



104TH GENERAL ASSEMBLY

State of Illinois

2025 and 2026

SB3609

Introduced 2/5/2026, by Sen. Ram Villivalam

SYNOPSIS AS INTRODUCED:

See Index

Amends the Trademark Registration and Protection Act. Provides that any mark and its registration under this Act may be voluntarily cancelled. Repeals provisions concerning infringement of Olympic marks. Amends the Business Corporation Act of 1983. Makes changes in provisions concerning definitions; procedures for revocation of authority; activities that do not constitute transacting business; and annual reports. Amends the General Not For Profit Corporation Act of 1986. Inserts provisions concerning reports of interim changes. Makes changes in provisions concerning the withdrawal of foreign corporations. Amends the Limited Liability Company Act. Inserts provisions concerning the production of abstracts of records; reinstatement following expiration; and grounds for judicial dissolution. Makes changes in provisions concerning company names; assumed names; articles of amendment; statements of termination; grounds for administrative dissolution; revocation; withdrawal; transactions of business without admission; and annual reports. Amends the Uniform Partnership Act (1997). Makes changes in provisions concerning fees. Amends the Uniform Limited Partnership Act (2001). Inserts provisions concerning reinstatement following duration expiration. Makes changes in provisions concerning definitions; assumed names; and amendments or restatements of certification.

LRB104 19448 SPS 32896 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 Trademark Registration and Protection Act
5 is amended by changing Section 35 as follows:

6 (765 ILCS 1036/35)

7 Sec. 35. Assignments, changes of name or address, l
8 voluntary cancellation and other instruments.

9 (a) Any mark and its registration under this Act shall be
10 assignable with the goodwill of the business in which the mark
11 is used, or with that part of the goodwill of the business
12 connected with the use of and symbolized by the mark.
13 Assignment shall be on a form furnished by the Secretary and
14 may be recorded with the Secretary upon the payment of a
15 recording fee of \$5 payable to the Secretary who, upon
16 recording of the assignment, shall issue in the name of the
17 assignee a new certificate for the remainder of the term of the
18 registration or of the last renewal thereof. An assignment of
19 any registration under this Act shall be void as against any
20 subsequent purchaser for valuable consideration without
21 notice, unless it is recorded with the Secretary within 3
22 months after the date thereof or prior to such subsequent
23 purchase.

1 (b) Any registrant or applicant effecting a change of the
2 name or address of the person to whom the mark was issued or
3 for whom an application was filed may record, on a form
4 furnished by the Secretary, a certificate of change of name or
5 address of the registrant or applicant with the Secretary upon
6 the payment of a recording fee of \$25 ~~\$5~~. The Secretary may
7 issue in the name of the assignee a certificate of
8 registration of an assigned application. The Secretary may
9 issue in the name of the assignee, a new certificate of
10 registration for the remainder of the term of the registration
11 or last renewal thereof.

12 (c) Other instruments which relate to a mark registered or
13 application pending pursuant to this Act, such as, by way of
14 example, licenses, security interests, or mortgages, may be
15 recorded in the discretion of the Secretary, provided that
16 instrument is in writing and duly executed.

17 (d) Acknowledgement shall be prima facie evidence of the
18 execution of an assignment or other instrument and when
19 recorded by the Secretary, the record shall be prima facie
20 evidence of execution.

21 (e) Any mark and its registration under this Act may be
22 voluntarily cancelled. Voluntary cancellation shall be on a
23 form furnished by the Secretary and may be recorded with the
24 Secretary upon the payment of a recording fee of \$25, payable
25 to the Secretary. The fee shall accompany the application for
26 cancellation of registration. A certificate of voluntary

1 cancellation shall be issued to the applicant.

2 (Source: P.A. 90-231, eff. 1-1-98.)

3 (765 ILCS 1036/62 rep.)

4 Section 10. The Trademark Registration and Protection Act
5 is amended by repealing Section 62.

6 Section 15. The Business Corporation Act of 1983 is
7 amended by changing Sections 1.80, 13.55, 13.75, 14.05, and
8 14.10 as follows:

9 (805 ILCS 5/1.80) (from Ch. 32, par. 1.80)

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

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

16 (b) "Foreign corporation" means a corporation for profit
17 organized under laws other than the laws of this State, but
18 shall not include a banking corporation organized under the
19 laws of another state or of the United States, a foreign
20 banking corporation organized under the laws of a country
21 other than the United States and holding a certificate of
22 authority from the Commissioner of Banks and Real Estate
23 issued pursuant to the Foreign Banking Office Act, or a

1 banking corporation holding a license from the Commissioner of
2 Banks and Real Estate issued pursuant to the Foreign Bank
3 Representative Office Act.

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

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

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

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

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

24 (h) "Certificate" representing shares means a written
25 instrument executed by the proper corporate officers, as
26 required by Section 6.35 of this Act, evidencing the fact that

1 the person therein named is the holder of record of the share
2 or shares therein described. If the corporation is authorized
3 to issue uncertificated shares in accordance with Section 6.35
4 of this Act, any reference in this Act to shares represented by
5 a certificate shall also refer to uncertificated shares and
6 any reference to a certificate representing shares shall also
7 refer to the written notice in lieu of a certificate provided
8 for in Section 6.35.

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

12 (j) "Paid-in capital" means the sum of the cash and other
13 consideration received, less expenses, including commissions,
14 paid or incurred by the corporation, in connection with the
15 issuance of shares, plus any cash and other consideration
16 contributed to the corporation by or on behalf of its
17 shareholders, plus amounts added or transferred to paid-in
18 capital by action of the board of directors or shareholders
19 pursuant to a share dividend, share split, or otherwise, minus
20 reductions as provided elsewhere in this Act. Irrespective of
21 the manner of designation thereof by the laws under which a
22 foreign corporation is or may be organized, paid-in capital of
23 a foreign corporation shall be determined on the same basis
24 and in the same manner as paid-in capital of a domestic
25 corporation, for the purpose of computing license fees,
26 franchise taxes and other charges imposed by this Act.

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

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

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

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

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

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

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

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

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

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

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

18 (s) "Close corporation" means a corporation organized
19 under or electing to be subject to Article 2A of this Act, the
20 articles of incorporation of which contain the provisions
21 required by Section 2.10, and either the corporation's
22 articles of incorporation or an agreement entered into by all
23 of its shareholders provide that all of the issued shares of
24 each class shall be subject to one or more of the restrictions
25 on transfer set forth in Section 6.55 of this Act.

26 (t) "Common shares" means shares which have no preference

1 over any other shares with respect to distribution of assets
2 on liquidation or with respect to payment of dividends.

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

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

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

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

13 (w) "Taxable period" means that 12-month period commencing
14 with the first day of the second month preceding the
15 corporation's anniversary month in the preceding year and
16 prior to the first day of the second month immediately
17 preceding its anniversary month in the current year, except
18 that, in the case of a corporation that has established an
19 extended filing month, "taxable period" means that 12-month
20 period ending with the last day of its fiscal year immediately
21 preceding the extended filing month. In the case of a newly
22 formed domestic corporation or a newly registered foreign
23 corporation that had not commenced transacting business in
24 this State prior to obtaining authority, "taxable period"
25 means that period commencing with the filing of the articles
26 of incorporation or, in the case of a foreign corporation, of

1 filing of the application for authority, and prior to the
2 first day of the second month immediately preceding its
3 anniversary month in the next succeeding year.

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

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

18 (z) "Open data" means data that is expressed in a
19 machine-readable form and that is made freely available to the
20 public under an open license, without registration
21 requirement, and without any other restrictions that would
22 impede its use or reuse.

23 (aa) "Gross amount of business thereof transacted by the
24 corporation at or from places of business in this State" means
25 the sum of the corporation's receipts from:

26 (1) each sale of tangible personal property,

1 including, without limitation, sales made through
2 electronic means, if the property is delivered or shipped
3 to a buyer in this State regardless of the free on-board
4 point or another condition of the sale;

5 (2) each service performed in this State, except that
6 receipts derived from servicing loans secured by real
7 property are in this state if the real property is located
8 in this State;

9 (3) each rental of property situated in this State;

10 (4) the use of a patent, copyright, trademark,
11 franchise, license or other intangible personal property
12 in this State;

13 (5) each sale of real property located in this State
14 including royalties from oil, gas, or other mineral
15 interests; and

16 (6) any other business transacted in this State.

17 (bb) "Distributions as liquidating dividends" means a
18 distribution attributable to proceeds from the sale of the
19 assets of, or a distribution in kind of the assets of, a trade
20 or business which has been actively conducted by the
21 corporation throughout the 5-year period immediately before
22 the distribution and has been terminated; immediately after
23 the distribution, the corporation is actively engaged in the
24 conduct of a trade or business, which trade or business was
25 actively conducted throughout a 5-year period ending on the
26 date of the distribution; and all of the proceeds or assets of

1 a terminated trade or business are distributed to the
2 corporation's shareholder in the distribution as soon
3 thereafter as reasonably possible; provided, however, that
4 this definition shall not apply to a distribution by a
5 corporation of stock or securities of a corporation which it
6 owns, in whole or in part, immediately before the
7 distribution.

