



97TH GENERAL ASSEMBLY

State of Illinois

2011 and 2012

HB5139

Introduced 2/8/2012, by Rep. Frank J. Mautino

SYNOPSIS AS INTRODUCED:

See Index

Amends the General Not For Profit Corporation Act of 1986, the Limited Liability Company Act, the Uniform Partnership Act (1997), and the Uniform Limited Partnership Act (2001). Changes various filing fees and authorizes additional filings and fees. Provides for the electronic filing of documents and reports. Establishes procedures for reinstatement of limited liability partnership status. Provides the manner for resignation as agent for service of process and the method of service. Revises the manner by which administrative dissolution, revocation, and reinstatement is accomplished. Effective immediately.

LRB097 19094 JLS 64333 b

FISCAL NOTE ACT
MAY APPLY

A BILL FOR

1 AN ACT concerning businesses.

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 115.15 as follows:

6 (805 ILCS 105/115.15) (from Ch. 32, par. 115.15)

7 Sec. 115.15. Miscellaneous charges. The Secretary of State
8 shall charge and collect:

9 (a) For furnishing a copy or certified copy of any
10 document, instrument, or paper relating to a corporation, or
11 for a certificate, \$.50 per page, but not less than \$5, and \$5
12 for the certificate and for affixing the seal thereto.

13 (b) At the time of any service of process, notice or demand
14 on him or her as resident agent of a corporation, \$10, which
15 amount may be recovered as taxable costs by the party to the
16 suit or action causing such service to be made if such party
17 prevails in the suit or action.

18 (Source: P.A. 84-1423.)

19 Section 10. The Limited Liability Company Act is amended by
20 changing Sections 1-5 and 50-10 and the heading of Article 37
21 as follows:

1 (805 ILCS 180/1-5)

2 Sec. 1-5. Definitions. As used in this Act, unless the
3 context otherwise requires:

4 "Anniversary" means that day every year exactly one or more
5 years after: (i) the date the articles of organization filed
6 under Section 5-5 of this Act were filed by the Office of the
7 Secretary of State, in the case of a limited liability company;
8 or (ii) the date the application for admission to transact
9 business filed under Section 45-5 of this Act was filed by the
10 Office of the Secretary of State, in the case of a foreign
11 limited liability company.

12 "Anniversary month" means the month in which the
13 anniversary of the limited liability company occurs.

14 "Articles of organization" means the articles of
15 organization filed by the Secretary of State for the purpose of
16 forming a limited liability company as specified in Article 5
17 and all amendments thereto, whether evidenced by articles of
18 amendment, articles of merger, or a statement of correction
19 affecting the articles.

20 "Assumed limited liability company name" means any limited
21 liability company name other than the true limited liability
22 company name, except that the identification by a limited
23 liability company of its business with a trademark or service
24 mark of which it is the owner or licensed user shall not
25 constitute the use of an assumed name under this Act.

26 "Bankruptcy" means bankruptcy under the Federal Bankruptcy

1 Code of 1978, Title 11, Chapter 7 of the United States Code.

2 "Business" includes every trade, occupation, profession,
3 and other lawful purpose, whether or not carried on for profit.

4 "Contribution" means any cash, property, or services
5 rendered or a promissory note or other binding obligation to
6 contribute cash or property or to perform services, that a
7 person contributes to the limited liability company in that
8 person's capacity as a member.

9 "Court" includes every court and judge having jurisdiction
10 in a case.

11 "Debtor in bankruptcy" means a person who is the subject of
12 an order for relief under Title 11 of the United States Code, a
13 comparable order under a successor statute of general
14 application, or a comparable order under federal, state, or
15 foreign law governing insolvency.

16 "Distribution" means a transfer of money, property, or
17 other benefit from a limited liability company to a member in
18 the member's capacity as a member or to a transferee of the
19 member's distributional interest.

20 "Distributional interest" means all of a member's interest
21 in distributions by the limited liability company.

22 "Entity" means a person other than an individual.

23 "Federal employer identification number" means either (i)
24 the federal employer identification number assigned by the
25 Internal Revenue Service to the limited liability company or
26 foreign limited liability company or (ii) in the case of a

1 limited liability company or foreign limited liability company
2 not required to have a federal employer identification number,
3 any other number that may be assigned by the Internal Revenue
4 Service for purposes of identification.

5 "Foreign limited liability company" means an
6 unincorporated entity organized under laws other than the laws
7 of this State that afford limited liability to its owners
8 comparable to the liability under Section 10-10 and is not
9 required to register to transact business under any law of this
10 State other than this Act.

11 "Insolvent" means that a limited liability company is
12 unable to pay its debts as they become due in the usual course
13 of its business.

14 "Limited liability company" means a limited liability
15 company organized under this Act.

16 "L3C" or "low-profit limited liability company" means a
17 for-profit limited liability company which satisfies the
18 requirements of Section 1-26 of this Act and does not have as a
19 significant purpose the production of income or the
20 appreciation of property.

21 "Manager" means a person, whether or not a member of a
22 manager-managed company, who is vested with authority under
23 Section 13-5.

