whenever any provision of this Act requires any
10 document to be verified, such requirement is satisfied by
11 either:

12 (1) The formal acknowledgment by the person or one of
13 the persons signing the instrument that it is his or her
14 act and deed or the act and deed of the corporation, as the
15 case may be, and that the facts stated therein are true.
16 Such acknowledgment shall be made before a person who is
17 authorized by the law of the place of execution to take
18 acknowledgments of deeds and who, if he or she has a seal
19 of office, shall affix it to the instrument; or

20 (2) The signature, without more, of the person or
21 persons signing the instrument, in which case such
22 signature or signatures shall constitute the affirmation
23 or acknowledgment of the signatory, under penalties of
24 perjury, that the instrument is his or her act and deed or
25 the act and deed of the corporation, as the case may be,
26 and that the facts stated therein are true.

1 (e) Whenever any provision of this Act requires any
2 document to be filed with the Secretary of State or in
3 accordance with this Section, such requirement means that:

4 (1) The original signed document, and if in duplicate
5 as provided by this Act, one true copy, which may be
6 signed, or carbon or photocopy shall be delivered to the
7 office of the Secretary of State.

8 (2) All fees and charges authorized by law to be
9 collected by the Secretary of State in connection with the
10 filing of the document shall be tendered to the Secretary
11 of State.

12 (3) If the Secretary of State finds that the document
13 conforms to law, he or she shall, when all fees and charges
14 have been paid as in this Act prescribed:

15 (i) Endorse on the original and on the true copy,
16 if any, the word "filed" and the month, day and year
17 thereof;

18 (ii) File the original in his or her office;

19 (iii) (Blank); and

20 (iv) If the filing is in duplicate, he or she shall
21 return the copy to the corporation or its
22 representative.

23 (f) If another Section of this Act specifically prescribes
24 a manner of filing or executing a specified document which
25 differs from the corresponding provisions of this Section,
26 then the provisions of such other Section shall govern.

1 (Source: P.A. 99-608, eff. 7-22-16.)