8 (Source: P.A. 102-49, eff. 1-1-22; 103-605, eff. 7-1-24.)

9 (805 ILCS 5/13.55) (from Ch. 32, par. 13.55)

10 Sec. 13.55. Procedure for revocation of authority.

11 (a) After the Secretary of State determines that one or
12 more grounds exist under Section 13.50 for the revocation of
13 authority of a foreign corporation, he or she shall send by
14 regular mail to each delinquent corporation a Notice of
15 Delinquency to its registered office, or, if the corporation
16 has failed to maintain a registered office, then to the
17 president or other principal officer at the last known office
18 of said officer.

19 (b) If the corporation does not correct the default
20 described in paragraphs (c) through (k), and paragraph (m), of
21 Section 13.50 within 90 days following such notice, the
22 Secretary of State shall thereupon revoke the authority of the
23 corporation by issuing a certificate of revocation that
24 recites the grounds for revocation and its effective date. If
25 the corporation does not correct the default described in

1 paragraph (a), (b), or (1) of Section 13.50, within 30 days
2 following such notice, the Secretary of State shall thereupon
3 revoke the authority of the corporation by issuing a
4 certificate of revocation as herein prescribed. The Secretary
5 of State shall file the original of the certificate in his or
6 her office and mail one copy to the corporation at its
7 registered office or, if the corporation has failed to
8 maintain a registered office, then to the president or other
9 principal officer at the last known office of said officer.

10 (c) Upon the issuance of the certificate of revocation,
11 the authority of the corporation to transact business in this
12 State shall cease and such revoked corporation shall not
13 thereafter carry on any business in this State.

14 (d) The Secretary of State shall not allow another
15 corporation or limited liability company to use the name of a
16 foreign corporation that has been revoked until 3 years have
17 elapsed following the date of issuance of the notice of
18 revocation. If the foreign corporation that has been revoked
19 is reinstated within 3 years after the date of issuance of the
20 notice of revocation, the foreign corporation shall continue
21 under its previous name unless the corporation changes its
22 name upon reinstatement.

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

24 (805 ILCS 5/13.75)

25 Sec. 13.75. Activities that do not constitute transacting

1 business. Without excluding other activities that may not
2 constitute doing business in this State, a foreign corporation
3 shall not, except as otherwise required by another State law,
4 be considered to be transacting business in this State, for
5 purposes of this Article 13, by reason of carrying on in this
6 State ~~any one or more~~ of the following activities:

7 (1) maintaining, defending, or settling any
8 proceeding;

9 (2) acting as a governing person of a domestic or
10 foreign entity that is authorized to transact business in
11 this State ~~holding meetings of the board of directors or~~
12 ~~shareholders or carrying on other activities concerning~~
13 ~~internal corporate affairs;~~

14 (3) maintaining bank accounts;

15 (4) maintaining offices or agencies for the transfer,
16 exchange, and registration of the corporation's own
17 securities or maintaining trustees or depositaries with
18 respect to those securities;

19 (5) effecting a sale ~~selling~~ through an independent
20 contractor ~~contractors;~~

21 (6) blank; ~~soliciting or obtaining orders, whether by~~
22 ~~mail or through employees or agents or otherwise, if~~
23 ~~orders require acceptance outside this State before they~~
24 ~~become contracts;~~

25 (7) (blank);

26 (8) (blank);

- 1 (9) owning, without more, real or personal property;
- 2 (10) conducting an isolated transaction that is
- 3 completed within 120 days and that is not one in the course
- 4 of repeated transactions of a like nature; or
- 5 (11) having a corporate officer or director who is a
- 6 resident of this State.

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

8 (805 ILCS 5/14.05) (from Ch. 32, par. 14.05)

9 Sec. 14.05. Annual report of domestic or foreign

10 corporation. Each domestic corporation organized under any

11 general law or special act of this State authorizing the

12 corporation to issue shares, other than homestead

13 associations, building and loan associations, banks and

14 insurance companies (which includes a syndicate or limited

15 syndicate regulated under Article V 1/2 of the Illinois

16 Insurance Code or member of a group of underwriters regulated

17 under Article V of that Code), and each foreign corporation

18 (except members of a group of underwriters regulated under

19 Article V of the Illinois Insurance Code) authorized to

20 transact business in this State, shall file, within the time

21 prescribed by this Act, an annual report setting forth:

22 (a) The name of the corporation.

23 (b) The address, including street and number, or rural

24 route number, of its registered office in this State, and

25 the name of its registered agent at that address.

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

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

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

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

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

15 (h) Either a statement that (1) all the property of
16 the corporation is located in this State and all of its
17 business is transacted at or from places of business in
18 this State, or the corporation elects to pay the annual
19 franchise tax on the basis of its entire paid-in capital,
20 or (2) a statement, expressed in dollars, of the value of
21 all the property owned by the corporation, wherever
22 located, and the value of the property located within this
23 State, and a statement, expressed in dollars, of the gross
24 amount of business transacted by the corporation and the
25 gross amount thereof transacted by the corporation at or
26 from places of business in this State as of the close of

1 its fiscal year on or immediately preceding the last day
2 of the third month prior to the anniversary month or in the
3 case of a corporation which has established an extended
4 filing month, as of the close of its fiscal year on or
5 immediately preceding the last day of the third month
6 prior to the extended filing month; however, in the case
7 of a domestic corporation that has not completed its first
8 fiscal year, the statement with respect to property owned
9 shall be as of the last day of the third month preceding
10 the anniversary month and the statement with respect to
11 business transacted shall be furnished for the period
12 between the date of incorporation and the last day of the
13 third month preceding the anniversary month. In the case
14 of a foreign corporation that has not been authorized to
15 transact business in this State for a period of 12 months
16 and has not commenced transacting business prior to
17 obtaining authority, the statement with respect to
18 property owned shall be as of the last day of the third
19 month preceding the anniversary month and the statement
20 with respect to business transacted shall be furnished for
21 the period between the date of its authorization to
22 transact business in this State and the last day of the
23 third month preceding the anniversary month. If the data
24 referenced in item (2) of this subsection is not
25 completed, the franchise tax provided for in this Act
26 shall be computed on the basis of the entire paid-in

1 capital.

2 (i) A statement, including the basis therefor, of
3 status as a "minority-owned business" or as a "women-owned
4 business" as those terms are defined in the Business
5 Enterprise for Minorities, Women, and Persons with
6 Disabilities Act.

7 (j) Additional information as may be necessary or
8 appropriate in order to enable the Secretary of State to
9 administer this Act and to verify the proper amount of
10 fees and franchise taxes payable by the corporation.

11 (k) A statement of whether the corporation or foreign
12 corporation has outstanding shares listed on a major
13 United States stock exchange and is thereby subject to the
14 reporting requirements of Section 8.12.

15 (l) For those corporations subject to Section 8.12, a
16 statement providing the information required under Section
17 8.12.

18 (m) For those corporations required to file an
19 Employer Information Report EEO-1 with the Equal
20 Employment Opportunity Commission, information that is
21 substantially similar to the employment data reported
22 under the workforce demographic data portion ~~Section D~~ of
23 the corporation's EEO-1 in a format approved by the
24 Secretary of State. For each corporation that submits data
25 under this paragraph, the Secretary of State shall publish
26 the data on the gender, race, and ethnicity of each

1 corporation's employees on the Secretary of State's
2 official website. The Secretary of State shall publish
3 such information within 90 days of receipt of a properly
4 filed annual report or as soon thereafter as practicable.

5 The annual report shall be made on forms prescribed and
6 furnished by the Secretary of State, and the information
7 therein required by paragraphs (a) through (d), both
8 inclusive, of this Section, shall be given as of the date of
9 the execution of the annual report and the information therein
10 required by paragraphs (e), (f), and (g) of this Section shall
11 be given as of the last day of the third month preceding the
12 anniversary month, except that the information required by
13 paragraphs (e), (f), and (g) shall, in the case of a
14 corporation which has established an extended filing month, be
15 given in its final transition annual report and each
16 subsequent annual report as of the close of its fiscal year on
17 or immediately preceding the last day of the third month prior
18 to its extended filing month. The information required by
19 paragraph (m) shall be included in the corporation's annual
20 report filed on and after January 1, 2023. It shall be executed
21 by the corporation by its president, a vice-president,
22 secretary, assistant secretary, treasurer or other officer
23 duly authorized by the board of directors of the corporation
24 to execute those reports, and verified by him or her, or, if
25 the corporation is in the hands of a receiver or trustee, it
26 shall be executed on behalf of the corporation and verified by

1 the receiver or trustee.

2 (Source: P.A. 100-391, eff. 8-25-17; 100-486, eff. 1-1-18;
3 100-863, eff. 8-14-18; 101-589, eff. 8-27-19; 101-656, eff.
4 3-23-21.)