24 "Manager-managed company" means a limited liability
25 company which is so designated in its articles of organization.

26 "Member" means a person who becomes a member of the limited

1 liability company upon formation of the company or in the
2 manner and at the time provided in the operating agreement or,
3 if the operating agreement does not so provide, in the manner
4 and at the time provided in this Act.

5 "Member-managed company" means a limited liability company
6 other than a manager-managed company.

7 "Membership interest" means a member's rights in the
8 limited liability company, including the member's right to
9 receive distributions of the limited liability company's
10 assets.

11 "Operating agreement" means the agreement under Section
12 15-5 concerning the relations among the members, managers, and
13 limited liability company. The term "operating agreement"
14 includes amendments to the agreement.

15 "Organizer" means one of the signers of the original
16 articles of organization.

17 "Person" means an individual, partnership, domestic or
18 foreign limited partnership, limited liability company or
19 foreign limited liability company, trust, estate, association,
20 corporation, governmental body, or other juridical being.

21 "Registered office" means that office maintained by the
22 limited liability company in this State, the address, including
23 street, number, city and county, of which is on file in the
24 office of the Secretary of State, at which, any process,
25 notice, or demand required or permitted by law may be served
26 upon the registered agent of the limited liability company.

1 "Registered agent" means a person who is an agent for
2 service of process on the limited liability company who is
3 appointed by the limited liability company and whose address is
4 the registered office of the limited liability company.

5 "Restated articles of organization" means the articles of
6 organization restated as provided in Section 5-30.

7 "State" means a state, territory, or possession of the
8 United States, the District of Columbia, or the Commonwealth of
9 Puerto Rico.

10 "Transfer" includes an assignment, conveyance, deed, bill
11 of sale, lease, mortgage, security interest, encumbrance, and
12 gift.

13 (Source: P.A. 96-126, eff. 1-1-10.)

14 (805 ILCS 180/Art. 37 heading)

15 Article 37. Conversions, ~~and~~ mergers, and series

16 (805 ILCS 180/50-10)

17 Sec. 50-10. Fees.

18 (a) The Secretary of State shall charge and collect in
19 accordance with the provisions of this Act and rules
20 promulgated under its authority all of the following:

21 (1) Fees for filing documents.

22 (2) Miscellaneous charges.

23 (3) Fees for the sale of lists of filings and for
24 copies of any documents.

1 (b) The Secretary of State shall charge and collect for all
2 of the following:

3 (1) Filing articles of organization (domestic),
4 application for admission (foreign), and restated articles
5 of organization (domestic), \$500. Notwithstanding the
6 foregoing, the fee for filing articles of organization
7 (domestic), application for admission (foreign), and
8 restated articles of organization (domestic) in connection
9 with a limited liability company with ability to establish
10 ~~a~~ series pursuant to Section 37-40 of this Act is \$750.

11 (2) Filing articles of amendment or an amended
12 application for admission ~~amendments (domestic or~~
13 ~~foreign)~~, \$150.

14 (3) Filing articles of dissolution or application for
15 withdrawal, \$100.

16 (4) Filing an application to reserve a name, \$300.

17 (5) Filing a notice of cancellation of a ~~Renewal fee~~
18 ~~for~~ reserved name, \$100.

19 (6) Filing a notice of a transfer of a reserved name,
20 \$100.

21 (7) Registration of a name, \$300.

22 (8) Renewal of registration of a name, \$100.

23 (9) Filing an application for use of an assumed name
24 under Section 1-20 of this Act, \$150 for each year or part
25 thereof ending in 0 or 5, \$120 for each year or part
26 thereof ending in 1 or 6, \$90 for each year or part thereof

1 ending in 2 or 7, \$60 for each year or part thereof ending
2 in 3 or 8, \$30 for each year or part thereof ending in 4 or
3 9, and a renewal for each assumed name, \$150.

4 (10) Filing an application for change or cancellation
5 of an assumed name, \$100.

6 (11) Filing an annual report of a limited liability
7 company or foreign limited liability company, \$250, if
8 filed as required by this Act, plus a penalty if
9 delinquent. Notwithstanding the foregoing, the fee for
10 filing an annual report of a limited liability company or
11 foreign limited liability company with ability to
12 establish series is \$250 plus \$50 for each series for which
13 a certificate of designation has been filed pursuant to
14 Section 37-40 of this Act and active on the last day of the
15 third month preceding the company's anniversary month,
16 plus a penalty if delinquent.

17 (12) Filing an application for reinstatement of a
18 limited liability company or foreign limited liability
19 company \$500.

20 (13) Filing Articles of Merger, \$100 plus \$50 for each
21 party to the merger in excess of the first 2 parties.

22 (14) Filing an Agreement of Conversion or Statement of
23 Conversion, \$100.

24 (15) Filing a statement of change of address of
25 registered office or change of registered agent, or both,
26 or filing a statement of correction, \$25.

1 (16) Filing a petition for refund, \$15.

2 (17) Filing any other document, \$100.

3 (18) Filing a certificate of designation of a limited
4 liability company with the ability to establish a series
5 pursuant to Section 37-40 of this Act, \$50.

6 (c) The Secretary of State shall charge and collect all of
7 the following:

8 (1) For furnishing a copy or certified copy of any
9 document, instrument, or paper relating to a limited
10 liability company or foreign limited liability company, or
11 for a certificate, \$25.

12 (2) For the transfer of information by computer process
13 media to any purchaser, fees established by rule.

14 (Source: P.A. 94-605, eff. 1-1-06; 94-607, eff. 8-16-05;
15 95-331, eff. 8-21-07.)

16 Section 15. The Uniform Partnership Act (1997) is amended
17 by changing Sections 105 and 108 and by adding Sections 105.5,
18 1004, 1005, and 1106 as follows:

19 (805 ILCS 206/105)

20 Sec. 105. Execution, filing, and recording of statements.

21 (a) A statement may be filed in the office of the Secretary
22 of State. A certified copy of a statement that is filed in an
23 office in another State may be filed in the office of the
24 Secretary of State. Either filing has the effect provided in

1 this Act with respect to partnership property located in or
2 transactions that occur in this State.

3 (b) A certified copy of a statement that has been filed in
4 the office of the Secretary of State and recorded in the office
5 for recording transfers of real property has the effect
6 provided for recorded statements in this Act. A recorded
7 statement that is not a certified copy of a statement filed in
8 the office of the Secretary of State does not have the effect
9 provided for recorded statements in this Act.

10 (c) A statement of qualification or foreign qualification
11 filed by a partnership must be executed by at least 2 partners.
12 Other statements must be executed by a partner or other person
13 authorized by this Act. An individual who executes a statement
14 as, or on behalf of, a partner or other person named as a
15 partner in a statement shall personally declare under penalty
16 of perjury that the contents of the statement are accurate.

17 (d) A person authorized by this Act to file a statement may
18 amend or cancel the statement by filing an amendment or
19 cancellation that names the partnership, identifies the
20 statement, and states the substance of the amendment or
21 cancellation.

22 (e) A person who files a statement pursuant to this Section
23 shall promptly send a copy of the statement to every nonfiling
24 partner and to any other person named as a partner in the
25 statement. Failure to send a copy of a statement to a partner
26 or other person does not limit the effectiveness of the

1 statement as to a person not a partner.

2 (f) The Secretary of State may collect a fee for filing or
3 providing a certified copy of a statement as provided in
4 Section 108. The officer responsible for recording transfers of
5 real property may collect a fee for recording a statement.

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

7 (805 ILCS 206/105.5 new)

8 Sec. 105.5. Electronic filing. Documents or reports
9 transmitted for filing electronically must include the name of
10 the person making the submission. The inclusion shall
11 constitute the affirmation or acknowledgement of the person,
12 under penalties of perjury, that the instrument is his or her
13 act and deed or the act and deed of the limited liability
14 partnership, as the case may be, and that the facts stated
15 therein are true. Compliance with this Section shall satisfy
16 the signature provisions of Section 105 of this Act, which
17 shall otherwise apply.

18 (805 ILCS 206/108)

19 Sec. 108. Fees.

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

23 (1) fees for filing documents;

24 (2) miscellaneous charges; and

1 (3) fees for the sale of lists of filings and for
2 copies of any documents, ~~and the sale or release of any~~
3 ~~information.~~

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

5 (1) for furnishing a copy or certified copy of any
6 document, instrument, or paper relating to a registered
7 limited liability partnership, ~~\$1 per page, but not less~~
8 ~~than \$25, and \$25 for the certificate and for affixing the~~
9 ~~seal to the certificate;~~

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

12 (3) for filing a statement of partnership authority,
13 \$25;

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

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

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

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

18 (8) for filing a statement of qualification for a
19 limited liability partnership organized under the laws of
20 this State, \$100 for each partner, but in no event shall
21 the fee be less than \$200 or exceed \$5,000;

22 (9) for filing a statement of foreign qualification,
23 \$500;

24 (10) for filing a renewal statement for a limited
25 liability partnership organized under the laws of this
26 State, \$100 for each partner, but in no event shall the fee

1 be less than \$200 or exceed \$5,000;

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

4 (12) for filing an amendment or cancellation of a
5 statement, \$25;

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

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

9 (15) for filing an application for reinstatement,
10 \$200;

11 (16) for filing any other document, \$25.

12 (c) All fees collected pursuant to this Act shall be
13 deposited into the Division of Corporations Limited Liability
14 Partnership Fund.

15 (d) There is hereby continued in the State treasury a
16 special fund to be known as the Division of Corporations
17 Limited Liability Partnership Fund. Moneys deposited into the
18 Fund shall, subject to appropriation, be used by the Business
19 Services Division of the Office of the Secretary of State to
20 administer the responsibilities of the Secretary of State under
21 this Act. The balance of the Fund at the end of any fiscal year
22 shall not exceed \$200,000, and any amount in excess thereof
23 shall be transferred to the General Revenue Fund.