5 (805 ILCS 5/14.10) (from Ch. 32, par. 14.10)

6 Sec. 14.10. Filing of annual report of domestic or foreign
7 corporation. Such annual report together with all fees, taxes
8 and charges as prescribed by this Act, shall be delivered to
9 the Secretary of State within 60 days immediately preceding
10 the first day of the anniversary month and within 30 days
11 following the first day of the anniversary month or, in the
12 case of a corporation which has established an extended filing
13 month, the extended filing month of the corporation each year.
14 Proof to the satisfaction of the Secretary of State that prior
15 to the first day of the anniversary month and within 30 days
16 following the first day of the anniversary month or the
17 extended filing month of the corporation such report together
18 with all fees, taxes and charges as prescribed by this Act, was
19 deposited in the United States mail in a sealed envelope,
20 properly addressed, with postage prepaid, shall be deemed a
21 compliance with this requirement. If the Secretary of State
22 finds that such report conforms to the requirements of this
23 Act, he or she shall file the same. If he or she finds that it
24 does not so conform, he or she shall promptly return the same
25 to the corporation for any necessary corrections, in which

1 event the penalties hereinafter prescribed for failure to file
2 such report within the time hereinabove provided shall not
3 apply, if such report is corrected to conform to the
4 requirements of this Act and returned to the Secretary of
5 State within 30 days of the date the report was returned for
6 corrections.

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

8 Section 20. The General Not For Profit Corporation Act of
9 1986 is amended by changing Sections 103.05 and 113.45 and by
10 adding Section 114.13 as follows:

11 (805 ILCS 105/103.05) (from Ch. 32, par. 103.05)

12 Sec. 103.05. Purposes and authority of corporations;
13 particular purposes; exemptions.

14 (a) Not-for-profit corporations may be organized under
15 this Act for any one or more of the following or similar
16 purposes:

17 (1) Charitable.

18 (2) Benevolent.

19 (3) Eleemosynary.

20 (4) Educational.

21 (5) Civic.

22 (6) Patriotic.

23 (7) Political.

24 (8) Religious.

- 1 (9) Social.
- 2 (10) Literary.
- 3 (11) Athletic.
- 4 (12) Scientific.
- 5 (13) Research.
- 6 (14) Agricultural.
- 7 (15) Horticultural.
- 8 (16) Soil improvement.
- 9 (17) Crop improvement.
- 10 (18) Livestock or poultry improvement.
- 11 (19) Professional, commercial, industrial, or trade
- 12 association.
- 13 (20) Promoting the development, establishment, or
- 14 expansion of industries.
- 15 (21) Electrification on a cooperative basis.
- 16 (22) Telephone and Internet service on a mutual or
- 17 cooperative basis.
- 18 (23) Ownership and operation of water supply
- 19 facilities for drinking and general domestic use on a
- 20 mutual or cooperative basis.
- 21 (24) Ownership or administration of residential
- 22 property on a cooperative basis.
- 23 (25) Administration and operation of property owned on
- 24 a condominium basis or by a homeowner association.
- 25 (26) Administration and operation of an organization
- 26 on a cooperative basis producing or furnishing goods,

1 services, or facilities primarily for the benefit of its
2 members who are consumers of those goods, services, or
3 facilities.

4 (27) Operation of a community mental health board or
5 center organized pursuant to the Community Mental Health
6 Act for the purpose of providing direct patient services.

7 (28) Provision of debt management services as
8 authorized by the Debt Management Service Act.

9 (29) Promotion, operation, and administration of a
10 ridesharing arrangement as defined in Section 1-176.1 of
11 the Illinois Vehicle Code.

12 (30) The administration and operation of an
13 organization for the purpose of assisting low-income
14 consumers in the acquisition of utility and telephone
15 services.

16 (31) Any purpose permitted to be exempt from taxation
17 under Sections 501(c) or 501(d) of the United States
18 Internal Revenue Code, as now or hereafter amended.

19 (32) Any purpose that would qualify for tax-deductible
20 gifts under the Section 170(c) of the United States
21 Internal Revenue Code, as now or hereafter amended. Any
22 such purpose is deemed to be charitable under subsection
23 (a)(1) of this Section.

24 (33) Furnishing of natural gas on a cooperative basis.

25 (34) Ownership and operation of agriculture-based
26 biogas (anaerobic digester) systems on a cooperative basis

1 including the marketing and sale of products produced from
2 these, including, but not limited to, methane gas,
3 electricity, and compost.

4 (35) Ownership and operation of a hemophilia program,
5 including comprehensive hemophilia diagnostic treatment
6 centers, under Section 501(a)(2) of the Social Security
7 Act. The hemophilia program may employ physicians, other
8 health care professionals, and staff. The program and the
9 corporate board may not exercise control over, direct, or
10 interfere with a physician's exercise and execution of his
11 or her professional judgment in the provision of care or
12 treatment.

13 (36) Engineering for conservation services associated
14 with wetland restoration or mitigation, flood mitigation,
15 groundwater recharge, and natural infrastructure.
16 Non-profit engineering for conservation services may not
17 be procured by qualifications based selection criteria for
18 contracts with the Department of Transportation, the
19 Illinois State Toll Highway Authority, or Cook County,
20 except as a subcontractor or subconsultant.

21 (b) A corporation may be organized hereunder to serve in
22 an area that adjoins or borders (except for any intervening
23 natural watercourse) an area located in an adjoining state
24 intended to be similarly served, and the corporation may join
25 any corporation created by the adjoining state having an
26 identical purpose and organized as a not-for-profit

1 corporation. Whenever any corporation organized under this Act
2 so joins with a foreign corporation having an identical
3 purpose, the corporation shall be permitted to do business in
4 Illinois as one corporation; provided (1) that the name, bylaw
5 provisions, officers, and directors of each corporation are
6 identical, (2) that the foreign corporation complies with the
7 provisions of this Act relating to the admission of foreign
8 corporation, and (3) that the Illinois corporation files a
9 statement with the Secretary of State indicating that it has
10 joined with a foreign corporation setting forth the name
11 thereof and the state of its incorporation.

12 (Source: P.A. 103-66, eff. 6-9-23; 103-605, eff. 7-1-24.)

13 (805 ILCS 105/113.45) (from Ch. 32, par. 113.45)

14 Sec. 113.45. Withdrawal of foreign corporation. A foreign
15 corporation authorized to conduct affairs in this State may
16 withdraw from this State upon filing with the Secretary of
17 State an application for withdrawal. In order to procure such
18 withdrawal, such foreign corporation shall either:

19 (a) Execute and file in duplicate, in accordance with
20 Section 101.10 of this Act, an application for withdrawal and
21 a final report which shall set forth:

22 (1) That it surrenders its authority to conduct
23 affairs in this State;

24 (2) That it revokes the authority of its registered
25 agent in this State to accept service of process and

1 consents that service of process in any suit, action, or
2 proceeding based upon any cause of action arising in this
3 State during the time the corporation was licensed to
4 conduct affairs in this State may thereafter be made on
5 such corporation by service thereof on the Secretary of
6 State;

7 (3) A post office address to which may be mailed a copy
8 of any process against the corporation that may be served
9 on the Secretary of State;

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

12 (5) Such additional information as may be necessary or
13 appropriate in order to enable the Secretary of State to
14 determine and assess any unpaid fees payable by such
15 foreign corporation as in this Act prescribed; or

16 (b) If it has been dissolved, file a copy of the articles
17 of dissolution duly authenticated by the proper officer of the
18 state or country under the laws of which such corporation was
19 organized.

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

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

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

4 (e) The withdrawal is effective on the date of the filing
5 of the articles by the Secretary of State or at a subsequent
6 date, as outlined in the application of withdrawal, that is no
7 later than 30 days after the date on which the application for
8 withdrawal is filed by the Secretary of State.

9 Upon the filing of the application for withdrawal or copy
10 of the articles of dissolution, the authority of the
11 corporation to conduct affairs in this State shall cease.

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

13 (805 ILCS 105/114.13 new)

14 Sec. 114.13. Report of interim changes of domestic or
15 foreign corporations. Any corporation, domestic or foreign,
16 may report interim changes in the name, address, or both of its
17 officers and directors, its principal office, or status as a
18 condominium association, homeowners association, or
19 cooperative housing corporation by filing a report under this
20 Section containing the following information:

21 (1) the name of the corporation;

22 (2) the address, including street and number, or rural
23 route number, of its registered office in this State, and
24 the name of its registered agent at that address;

25 (3) the address, including street and number, or rural

1 route number, of its principal office;

2 (4) the names and respective addresses, including
3 street and number, or rural route number, of its directors
4 and officers; and

5 (5) a statement as to whether the corporation is a
6 condominium association established under the Condominium
7 Property Act, a cooperative housing corporation defined in
8 Section 216 of the Internal Revenue Code of 1954, or a
9 homeowners association that administers a common interest
10 community as defined in subsection (c) of Section 9-102 of
11 the Code of Civil Procedures.

12 The interim report of changes shall be made on forms
13 prescribed and furnished by the Secretary of State and shall
14 be executed by the corporation through the corporation's
15 president, vice-president, secretary, assistant secretary,
16 treasurer, or other officer duly authorized, and verified by
17 the person executing the report. If the corporation is in the
18 hands of a receiver or trustee, the report shall be executed on
19 behalf of the corporation and verified by the receiver or
20 trustee.

21 Section 25. The Limited Liability Company Act is amended
22 by changing Sections 1-10, 1-20, 5-25, 35-15, 35-25, 45-40,
23 45-45, and 50-1 and by adding Sections 1-70, 35-41, 35-43, and
24 45-38 as follows:

1 (805 ILCS 180/1-10)

2 Sec. 1-10. Limited liability company name.

3 (a) The name of each limited liability company or foreign
4 limited liability company organized, existing, or subject to
5 the provisions of this Act:

6 (1) shall contain the terms "limited liability
7 company", "L.L.C.", or "LLC", which must be placed at the
8 end of the company name or, if organized as a low-profit
9 limited liability company under Section 1-26 of this Act,
10 shall contain the term "L3C";

11 (2) may not contain a word or phrase, or an
12 abbreviation or derivation thereof, the use of which is
13 prohibited or restricted by any other statute of this
14 State unless the restriction has been complied with;

15 (3) shall consist of letters of the English alphabet,
16 Arabic or Roman numerals, or symbols capable of being
17 readily reproduced by the Office of the Secretary of
18 State;

19 (4) shall not contain any of the following terms:
20 "Corporation," "Corp.," "Incorporated," "Inc.," "Ltd.,"
21 "Co.," "Limited Partnership" or "L.P.";

22 (5) shall be the name under which the limited
23 liability company transacts business in this State unless
24 the limited liability company also elects to adopt an
25 assumed name or names as provided in this Act; provided,
26 however, that the limited liability company may use any

1 divisional designation or trade name without complying
2 with the requirements of this Act, provided the limited
3 liability company also clearly discloses its name;

4 (6) shall not contain any word or phrase that
5 indicates or implies that the limited liability company is
6 authorized or empowered to be in the business of a
7 corporate fiduciary unless otherwise permitted by the
8 Secretary of Financial and Professional Regulation under
9 Section 1-9 of the Corporate Fiduciary Act. The word
10 "trust", "trustee", or "fiduciary" may be used by a
11 limited liability company only if it has first complied
12 with Section 1-9 of the Corporate Fiduciary Act; and

13 (7) shall contain the word "trust", if it is a limited
14 liability company organized for the purpose of accepting
15 and executing trusts.

16 (b) Nothing in this Section or Section 1-20 shall abrogate
17 or limit the common law or statutory law of unfair competition
18 or unfair trade practices, nor derogate from the common law or
19 principles of equity or the statutes of this State or of the
20 United States of America with respect to the right to acquire
21 and protect copyrights, trade names, trademarks, service
22 marks, service names, or any other right to the exclusive use
23 of names or symbols.

24 (c) (Blank).

25 (d) The name shall be distinguishable upon the records in
26 the Office of the Secretary of State from all of the following:

1 (1) Any limited liability company that has articles of
2 organization filed with the Secretary of State under
3 Section 5-5.

4 (2) Any foreign limited liability company admitted to
5 transact business in this State.

6 (3) Any name for which an exclusive right has been
7 reserved in the Office of the Secretary of State under
8 Section 1-15.

9 (4) Any assumed name that is registered with the
10 Secretary of State under Section 1-20.

11 (5) Any corporate name or assumed corporate name of a
12 domestic or foreign corporation subject to the provisions
13 of Section 4.05 of the Business Corporation Act of 1983 or
14 Section 104.05 of the General Not For Profit Corporation
15 Act of 1986.

16 (e) The provisions of subsection (d) of this Section shall
17 not apply if the organizer files with the Secretary of State a
18 certified copy of a final decree of a court of competent
19 jurisdiction establishing the prior right of the applicant to
20 the use of that name in this State.

21 (f) The Secretary of State shall determine whether a name
22 is "distinguishable" from another name for the purposes of
23 this Act. Without excluding other names that may not
24 constitute distinguishable names in this State, a name is not
25 considered distinguishable, for purposes of this Act, solely
26 because it contains one or more of the following:

1 (1) The word "limited", "liability" or "company" or an
2 abbreviation of one of those words.

3 (2) Articles, conjunctions, contractions,
4 abbreviations, or different tenses or number of the same
5 word.

6 (Source: P.A. 98-720, eff. 7-16-14; 99-227, eff. 8-3-15.)

7 (805 ILCS 180/1-20)

8 Sec. 1-20. Assumed name.

9 (a) A limited liability company or a foreign limited
10 liability company admitted to transact business or making
11 application for admission to transact business in Illinois may
12 elect to adopt an assumed name that complies with the
13 requirements of Section 1-10 of this Act except (a)(1).

14 (a-5) As used in this Act, "assumed name" means any name
15 other than the true limited liability company name, except
16 that the following do not constitute the use of an assumed name
17 under this Act:

18 (1) A limited liability company's identification of
19 its business with a trademark or service mark of which the
20 company is the owner or licensed user.

21 (2) The use of a name of a division, not containing the
22 word "limited", "liability", or "company" or an
23 abbreviation of one of those words, provided that the
24 limited liability company also clearly discloses its true
25 name.

1 (b) Before transacting any business in Illinois under an
2 assumed limited liability company name or names, the limited
3 liability company shall, for each assumed name, execute and
4 file in duplicate an application setting forth all of the
5 following:

6 (1) The true limited liability company name.

7 (2) The state or country under the laws of which it is
8 organized.

9 (3) That it intends to transact business under an
10 assumed limited liability company name.

11 (4) The assumed name that it proposes to use.

12 (c) The right to use an assumed name shall be effective
13 from the date of filing by the Secretary of State until the
14 first day of the anniversary month of the limited liability
15 company that falls within the next calendar year evenly
16 divisible by 5. However, if an application is filed within the
17 2 months immediately preceding the anniversary month of a
18 limited liability company that falls within a calendar year
19 evenly divisible by 5, the right to use the assumed name shall
20 be effective until the first day of the anniversary month of
21 the limited liability company that falls within the next
22 succeeding calendar year evenly divisible by 5.

23 (d) A limited liability company shall renew the right to
24 use its assumed name or names, if any, within the 60 days
25 preceding the expiration of the right, for a period of 5 years,
26 by making an election to do so at the time of filing its annual

1 report form and by paying the renewal fee as prescribed by this
2 Act.

3 (e) A limited liability company or foreign limited
4 liability company may change or cancel any or all of its
5 assumed names by executing and filing an application setting
6 forth all of the following:

7 (1) The true limited liability company name.

8 (2) The state or country under the laws of which it is
9 organized.

10 (3) That it intends to cease transacting business
11 under an assumed name by changing or cancelling it.

12 (4) The assumed name to be changed or cancelled.

13 (5) If the assumed name is to be changed, the assumed
14 name that the limited liability company proposes to use.

15 (f) Upon the filing of an application to change an assumed
16 name, the limited liability company shall have the right to
17 use the assumed name for the balance of the period authorized.

18 (g) The right to use an assumed name shall be cancelled by
19 the Secretary of State if any of the following occurs:

20 (1) The limited liability company fails to renew an
21 assumed name.

22 (2) The limited liability company has filed an
23 application to change or cancel the assumed name.

24 (3) A limited liability company has been dissolved.

25 (4) A foreign limited liability company has had its
26 admission to do business in Illinois revoked.

1 (h) Any limited liability company or foreign limited
2 liability company failing to pay the prescribed fee for
3 assumed name renewal when due and payable shall be given
4 notice of nonpayment by the Secretary of State by regular
5 mail. If the fee, together with a late fee of \$100, is not paid
6 within 150 ~~60~~ days after the notice is mailed, the right to use
7 the assumed name shall cease. Any limited liability company or
8 foreign limited liability company that (i) puts forth any sign
9 or advertisement assuming any name other than that under which
10 it is organized or otherwise authorized by law to act or (ii)
11 violates Section 1-27 is guilty of a petty offense and shall be
12 fined not less than \$501 and not more than \$1,000. A limited
13 liability company or foreign limited liability company shall
14 be deemed guilty of an additional offense for each day it shall
15 continue to so offend. Each limited liability company or
16 foreign limited liability company that fails or refuses (1) to
17 answer truthfully and fully within the time prescribed by this
18 Act interrogatories propounded by the Secretary of State in
19 accordance with this Act or (2) to perform any other act
20 required by this Act to be performed by the limited liability
21 company or foreign limited liability company is guilty of a
22 petty offense and shall be fined not less than \$501 and not
23 more than \$1,000.

24 (i) A foreign limited liability company may not use an
25 assumed or fictitious name in the conduct of its business to
26 intentionally misrepresent the geographic origin or location

1 of the company.