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

25 (805 ILCS 206/1004 new)

1 Sec. 1004. Reinstatement of limited liability partnership
2 status.

3 (a) A partnership whose status as a limited liability
4 partnership or foreign limited liability partnership has
5 expired as a result of the failure to file a renewal report
6 required by Section 1003 may reinstate such status as a limited
7 liability partnership or foreign limited liability partnership
8 upon:

9 (1) the filing with the Secretary of State of an
10 application for reinstatement;

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

13 (3) the payment to the Secretary of State of all fees
14 then due and becoming due.

15 (b) The application for reinstatement shall be executed and
16 filed in duplicate in accordance with Section 105 and shall set
17 forth all of the following:

18 (1) the name of the limited liability partnership at
19 the time of expiration;

20 (2) the date of expiration;

21 (3) the name and address of the agent for service of
22 process; provided that any change to either the agent for
23 service of process or the address of the agent for service
24 of process is properly reported.

25 (c) When a partnership whose status as a limited liability
26 partnership or foreign limited liability partnership has

1 expired has complied with the provisions of this Section, the
2 Secretary of State shall file the application for
3 reinstatement.

4 (d) Upon filing of the application for reinstatement: (i)
5 status as a limited liability partnership or foreign limited
6 liability partnership shall be deemed to have continued without
7 interruption from the date of expiration and shall stand
8 revived with the powers, duties, and obligations, as if it had
9 not expired, and (ii) all acts and proceedings of its partners,
10 acting or purporting to act in that capacity, that would have
11 been legal and valid but for the expiration shall stand
12 ratified and confirmed.

13 (805 ILCS 206/1005 new)

14 Sec. 1005. Resignation of agent for service of process upon
15 a limited liability partnership.

16 (a) The agent for service of process may at any time resign
17 by filing in the Office of the Secretary of State written
18 notice thereof and by mailing a copy thereof to the limited
19 liability partnership at its chief executive office. The notice
20 must be mailed at least 10 days before the date of filing
21 thereof with the Secretary of State. The notice shall be
22 executed by the agent for service of process. The notice shall
23 set forth all of the following:

24 (1) The name of the limited liability partnership for
25 which the agent for service of process is acting.

1 (2) The name of the agent for service of process.

2 (3) The address, including street, number, city, and
3 county of the limited liability partnership's then address
4 of its agent for service of process in this State.

5 (4) That the agent for service of process resigns.

6 (5) The effective date of the resignation, which shall
7 not be sooner than 30 days after the date of filing.

8 (6) The address of the chief executive office of the
9 limited liability partnership as it is known to the agent
10 for service of process.

11 (7) A statement that a copy of the notice has been sent
12 by registered or certified mail to the chief executive
13 office of the limited liability partnership within the time
14 and in the manner prescribed by this Section.

15 (b) A new agent for service of process must be placed on
16 record within 60 days after an agent's notice of resignation
17 under this Section.

18 (805 ILCS 206/1106 new)

19 Sec. 1106. Resignation of agent for service of process upon
20 a foreign limited liability partnership.

21 (a) The agent for service of process may at any time resign
22 by filing in the Office of the Secretary of State written
23 notice thereof and by mailing a copy thereof to the foreign
24 limited liability partnership at its chief executive office.
25 The notice must be mailed at least 10 days before the date of

1 filing thereof with the Secretary of State. The notice shall be
2 executed by the agent for service of process. The notice shall
3 set forth all of the following:

4 (1) The name of the foreign limited liability
5 partnership for which the agent for service of process is
6 acting.

7 (2) The name of the agent for service of process.

8 (3) The address, including street, number, city, and
9 county of the foreign limited liability partnership's then
10 address of its agent for service of process in this State.

11 (4) That the agent for service of process resigns.

12 (5) The effective date of the resignation, which shall
13 not be sooner than 30 days after the date of filing.

14 (6) The address of the chief executive office of the
15 foreign limited liability partnership as it is known to the
16 agent for service of process.

17 (7) A statement that a copy of the notice has been sent
18 by registered or certified mail to the chief executive
19 office of the limited liability partnership within the time
20 and in the manner prescribed by this Section.

21 (b) A new agent for service of process must be placed on
22 record within 60 days after an agent's notice of resignation
23 under this Section.

24 Section 20. The Uniform Limited Partnership Act (2001) is
25 amended by changing Sections 116, 117, 202, 206, 809, 810, 906,

1 and 1302 and by adding Sections 204.5, 902.5, and 906.5 as
2 follows:

3 (805 ILCS 215/116)

4 Sec. 116. Resignation of agent for service of process.

5 (a) The agent for service of process may at any time resign
6 by filing in the Office of the Secretary of State written
7 notice thereof and by mailing a copy thereof to the limited
8 partnership or foreign limited partnership at its designated
9 office and another copy to the principal office if the address
10 of the office appears in the records of the Secretary of State
11 and is different from the address of the designated office. The
12 notice must be mailed at least 10 days before the date of
13 filing thereof with the Secretary of State. The notice shall be
14 executed by the agent for service of process. The notice shall
15 set forth all of the following:

16 (1) The name of the limited partnership for which the
17 agent for service of process is acting.

18 (2) The name of the agent for service of process.

19 (3) The address, including street, number, and city of
20 the limited partnership's then address of its agent for
21 service of process in this State.

22 (4) That the agent for service of process resigns.

23 (5) The effective date of the resignation, which shall
24 not be sooner than 30 days after the date of filing.

25 (6) The address of the designated office of the limited

1 partnership as it is known to the registered agent.

2 (7) A statement that a copy of the notice has been sent
3 by registered or certified mail to the designated office of
4 the limited partnership within the time and in the manner
5 prescribed by this Section.

6 (b) A new agent for service of process must be placed on
7 record within 60 days after an agent's notice of resignation
8 under this Section.

9 ~~(a) In order to resign as an agent for service of process~~
10 ~~of a limited partnership or foreign limited partnership, the~~
11 ~~agent must deliver to the Secretary of State for filing a~~
12 ~~statement of resignation containing the name of the limited~~
13 ~~partnership or foreign limited partnership.~~

14 ~~(b) After receiving a statement of resignation, the~~
15 ~~Secretary of State shall file it and mail a copy to the~~
16 ~~designated office of the limited partnership or foreign limited~~
17 ~~partnership and another copy to the principal office if the~~
18 ~~address of the office appears in the records of the Secretary~~
19 ~~of State and is different from the address of the designated~~
20 ~~office.~~

21 ~~(c) An agency for service of process is terminated on the~~
22 ~~31st day after the Secretary of State files the statement of~~
23 ~~resignation.~~

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

25 (805 ILCS 215/117)

1 Sec. 117. Service of process.

2 (a) An agent for service of process appointed by a limited
3 partnership or foreign limited partnership is an agent of the
4 limited partnership or foreign limited partnership for service
5 of any process, notice, or demand required or permitted by law
6 to be served upon the limited partnership or foreign limited
7 partnership.

8 (b) If a limited partnership or foreign limited partnership
9 does not appoint or maintain an agent for service of process in
10 this State or the agent for service of process cannot with
11 reasonable diligence be found at the agent's address, the
12 Secretary of State is an agent of the limited partnership or
13 foreign limited partnership upon whom process, notice, or
14 demand may be served.

15 (c) Service under subsection (b) shall be made by the
16 person instituting the action by doing all of the following:

17 (1) serving upon the Secretary of State, or upon any
18 employee having responsibility for administering this Act,
19 a copy of the process, notice, or demand, together with any
20 papers required by law to be delivered in connection with
21 service and paying the fee prescribed by Section 1302 of
22 this Act;

23 (2) transmitting notice of the service upon the
24 Secretary of State and a copy of the process, notice, or
25 demand and accompanying papers to the limited partnership
26 being served, by registered or certified mail:

1 (A) at the last address of the agent for service of
2 process for the limited partnership or foreign limited
3 partnership shown by the records on file in the Office
4 of the Secretary of State; and

5 (B) at the address the use of which the person
6 instituting the action, suit, or proceeding knows or,
7 on the basis of reasonable inquiry, has reason to
8 believe, is most likely to result in actual notice.

9 (3) attaching an affidavit of compliance with this
10 Section, in substantially the form that the Secretary of
11 State may by rule or regulation prescribe, to the process,
12 notice, or demand.

13 ~~(c) Service of any process, notice, or demand on the~~
14 ~~Secretary of State may be made by delivering to and leaving~~
15 ~~with the Secretary of State duplicate copies of the process,~~
16 ~~notice, or demand. If a process, notice, or demand is served on~~
17 ~~the Secretary of State, the Secretary of State shall forward~~
18 ~~one of the copies by registered or certified mail, return~~
19 ~~receipt requested, to the limited partnership or foreign~~
20 ~~limited partnership at its designated office. An affidavit of~~
21 ~~compliance with this Section, in substantially the form that~~
22 ~~the Secretary of State may prescribe by rule, shall be attached~~
23 ~~to the process, notice, or demand.~~

24 (d) Service is effected under subsection (c) at the
25 earliest of:

26 (1) the date the limited partnership or foreign limited

1 partnership receives the process, notice, or demand;

2 (2) the date shown on the return receipt, if signed on
3 behalf of the limited partnership or foreign limited
4 partnership; or

5 (3) five days after the process, notice, or demand is
6 deposited in the mail, if mailed postpaid and correctly
7 addressed.

8 (e) The Secretary of State shall keep a record of each
9 process, notice, and demand served pursuant to this Section and
10 record the time of, and the action taken regarding, the
11 service.

12 (f) This Section does not affect the right to serve
13 process, notice, or demand in any other manner provided by law.

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

15 (805 ILCS 215/202)

16 Sec. 202. Amendment or restatement of certification.

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

21 (1) the name of the limited partnership;

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

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

25 (b) A limited partnership shall promptly deliver to the

1 Secretary of State for filing an amendment to a certificate of
2 limited partnership to reflect:

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

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

5 or

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

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

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

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

16 (d) Except as provided in Section 210, a ~~A~~ certificate of
17 limited partnership may be amended at any time for any other
18 proper purpose as determined by the limited partnership.