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

3 (805 ILCS 180/1-70 new)

4 Sec. 1-70. Abstract of limited liability company record.

5 (a) The Secretary of State may, upon receipt of a written
6 request and payment of a fee as determined by the Secretary,
7 furnish to the person or agency so requesting an abstract of
8 the limited liability company record of any domestic or
9 foreign limited liability company licensed to do business in
10 this State. All requests for abstracts shall be made in the
11 manner and the form prescribed by the Secretary of State.

12 (b) The Secretary of State may certify an abstract of a
13 limited liability company record upon written request. The fee
14 for the certification shall be \$5 in addition to the fee
15 required for furnishing an abstract record. The certification
16 shall be made under the signature of the Secretary of State and
17 shall be authenticated by the Seal of his office.

18 (c) The fees provided in this Section for abstracts of
19 limited liability company records and certifications of
20 abstracts shall not be applicable to any federal, State or
21 local governmental agency requesting such information or
22 certification.

23 (805 ILCS 180/5-25)

24 Sec. 5-25. Articles of amendment. The articles of

1 amendment shall be executed and filed in duplicate and shall
2 set forth the following:

3 (1) The name of the limited liability company.

4 (2) The text of each amendment adopted.

5 (3) A statement that the amendment was approved as
6 required by the operating agreement or this Act, as
7 applicable.

8 (4) (Blank.)

9 (5) The date on which the amendment is to become
10 effective, if the amendment is to become effective after
11 the date on which the articles of amendment are filed. The
12 date shall not exceed 30 days after the date of filing by
13 the Secretary of State.

14 (6) A limited liability company whose period of
15 duration as provided in the articles of organization has
16 expired may amend its articles of organization to revive
17 the articles and extend the period of duration, including
18 making the duration perpetual, at any time within 5 years
19 after the date of expiration.

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

21 (805 ILCS 180/35-15)

22 Sec. 35-15. Statement of termination. When a limited
23 liability company has been wound up, a statement of
24 termination shall be executed in duplicate in the manner
25 prescribed in Section 5-45 and shall set forth all of the

1 following:

2 (1) The name of the limited liability company;

3 (2) A post office address to which may be mailed a copy
4 of any process against the company that may be served upon
5 the Secretary of State; and

6 (3) A statement that the limited liability company has
7 been terminated.

8 The statement of termination is effective on the date of
9 the filing of the statement by the Secretary of State or a
10 subsequent date, as outlined in the statement of termination
11 that is no later than 30 days after the date on which the
12 statement of termination is filed by the Secretary of State.

13 (Source: P.A. 99-637, eff. 7-1-17.)

14 (805 ILCS 180/35-25)

15 Sec. 35-25. Grounds for administrative dissolution. The
16 Secretary of State may dissolve any limited liability company
17 administratively if:

18 (1) it has failed to file its annual report and pay its
19 fee as required by this Act before the first day of the
20 anniversary month or has failed to pay any fees,
21 penalties, or charges required by this Act;

22 (2) it has failed to file in the Office of the
23 Secretary of State any report after the expiration of the
24 period prescribed in this Act for filing the report;

25 (2.5) blank; ~~it has misrepresented any material matter~~

1 ~~in any application, report, affidavit, or other document~~
2 ~~submitted by the limited liability company under this Act;~~

3 (3) it has failed to appoint and maintain a registered
4 agent in Illinois in accordance with the provisions of
5 this Act;

6 (4) a manager or member to whom interrogatories have
7 been propounded by the Secretary of State as provided in
8 Section 5-60 of this Act fails to answer the
9 interrogatories fully and to timely file the answer in the
10 office of the Secretary of State; ~~or~~

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

15 (6) if it has fraudulent intent towards or it has
16 misrepresented any material matter in any application,
17 report, affidavit, or other document submitted by the
18 limited liability company under this Act.

19 (Source: P.A. 98-171, eff. 8-5-13; 99-608, eff. 7-22-16.)

20 (805 ILCS 180/35-41 new)

21 Sec. 35-41. Reinstatement following expiration.

22 (a) A limited liability company whose period of duration
23 as provided in the articles of organization has lapsed may be
24 reinstated by the Secretary of State following date of
25 expiration upon:

- 1 (1) the filing of an application for reinstatement;
2 (2) the filing with the Secretary of State by the
3 limited liability company of all reports then due and
4 becoming due;
5 (3) the payment to the Secretary of State by the
6 limited liability company of all fees and penalties then
7 due and becoming due; and
8 (4) the filing of articles of amendment to extend the
9 period of duration, including making the duration
10 perpetual.

11 (b) The application for reinstatement shall be executed
12 and filed in duplicate in accordance with Section 5-45 and
13 shall set forth the following:

- 14 (1) the name of the limited liability company at the
15 time of the issuance of the notice of dissolution;
16 (2) if the name is not available for use as determined
17 by the Secretary of State at the time of filing the
18 application for reinstatement, the name of the limited
19 liability company as changed, provided that any change of
20 name is properly affected under Sections 1-10 and 5-25;
21 (3) the date of issuance of the notice of expiration;
22 and
23 (4) the address, including street and number or rural
24 route number of the registered office of the limited
25 liability company upon reinstatement thereof and the name
26 of its registered agent at that address upon the

1 reinstatement of the limited liability company, provided
2 that any change from either the registered office or the
3 registered agent at the time of dissolution is properly
4 reported under Section 1-35 of this Act.

5 (c) When a dissolved limited liability company has
6 complied with the provisions of the Section, the Secretary of
7 State shall file the application for reinstatement.

8 (d) Upon the filing of the application for reinstatement,
9 the limited liability company existence shall be deemed to
10 have continued without interruption from the date of the
11 issuance of the notice of dissolution, and the limited
12 liability company shall stand revived with the powers, duties,
13 and obligations as if it had not been dissolved. All acts and
14 proceedings of its members, managers, officers, employees, and
15 agents, acting or purporting to act in that capacity, and
16 which would have been legal and valid but for the dissolution,
17 shall stand ratified and confirmed.

18 (e) Without limiting the generality of subsection (d),
19 upon the filing of the application for reinstatement, no
20 member, manager, or officer shall be personally liable for the
21 debts and liabilities of the limited liability company
22 incurred during the period of administrative dissolution by
23 reason of the fact that the limited liability company was
24 administratively dissolved at the time the debts or
25 liabilities were incurred.

1 (805 ILCS 180/35-43 new)

2 Sec. 35-43. Grounds for judicial dissolution. A circuit
3 court may dissolve a limited liability company:

4 (1) in an action by the Attorney General, if it is
5 established that:

6 (A) the limited liability company filed its
7 articles of organization through fraud;

8 (B) the limited liability company has continued to
9 exceed or abuse the authority conferred upon it by
10 law, or has continued to violate the law, after notice
11 of the same has been given to the limited liability
12 company, either personally or by registered mail; or

13 (C) any interrogatory propounded by the Secretary
14 of State to the limited liability company, its
15 officers or directors, as provided in this Act, has
16 been answered falsely or has not been answered fully
17 within 30 days after the mailing of the
18 interrogatories by the Secretary of State or within
19 the extension of time as shall have been authorized by
20 the Secretary of State; and

21 (2) in an action by a creditor, if it is established
22 that:

23 (A) the creditor's claim has been reduced to
24 judgment, a copy of the judgment has been returned
25 unsatisfied, and the limited liability company is
26 insolvent; or

1 (B) the limited liability company has admitted in
2 writing that the creditor's claim is due and owing,
3 and the limited liability company is insolvent; and
4 (3) in an action by the limited liability company to
5 dissolve under court supervision, if it is established
6 that dissolution is reasonably necessary because the
7 business of the limited liability company can no longer be
8 conducted.

9 (805 ILCS 180/45-38 new)

10 Sec. 45-38. Revocation; limited liability company name.
11 The Secretary of State shall not allow another limited
12 liability company or corporation to use the name of a foreign
13 limited liability company that has been revoked until 3 years
14 have elapsed following the date of issuance of the notice of
15 revocation. If the foreign limited liability company that has
16 been revoked is reinstated within 3 years after the date of
17 issuance of the notice of revocation, the foreign limited
18 liability company shall continue under its previous name
19 unless the limited liability company changes its name upon
20 reinstatement.

21 (805 ILCS 180/45-40)

22 Sec. 45-40. Withdrawal.

23 (a) A foreign limited liability company admitted to
24 transact business in this State may withdraw from this State

1 upon filing with the Secretary of State an application for
2 withdrawal. In order to withdraw, the foreign limited
3 liability company shall deliver to the Secretary of State an
4 application for withdrawal, which shall set forth all of the
5 following:

6 (1) The name of the limited liability company and the
7 State or country under the laws of which it is organized.

8 (2) That the limited liability company is not
9 transacting business in this State.

10 (3) That the limited liability company surrenders its
11 admission to transact business in this State.