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

26 (f) Subject to Section 206(c), an amendment or restated

1 certificate is effective when filed by the Secretary of State.

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

3 (805 ILCS 215/204.5 new)

4 Sec. 204.5. Electronic filing. Documents or reports
5 transmitted for filing electronically must include the name of
6 the person making the submission. The inclusion shall
7 constitute the affirmation or acknowledgement of the person,
8 under penalties of perjury, that the instrument is his or her
9 act and deed or the act and deed of the limited partnership, as
10 the case may be, and that the facts stated therein are true.
11 Compliance with this Section shall satisfy the signature
12 provisions of Section 204 of this Act, which shall otherwise
13 apply.

14 (805 ILCS 215/206)

15 Sec. 206. Delivery to and filing of records by Secretary of
16 State; effective time and date.

17 (a) A record authorized or required to be delivered to the
18 Secretary of State for filing under this Act must be captioned
19 to describe the record's purpose, be in a medium permitted by
20 the Secretary of State, and be delivered to the Secretary of
21 State. Unless the Secretary of State determines that a record
22 does not comply with the filing requirements of this Act, and
23 if all filing fees have been paid, the Secretary of State shall
24 file the record and:

1 (1) for a statement of dissociation, send:

2 (A) a copy of the filed statement and a receipt for
3 the fees to the person which the statement indicates
4 has dissociated as a general partner; and

5 (B) a copy of the filed statement and receipt to
6 the limited partnership;

7 (2) for a statement of withdrawal, send:

8 (A) a copy of the filed statement and a receipt for
9 the fees to the person on whose behalf the record was
10 filed; and

11 (B) if the statement refers to an existing limited
12 partnership, a copy of the filed statement and receipt
13 to the limited partnership; and

14 (3) for all other records except annual reports filed
15 pursuant to Section 210, send a copy of the filed record
16 and a receipt for the fees to the person on whose behalf
17 the record was filed.

18 (b) Upon request and payment of a fee, the Secretary of
19 State shall send to the requester a certified copy of the
20 requested record.

21 (c) Except as otherwise provided in Sections 116 and 207, a
22 record delivered to the Secretary of State for filing under
23 this Act may specify an effective time and a delayed effective
24 date. Except as otherwise provided in this Act, a record filed
25 by the Secretary of State is effective:

26 (1) if the record does not specify an effective time

1 and does not specify a delayed effective date, on the date
2 and at the time the record is filed as evidenced by the
3 Secretary of State's endorsement of the date and time on
4 the record;

5 (2) if the record specifies an effective time but not a
6 delayed effective date, on the date the record is filed at
7 the time specified in the record;

8 (3) if the record specifies a delayed effective date
9 but not an effective time, at 12:01 a.m. on the earlier of:

10 (A) the specified date; or

11 (B) the 90th day after the record is filed; or

12 (4) if the record specifies an effective time and a
13 delayed effective date, at the specified time on the
14 earlier of:

15 (A) the specified date; or

16 (B) the 90th day after the record is filed.

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

18 (805 ILCS 215/809)

19 Sec. 809. Administrative dissolution.

20 (a) The Secretary of State may dissolve a limited
21 partnership administratively if the limited partnership does
22 not, within 60 days after the due date:

23 (1) pay any fee, tax, or penalty due to the Secretary
24 of State under this Act or other law; ~~or~~

25 (2) file ~~deliver~~ its annual report with ~~to~~ the

1 Secretary of State; ~~or-~~

2 (3) appoint and maintain an agent for service of
3 process in Illinois after a registered agent's notice of
4 resignation under Section 116.

5 (b) If the Secretary of State determines that a ground
6 exists for administratively dissolving a limited partnership,
7 the Secretary of State shall file a record of the determination
8 and send a copy of the filed record to the limited
9 partnership's agent for service of process in this State, or if
10 the limited partnership does not appoint and maintain a proper
11 agent, to the limited partnership's designated office ~~serve the~~
12 ~~limited partnership with a copy of the filed record.~~

13 (c) If within 60 days after service of the copy of the
14 record of determination the limited partnership does not
15 correct each ground for dissolution or demonstrate to the
16 reasonable satisfaction of the Secretary of State that each
17 ground determined by the Secretary of State does not exist, the
18 Secretary of State shall administratively dissolve the limited
19 partnership by preparing, signing, and filing a declaration of
20 dissolution that states the grounds for dissolution. The
21 Secretary of State shall send a copy to the limited
22 partnership's agent for service of process in this State, or if
23 the limited partnership does not appoint and maintain a proper
24 agent, to the limited partnership's designated office ~~serve the~~
25 ~~limited partnership with a copy of the filed declaration.~~

26 (d) A limited partnership administratively dissolved

1 continues its existence but may carry on only activities
2 necessary to wind up its activities and liquidate its assets
3 under Sections 803 and 812 and to notify claimants under
4 Sections 806 and 807.

5 (e) The administrative dissolution of a limited
6 partnership does not terminate the authority of its agent for
7 service of process.