12 (4) That the limited liability company revokes the
13 authority of its registered agent in this State to accept
14 service of process and consents that service of process in
15 any action, suit, or proceeding based upon any cause of
16 action arising in this State during the time the limited
17 liability company was admitted to transact business in
18 this State may thereafter be made on the limited liability
19 company by service thereof upon the Secretary of State.

20 (5) A post office address to which may be mailed a copy
21 of any process against the limited liability company that
22 may be served on the Secretary of State.

23 (6) All additional information that is necessary or
24 appropriate in order to enable the Secretary of State to
25 determine and assess any unpaid fees payable by the
26 limited liability company as prescribed in this Article.

1 The application for withdrawal is effective on the date of
2 the filing of the application by the Secretary of State or a
3 subsequent date, as outlined in the application for withdrawal
4 that is no later than 30 days after the date on which the
5 Statement of Withdrawal is filed by the Secretary of State.

6 (b) The application for withdrawal shall be in the form
7 and manner designated by the Secretary of State and shall be
8 executed by the limited liability company by one of its
9 managers or, if none, any member or members that may be
10 designated by the members pursuant to limited liability
11 company action properly taken under applicable local law or,
12 if the limited liability company is in the hands of a receiver
13 or trustee, by the receiver or trustee on behalf of the limited
14 liability company. This report shall be accompanied by a
15 written declaration that it is made under the penalties of
16 perjury.

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

18 (805 ILCS 180/45-45)

19 Sec. 45-45. Transaction of business without admission.

20 (a) A foreign limited liability company transacting
21 business in this State may not maintain a civil action in any
22 court of this State until the limited liability company is
23 admitted to transact business in this State.

24 (b) The failure of a foreign limited liability company to
25 be admitted to transact business in this State does not impair

1 the validity of any contract or act of the foreign limited
2 liability company or prevent the foreign limited liability
3 company from defending any civil action in any court of this
4 State.

5 (c) A foreign limited liability company, by transacting
6 business in this State without being admitted to do so,
7 appoints the Secretary of State as its agent upon whom any
8 notice, process, or demand may be served.

9 (d) A foreign limited liability company that transacts
10 business in this State without being admitted to do so shall be
11 liable to the State for the years or parts thereof during which
12 it transacted business in this State without being admitted in
13 an amount equal to all fees that would have been imposed by
14 this Article upon that limited liability company had it been
15 duly admitted, filed all reports required by this Article, and
16 paid all penalties imposed by this Article. If a limited
17 liability company fails to be admitted to do business in this
18 State within 60 days after it commences transacting business
19 in Illinois, it is liable for a penalty of \$300 ~~\$2,000~~ plus \$25
20 ~~\$100~~ for each month or fraction thereof in which it has
21 continued to transact business in this State without being
22 admitted to do so. The Attorney General shall bring
23 proceedings to recover all amounts due this State under this
24 Article.

25 (e) A member of a foreign limited liability company is not
26 liable for the debts and obligations of the limited liability

1 company solely by reason of the company's having transacted
2 business in this State without being admitted to do so.

3 (Source: P.A. 93-32, eff. 12-1-03.)

4 (805 ILCS 180/50-1)

5 Sec. 50-1. Annual reports.

6 (a) Each limited liability company organized under the
7 laws of this State and each foreign limited liability company
8 admitted to transact business in this State shall file, within
9 the time prescribed by this Act, an annual report setting
10 forth all of the following:

11 (1) The name of the limited liability company.

12 (2) 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 (3) The address, including street and number or rural
16 route number of its principal place of business.

17 (4) The name and business address of all of the
18 managers and any member having the authority of a manager.

19 (5) Additional information that 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
22 fees payable by the limited liability company.

23 (6) The annual report shall be made on forms
24 prescribed and furnished by the Secretary of State, and
25 the information therein, required by paragraphs (1)

1 through (4) of subsection (a), both inclusive, shall be
2 given as of the date of execution of the annual report. The
3 annual report shall be executed by a manager or, if none, a
4 member designated by the members pursuant to limited
5 liability company action properly taken under Section
6 15-1.

7 (b) The annual report, together with all fees and charges
8 prescribed by this Act, shall be delivered to the Secretary of
9 State within 30 ~~60~~ days immediately preceding the first day of
10 the anniversary month. Proof to the satisfaction of the
11 Secretary of State that, before the first day of the
12 anniversary month of the limited liability company, the
13 report, together with all fees and charges as prescribed by
14 this Act, was deposited in the United States mail in a sealed
15 envelope, properly addressed, with postage prepaid, shall be
16 deemed a compliance with this requirement. If the Secretary of
17 State finds that the report conforms to the requirements of
18 this Act, he or she shall file it. If the Secretary of State
19 finds that it does not so conform, he or she shall promptly
20 return it to the limited liability company for any necessary
21 corrections, in which event the penalties prescribed for
22 failure to file the report within the time provided shall not
23 apply if the report is corrected to conform to the
24 requirements of this Act and returned to the Secretary of
25 State within 30 ~~60~~ days of the original due date of the report.
26 (Source: P.A. 99-637, eff. 7-1-17.)

1 Section 30. The Uniform Partnership Act (1997) is amended
2 by changing Sections 108 and 1102 as follows:

3 (805 ILCS 206/108)

4 Sec. 108. Fees.

5 (a) The Secretary of State shall charge and collect in
6 accordance with the provisions of this Act and rules
7 promulgated under its authority:

8 (1) fees for filing documents;

9 (2) miscellaneous charges; and

10 (3) fees for the sale of lists of filings and for
11 copies of any documents.

12 (b) The Secretary of State shall charge and collect:

13 (1) for furnishing a copy or certified copy of any
14 document, instrument, or paper relating to a registered
15 limited liability partnership, \$25;

16 (2) for the transfer of information by computer
17 process media to any purchaser, fees established by rule;

18 (3) for filing a statement of partnership authority,
19 \$25;

20 (4) for filing a statement of denial, \$25;

21 (5) for filing a statement of dissociation, \$25;

22 (6) for filing a statement of dissolution, \$100;

23 (7) for filing a statement of merger, \$100;

24 (8) for filing a statement of qualification for a

1 limited liability partnership organized under the laws of
2 this State, \$300 ~~, \$100 for each partner, but in no event~~
3 ~~shall the fee be less than \$200 or exceed \$5,000;~~

4 (9) for filing a statement of foreign qualification,
5 \$500;

6 (10) for filing a renewal statement for a limited
7 liability partnership organized under the laws of this
8 State, \$100 for each partner, but in no event shall the fee
9 be less than \$200 or exceed \$300 ~~\$5,000;~~

10 (11) for filing a renewal statement for a foreign
11 limited liability partnership, \$300;

12 (12) for filing an amendment or cancellation of a
13 statement, \$50 ~~\$25;~~

14 (13) for filing a statement of withdrawal, \$100;

15 (14) for the purposes of changing the registered agent
16 name or registered office, or both, \$50 ~~\$25;~~

17 (15) for filing an application for reinstatement,
18 \$200;

19 (16) for filing any other document, \$50 ~~\$25.~~

20 (c) All fees collected pursuant to this Act shall be
21 deposited into the Division of Corporations Registered Limited
22 Liability Partnership Fund.

23 (d) There is hereby continued in the State treasury a
24 special fund to be known as the Division of Corporations
25 Registered Limited Liability Partnership Fund. Moneys
26 deposited into the Fund shall, subject to appropriation, be

1 used by the Business Services Division of the Office of the
2 Secretary of State to administer the responsibilities of the
3 Secretary of State under this Act. On or before August 31 of
4 each year, the balance in the Fund in excess of \$600,000 shall
5 be transferred to the General Revenue Fund.

6 (e) Filings, including annual reports, made by electronic
7 means shall be treated as if submitted in person and may not be
8 charged excess fees as expedited services solely because of
9 submission by electronic means.

10 (Source: P.A. 99-620, eff. 1-1-17; 99-933, eff. 1-27-17;
11 100-186, eff. 7-1-18; 100-486, eff. 1-1-18; 100-863, eff.
12 8-14-18.)

13 (805 ILCS 206/1102)

14 Sec. 1102. Statement of foreign qualification.

15 (a) Before transacting or continuing to transact business
16 in this State, a foreign limited liability partnership must
17 file a statement of qualification or a renewal statement under
18 Section 1001; provided, however, that the statement must
19 contain:

20 (1) the name of the foreign limited liability
21 partnership which satisfies the requirements of the state
22 or other jurisdiction under whose law it is formed and
23 ends with "Registered Limited Liability Partnership",
24 "Limited Liability Partnership", "R.L.L.P.", "L.L.P.",
25 "RLLP", or "LLP";

1 (2) the street address of the partnership's chief
2 executive office and, if different, the street address of
3 an office of the partnership in this State, if any;

4 (3) the name and street address of the partnership's
5 agent for service of process;

6 (4) a brief statement of the business in which the
7 partnership engages;

8 (5) a deferred effective date, if any; and

9 (6) an original certificate of existence or good
10 standing issued within the preceding 60 days by its state
11 of jurisdiction or formation ~~a document or documents~~
12 ~~sufficient under the laws of the state or jurisdiction in~~
13 ~~which the limited liability partnership is organized to~~
14 ~~constitute official certification of current status in~~
15 ~~good standing as a registered limited liability~~
16 ~~partnership under the laws of that state or jurisdiction.~~

17 (b) A foreign partnership may not use an assumed or
18 fictitious name in the conduct of its business to
19 intentionally misrepresent the geographic origin or location
20 of the partnership. This subsection (b) does not apply to any
21 foreign limited liability partnership that has gross annual
22 revenues in excess of \$100,000,000.

23 (c) A person shall not advertise or cause to be listed in a
24 telephone directory an assumed or fictitious business name
25 that intentionally misrepresents where the business is
26 actually located or operating or falsely states that the

1 business is located or operating in the area covered by the
2 telephone directory. This subsection (c) does not apply to a
3 telephone service provider or to the publisher or distributor
4 of a telephone service directory, unless the conduct
5 prescribed in this subsection (c) is on behalf of that
6 telephone service provider or that publisher or distributor.
7 This subsection (c) does not apply to any foreign limited
8 liability partnership that has gross annual revenues in excess
9 of \$100,000,000.

10 (d) A foreign limited liability partnership that violates
11 this Section is guilty of a petty offense and must be fined not
12 less than \$501 and not more than \$1,000. A foreign limited
13 liability partnership is guilty of an additional offense for
14 each additional day in violation of this Section.

15 (e) The agent of a foreign limited liability partnership
16 for service of process must be an individual who is a resident
17 of this State or other person authorized to do business in this
18 State.

19 (f) The status of a partnership as a foreign limited
20 liability partnership is effective on the later of the filing
21 of the statement of foreign qualification or a date specified
22 in the statement. The status remains effective, regardless of
23 changes in the partnership, unless the partnership voluntarily
24 withdraws by filing a statement of withdrawal, in which event
25 the status of the partnership as a foreign limited liability
26 partnership shall terminate on the date such statement is

1 filed or, if later, a date specified on the statement.

2 (g) An amendment or cancellation of a statement of foreign
3 qualification is effective when it is filed or on a deferred
4 effective date specified in the amendment or cancellation.

5 (h) The Secretary of State shall register as a limited
6 liability partnership any foreign limited liability
7 partnership that submits a completed application with the
8 required fee.

9 (Source: P.A. 92-740, eff. 1-1-03.)

10 Section 35. The Uniform Limited Partnership Act (2001) is
11 amended by changing Sections 102, 108.5, and 202 and by adding
12 Section 813 as follows:

13 (805 ILCS 215/102)

14 Sec. 102. Definitions. In this Act:

15 (1) "Anniversary" means that day every year exactly
16 one or more years after: (i) the date the certificate of
17 limited partnership was filed by the Office of the
18 Secretary of State, in the case of a limited partnership;
19 or (ii) the date the certificate of authority to transact
20 business was filed by the Office of the Secretary of
21 State, in the case of a foreign limited partnership.

22 (2) "Anniversary month" means the month in which the
23 anniversary of the limited partnership or foreign limited
24 partnership occurs.

1 (3) "Certificate of limited partnership" means the
2 certificate required by Section 201. The term includes the
3 certificate as amended or restated.

4 (4) "Contribution", except in the phrase "right of
5 contribution", means any benefit provided by a person to a
6 limited partnership in order to become a partner or in the
7 person's capacity as a partner.

8 (5) "Debtor in bankruptcy" means a person that is the
9 subject of:

10 (A) an order for relief under Title 11 of the
11 United States Code or a comparable order under a
12 successor statute of general application; or

13 (B) a comparable order under federal, state, or
14 foreign law governing insolvency.

15 (6) "Designated office" means:

16 (A) with respect to a limited partnership, the
17 office that the limited partnership is required to
18 designate and maintain under Section 114; and

19 (B) with respect to a foreign limited partnership,
20 its principal office.

21 (7) "Distribution" means a transfer of money or other
22 property from a limited partnership to a partner in the
23 partner's capacity as a partner or to a transferee on
24 account of a transferable interest owned by the
25 transferee.

26 (7.5) "Expired" means a limited partnership has

1 reached the duration established in the certificate of
2 limited partnership.

3 (8) "Foreign limited liability limited partnership"
4 means a foreign limited partnership whose general partners
5 have limited liability for the obligations of the foreign
6 limited partnership under a provision similar to Section
7 404(c).

8 (9) "Foreign limited partnership" means a partnership
9 formed under the laws of a jurisdiction other than this
10 State and required by those laws to have one or more
11 general partners and one or more limited partners. The
12 term includes a foreign limited liability limited
13 partnership.

14 (10) "General partner" means:

15 (A) with respect to a limited partnership, a
16 person that:

17 (i) becomes a general partner under Section
18 401; or

19 (ii) was a general partner in a limited
20 partnership when the limited partnership became
21 subject to this Act under Section 1206(a) or (b);
22 and

23 (B) with respect to a foreign limited partnership,
24 a person that has rights, powers, and obligations
25 similar to those of a general partner in a limited
26 partnership.

1 (11) "Limited liability limited partnership", except
2 in the phrase "foreign limited liability limited
3 partnership", means a limited partnership whose
4 certificate of limited partnership states that the limited
5 partnership is a limited liability limited partnership.

6 (12) "Limited partner" means:

7 (A) with respect to a limited partnership, a
8 person that:

9 (i) becomes a limited partner under Section
10 301; or

11 (ii) was a limited partner in a limited
12 partnership when the limited partnership became
13 subject to this Act under Section 1206(a) or (b);
14 and

15 (B) with respect to a foreign limited partnership,
16 a person that has rights, powers, and obligations
17 similar to those of a limited partner in a limited
18 partnership.

19 (13) "Limited partnership", except in the phrases
20 "foreign limited partnership" and "foreign limited
21 liability limited partnership", means an entity, having
22 one or more general partners and one or more limited
23 partners, which is formed under this Act by two or more
24 persons or becomes subject to this Act under Article 11 or
25 Section 1206(a) or (b). The term includes a limited
26 liability limited partnership.

1 (14) "Partner" means a limited partner or general
2 partner.

3 (15) "Partnership agreement" means the partners'
4 agreement, whether oral, implied, in a record, or in any
5 combination, concerning the limited partnership. The term
6 includes the agreement as amended.

7 (16) "Person" means an individual, corporation,
8 business trust, estate, trust, partnership, limited
9 liability company, association, joint venture, government;
10 governmental subdivision, agency, or instrumentality;
11 public corporation, or any other legal or commercial
12 entity.

13 (17) "Person dissociated as a general partner" means a
14 person dissociated as a general partner of a limited
15 partnership.

16 (18) "Principal office" means the office where the
17 principal executive office of a limited partnership or
18 foreign limited partnership is located, whether or not the
19 office is located in this State.

20 (19) "Record" means information that is inscribed on a
21 tangible medium or that is stored in an electronic or
22 other medium and is retrievable in perceivable form.

23 (20) "Required information" means the information that
24 a limited partnership is required to maintain under
25 Section 111.

26 (21) "Sign" means:

1 (A) to execute or adopt a tangible symbol with the
2 present intent to authenticate a record; or

3 (B) to attach or logically associate an electronic
4 symbol, sound, or process to or with a record with the
5 present intent to authenticate the record.

6 (22) "State" means a state of the United States, the
7 District of Columbia, Puerto Rico, the United States
8 Virgin Islands, or any territory or insular possession
9 subject to the jurisdiction of the United States.

10 (23) "Transfer" includes an assignment, conveyance,
11 deed, bill of sale, lease, mortgage, security interest,
12 encumbrance, gift, and transfer by operation of law.

13 (24) "Transferable interest" means a partner's right
14 to receive distributions.

15 (25) "Transferee" means a person to which all or part
16 of a transferable interest has been transferred, whether
17 or not the transferor is a partner.

18 (Source: P.A. 93-967, eff. 1-1-05.)

19 (805 ILCS 215/108.5)

20 Sec. 108.5. Assumed name.

21 (a) A limited partnership or a foreign limited partnership
22 admitted to transact business in this State may elect to adopt
23 an assumed name that complies with the requirements of Section
24 108 of this Act except the requirement that the name contain
25 the words "limited partnership", "limited liability limited

1 partnership", or the abbreviation "L.P.", "LP", "LLLP" or
2 "L.L.L.P."

3 (b) As used in this Act, "assumed name" means any name
4 other than the true name of a limited partnership or the name
5 under which a foreign limited partnership is admitted to
6 transact business in this State, except that the following do
7 not constitute the use of an assumed name under this Act:

8 (1) The identification by a limited partnership or
9 foreign limited partnership of its business with a
10 trademark or service mark of which it is the owner or
11 licensed user.

12 (2) The use of a name of a division, not constituting a
13 separate limited partnership and not containing the words
14 "limited partnership" or an abbreviation of those words,
15 provided that the limited partnership also clearly
16 discloses its true name.