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

9 (805 ILCS 215/810)

10 Sec. 810. Reinstatement following administrative
11 dissolution.

12 (a) A limited partnership that has been administratively
13 dissolved under Section 809 may be reinstated by the Secretary
14 of State following the date of dissolution upon:

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

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

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

20 (b) The application for reinstatement shall be executed and
21 filed in duplicate in accordance with Section 204 and shall set
22 forth all of the following:

23 (1) the name of the limited partnership at the time of
24 dissolution;

25 (2) the date of dissolution;

1 (3) the agent for service of process and the address of
2 the agent for service of process; provided that any change
3 to either the agent for service of process or the address
4 of the agent for service of process is properly reported
5 under Section 115.

6 (c) When a limited partnership that has been
7 administratively dissolved has complied with the provisions of
8 this Section, the Secretary of State shall file the application
9 for reinstatement.

10 (d) Upon filing of the application for reinstatement: (i)
11 the limited partnership shall be deemed to have continued
12 without interruption from the date of dissolution and shall
13 stand revived with the powers, duties, and obligations, as if
14 it had not been dissolved, and (ii) all acts and proceedings of
15 its partners, acting or purporting to act in that capacity,
16 that would have been legal and valid but for the dissolution
17 shall stand ratified and confirmed.

18 ~~(a) A limited partnership that has been administratively~~
19 ~~dissolved may apply to the Secretary of State for reinstatement~~
20 ~~after the effective date of dissolution. The application must~~
21 ~~be delivered to the Secretary of State for filing and state:~~

22 ~~(1) the name of the limited partnership and the~~
23 ~~effective date of its administrative dissolution;~~

24 ~~(2) that the grounds for dissolution either did not~~
25 ~~exist or have been eliminated; and~~

26 ~~(3) that the limited partnership's name satisfies the~~

1 ~~requirements of Section 108.~~

2 ~~(b) If the Secretary of State determines that an~~
3 ~~application contains the information required by subsection~~
4 ~~(a) and that the information is correct, the Secretary of State~~
5 ~~shall prepare a declaration of reinstatement that states this~~
6 ~~determination, sign, and file the original of the declaration~~
7 ~~of reinstatement, and serve the limited partnership with a~~
8 ~~copy.~~

9 ~~(c) When reinstatement becomes effective, it relates back~~
10 ~~to and takes effect as of the effective date of the~~
11 ~~administrative dissolution and the limited partnership may~~
12 ~~resume its activities as if the administrative dissolution had~~
13 ~~never occurred.~~

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

15 (805 ILCS 215/902.5 new)

16 Sec. 902.5. Amended application for certificate of
17 authority.

18 (a) In order to amend its application for certificate of
19 authority, a foreign limited partnership must deliver to the
20 Secretary of State for filing an amended application for
21 certificate of authority stating:

22 (1) the name of the foreign limited partnership and, if
23 the name does not comply with Section 108, an alternate
24 name adopted pursuant to Section 905 (a);

25 (2) the date of filing the application for certificate

1 of authority; and

2 (3) the amendment to the application for certificate of
3 authority.

4 (b) A foreign limited partnership shall promptly deliver to
5 the Secretary of State for filing an amended application for
6 certificate of authority to reflect:

7 (1) the admission of a new general partner; or

8 (2) the dissociation of a person as a general partner.

9 (c) A general partner who becomes aware that any statement
10 in the application for certificate of authority was false when
11 made or that any statement or facts therein have changed shall
12 promptly:

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

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

17 (d) Except as provided in Section 210, an application for
18 certificate of authority may be amended at any time for any
19 other proper purpose as determined by the limited partnership.

20 (805 ILCS 215/906)

21 Sec. 906. Revocation of certificate of authority.

22 (a) A certificate of authority of a foreign limited
23 partnership to transact business in this State may be revoked
24 by the Secretary of State in the manner provided in subsections

25 (b) and (c) if the foreign limited partnership does not:

1 (1) pay, within 60 days after the due date, any fee,
2 tax or penalty due to the Secretary of State under this Act
3 or other law;

4 (2) file ~~deliver~~, within 60 days after the due date,
5 its annual report required under Section 210;

6 (3) appoint and maintain an agent for service of
7 process in Illinois within 60 days after a registered
8 agent's notice of resignation under Section 116 ~~as required~~
9 ~~by Section 114(b);~~ or

10 (4) renew its alternate assumed name or apply to change
11 its alternate assumed name under this Act when the limited
12 partnership may only transact business within this State
13 under its alternate assumed name ~~deliver for filing a~~
14 ~~statement of a change under Section 115 within 30 days~~
15 ~~after a change has occurred in the name or address of the~~
16 ~~agent.~~

17 (b) If the Secretary of State determines that a ground
18 exists for revoking the certificate of authority of a foreign
19 limited partnership, the Secretary of State shall file a record
20 of the determination and send a copy of the filed record to the
21 foreign limited partnership's agent for service of process in
22 this State, or if the foreign limited partnership does not
23 appoint and maintain a proper agent, to the foreign limited
24 partnership's designated office.