17 (c) Before transacting any business in this State under an
18 assumed name or names, the limited partnership or foreign
19 limited partnership shall, for each assumed name, execute and
20 file in accordance with Section 108 or 204 of this Act, as
21 applicable, an application setting forth:

22 (1) the true name of the limited partnership or the
23 name under which the foreign limited partnership is
24 admitted to transact business in this State;

25 (2) the State or other jurisdiction under the laws of
26 which it is formed;

1 (3) that it intends to transact business under an
2 assumed name; and

3 (4) the assumed name which it proposes to use.

4 (d) The right to use an assumed name shall be effective
5 from the date of filing by the Secretary of State until the
6 first day of the anniversary month of the limited partnership
7 or foreign limited partnership that falls within the next
8 calendar year evenly divisible by 5, however, if an
9 application is filed within the 3 months immediately preceding
10 the anniversary month of a limited partnership or foreign
11 limited partnership that falls within a calendar year evenly
12 divisible by 5, the right to use the assumed name shall be
13 effective until the first day of the anniversary month of the
14 limited partnership or foreign limited partnership that falls
15 within the next succeeding year evenly divisible by 5.

16 (e) A limited partnership or foreign limited partnership
17 may renew the right to use its assumed name or names, if any,
18 within the 60 days preceding the expiration of such right, for
19 a period of 5 years, by making an election to do so on a form
20 prescribed by the Secretary of State and by paying the renewal
21 fee as prescribed by this Act.

22 (f) Any limited partnership or foreign limited partnership
23 may change or cancel any or all of its assumed names by
24 executing and filing, in duplicate, an application setting
25 forth:

26 (1) the true name of the limited partnership or the

1 name under which the foreign limited partnership is
2 admitted to transact business in this State;

3 (2) the state or country under the laws of which it is
4 organized;

5 (3) a statement that it intends to cease transacting
6 business under an assumed name by changing or cancelling
7 it;

8 (4) the assumed name to be changed or cancelled;

9 (5) the assumed name which the limited partnership or
10 foreign limited partnership proposes to use, if it is to
11 be changed.

12 (g) Upon the filing of an application to change an assumed
13 name, the limited partnership or foreign limited partnership
14 shall have the right to use such assumed name for the period
15 authorized by subsection (d) of this Section.

16 (h) The right to use an assumed name shall be cancelled by
17 the Secretary of State:

18 (1) if the limited partnership or foreign limited
19 partnership fails to renew an assumed name;

20 (2) if the limited partnership or foreign limited
21 partnership has filed an application to change or cancel
22 an assumed name;

23 (3) if a limited partnership's certificate of limited
24 partnership or certificate to be governed by this Act has
25 been cancelled;

26 (4) if a foreign limited partnership's application for

1 admission to transact business has been cancelled.

2 (i) Any limited partnership or foreign limited partnership
3 failing to pay the prescribed fee for the assumed name renewal
4 when due and payable shall be given notice of nonpayment by the
5 Secretary of State by regular mail. If the fee, together with a
6 late fee of \$50, is not paid within 150 days after the notice
7 is mailed, the right to use the assumed name shall cease. Any
8 limited partnership carrying on, conducting or transacting
9 business under an assumed name which shall fail to comply with
10 the provisions of this Section shall be subject to the penalty
11 provisions in Section 5 of "An Act in relation to the use of an
12 assumed name in the conduct or transaction of business in this
13 State", approved July 17, 1941, as amended.

14 (j) A foreign limited partnership that applies for and
15 receives a certificate of authority under Section 905, is
16 deemed to have complied with this Section in full.

17 (Source: P.A. 93-967, eff. 1-1-05.)

18 (805 ILCS 215/202)

19 Sec. 202. Amendment or restatement of certification.

20 (a) In order to amend its certificate of limited
21 partnership, a limited partnership must deliver to the
22 Secretary of State for filing an amendment or, pursuant to
23 Article 11, articles of merger stating:

24 (1) the name of the limited partnership;

25 (2) the date of filing of its initial certificate; and

1 (3) the changes the amendment makes to the certificate
2 as most recently amended or restated.

3 (b) A limited partnership shall promptly deliver to the
4 Secretary of State for filing an amendment to a certificate of
5 limited partnership to reflect:

6 (1) the admission of a new general partner;

7 (2) the dissociation of a person as a general partner;

8 or

9 (3) the appointment of a person to wind up the limited
10 partnership's activities under Section 803(c) or (d).

11 (c) A general partner that knows that any information in a
12 filed certificate of limited partnership was false when the
13 certificate was filed or has become false due to changed
14 circumstances shall promptly:

15 (1) cause the certificate to be amended; or

16 (2) if appropriate, deliver to the Secretary of State
17 for filing a statement of change pursuant to Section 115
18 or a statement of correction pursuant to Section 207.

19 (d) Except as provided in Section 210, a certificate of
20 limited partnership may be amended at any time for any other
21 proper purpose as determined by the limited partnership.

22 (e) A restated certificate of limited partnership may be
23 delivered to the Secretary of State for filing in the same
24 manner as an amendment. A restated certificate of limited
25 partnership shall supersede the original certificate of
26 limited partnership and all amendments thereto filed prior to

1 the effective date of filing the restated certificate of
2 limited partnership.

3 (f) Subject to Section 206(c), an amendment or restated
4 certificate is effective when filed by the Secretary of State.

5 (g) A limited partnership whose period of duration as
6 provided in the certificate of limited partnership has expired
7 may amend the certificate of limited partnership to revive its
8 certificate and extend the period of duration to perpetual at
9 any time within 5 years after the date of expiration.

10 (Source: P.A. 97-839, eff. 7-20-12.)

11 (805 ILCS 215/813 new)

12 Sec. 813. Reinstatement following duration expiration.

13 (a) A limited partnership that expired may be reinstated
14 by the Secretary of State following the date of expiration
15 upon:

16 (1) the filing of an application for reinstatement;

17 (2) the filing with the Secretary of State of all
18 reports then due and becoming due; and

19 (3) the payment to the Secretary of State of all fees
20 and penalties then due and becoming due;

21 (4) the filing of the Amendment to the Certificate of
22 Limited Partnership to extend the period of duration to
23 perpetual.

24 (b) The application for reinstatement shall be executed
25 and filed in duplicate in accordance with Section 204 and

1 shall set forth all of the following:

2 (1) the name of the limited partnership at the time of
3 expiration;

4 (2) the date of expiration;

5 (3) the agent for service of process and the address
6 of the agent for service of process; provided that any
7 change to either the agent for service of process or the
8 address of the agent for service of process is properly
9 reported under Section 115.

10 (c) When a limited partnership that has expired has
11 complied with the provisions of this Section, the Secretary of
12 State shall file the application for reinstatement.

13 (d) Upon filing of the application for reinstatement, the
14 limited partnership existence shall be deemed to have
15 continued without interruption from the date of expiration and
16 shall stand revived with such powers, duties, and obligations,
17 as if it had not been dissolved. All acts and proceedings of
18 its partners, officers, employees, and agents, acting or
19 purporting to act in that capacity, and which would have been
20 legal and valid but for the dissolution shall stand ratified
21 and confirmed.

22 (e) Without limiting the generality of subsection (d),
23 upon the filing of the application for reinstatement, no
24 limited partner or officer of the partnership shall be
25 personally liable for the debts and liabilities of the limited
26 partnership incurred during the period of expiration by reason

1 of the fact that the limited partnership was expired at the
2 time the debts or liabilities were incurred.

1	INDEX	
2	Statutes amended in order of appearance	
3	765 ILCS 1036/35	
4	765 ILCS 1036/62 rep.	
5	805 ILCS 5/1.80	from Ch. 32, par. 1.80
6	805 ILCS 5/13.55	from Ch. 32, par. 13.55
7	805 ILCS 5/13.75	
8	805 ILCS 5/14.05	from Ch. 32, par. 14.05
9	805 ILCS 5/14.10	from Ch. 32, par. 14.10
10	805 ILCS 105/103.05	from Ch. 32, par. 103.05
11	805 ILCS 105/113.45	from Ch. 32, par. 113.45
12	805 ILCS 105/114.13 new	
13	805 ILCS 180/1-10	
14	805 ILCS 180/1-20	
15	805 ILCS 180/1-70 new	
16	805 ILCS 180/5-25	
17	805 ILCS 180/35-15	
18	805 ILCS 180/35-25	
19	805 ILCS 180/35-41 new	
20	805 ILCS 180/35-43 new	
21	805 ILCS 180/45-38 new	
22	805 ILCS 180/45-40	
23	805 ILCS 180/45-45	
24	805 ILCS 180/50-1	
25	805 ILCS 206/108	

- 1 805 ILCS 206/1102
- 2 805 ILCS 215/102
- 3 805 ILCS 215/108.5
- 4 805 ILCS 215/202
- 5 805 ILCS 215/813 new