25 (c) If within 60 days after service of the copy of the
26 record of determination the foreign limited partnership does

1 not correct each ground for revocation or demonstrate to the
2 reasonable satisfaction of the Secretary of State that each
3 ground determined by the Secretary of State does not exist, the
4 Secretary of State shall revoke the certificate of authority of
5 the foreign limited partnership by preparing, signing, and
6 filing a declaration of revocation that states the grounds for
7 the revocation. The Secretary of State shall send a copy of the
8 filed declaration to the foreign limited partnership's agent
9 for service of process in this State, or if the foreign limited
10 partnership does not appoint and maintain a proper agent, to
11 the foreign limited partnership's designated office.

12 (d) The authority of a foreign limited partnership to
13 transact business in this State ceases on the date of
14 revocation.

15 ~~(b) In order to revoke a certificate of authority, the~~
16 ~~Secretary of State must prepare, sign, and file a notice of~~
17 ~~revocation and send a copy to the foreign limited partnership's~~
18 ~~agent for service of process in this State, or if the foreign~~
19 ~~limited partnership does not appoint and maintain a proper~~
20 ~~agent in this State, to the foreign limited partnership's~~
21 ~~designated office. The notice must state:~~

22 ~~(1) the revocation's effective date, which must be at~~
23 ~~least 60 days after the date the Secretary of State sends~~
24 ~~the copy; and~~

25 ~~(2) the foreign limited partnership's failures to~~
26 ~~comply with subsection (a) which are the reason for the~~

1 ~~revocation.~~

2 ~~(c) The authority of the foreign limited partnership to~~
3 ~~transact business in this State ceases on the effective date of~~
4 ~~the notice of revocation unless before that date the foreign~~
5 ~~limited partnership cures each failure to comply with~~
6 ~~subsection (a) stated in the notice. If the foreign limited~~
7 ~~partnership cures the failures, the Secretary of State shall so~~
8 ~~indicate on the filed notice.~~

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

10 (805 ILCS 215/906.5 new)

11 Sec. 906.5. Reinstatement following revocation.

12 (a) A foreign limited partnership that has had its
13 certificate of authority revoked under Section 906 may be
14 reinstated by the Secretary of State following the date of
15 revocation 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 (b) The application for reinstatement shall be executed and
22 filed in duplicate in accordance with Section 204 and shall set
23 forth all of the following:

24 (1) the name of the foreign limited partnership at the
25 time of revocation;

1 (2) the date of revocation;

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

7 (c) When a limited partnership whose certificate of
8 authority has been revoked has complied with the provisions of
9 this Section, the Secretary of State shall file the application
10 for reinstatement.

11 (d) Upon filing of the application for reinstatement: (i)
12 the certificate of authority of the limited partnership to
13 transact business in this State shall be deemed to have
14 continued without interruption from the date of revocation,
15 (ii) the limited partnership shall stand revived with the
16 powers, duties, and obligations, as if its certificate of
17 authority had not been revoked, and (iii) all acts and
18 proceedings of its partners, acting or purporting to act in
19 that capacity, that would have been legal and valid but for the
20 revocation shall stand ratified and confirmed.

21 (805 ILCS 215/1302)

22 Sec. 1302. Fees.

23 (a) The Secretary of State shall charge and collect in
24 accordance with the provisions of this Act and rules
25 promulgated pursuant to its authority:

- 1 (1) fees for filing documents;
- 2 (2) miscellaneous charges;
- 3 (3) fees for the sale of lists of filings and for ~~7~~
4 copies of any documents, ~~and for the sale or release of any~~
5 ~~information.~~

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

- 7 (1) filing a certificate ~~certificates~~ of limited
8 partnership (domestic), a certificate ~~certificates~~ of
9 authority admission (foreign), and a restated certificate
10 ~~certificates~~ of limited partnership (domestic), ~~and~~
11 ~~restated certificates of admission (foreign),~~ \$150;

- 12 (2) (blank) ~~filing certificates to be governed by this~~
13 ~~Act,~~ \$50;

- 14 (3) filing an amendment or certificate ~~amendments and~~
15 ~~certificates~~ of amendment, \$50;

- 16 (4) filing a statement ~~certificates~~ of cancellation or
17 notice of termination, \$25;

- 18 (5) filing an application for use of an assumed name
19 under Section 108.5 of this Act, \$150 for each year or part
20 thereof ending in 0 or 5, \$120 for each year or part
21 thereof ending in 1 or 6, \$90 for each year or part thereof
22 ending in 2 or 7, \$60 for each year or part thereof ending
23 in 3 or 8, \$30 for each year or part thereof ending in 4 or
24 9, and a renewal for each assumed name, \$150;

- 25 (6) filing an annual report of a domestic or foreign
26 limited partnership, \$100;

1 (7) filing an application for reinstatement of a
2 domestic or foreign limited partnership, ~~and for issuing a~~
3 ~~certificate of reinstatement,~~ \$200;

4 (8) filing any other document, \$50.

5 (c) The Secretary of State shall charge and collect:

6 (1) for furnishing a copy or certified copy of any
7 document, instrument or paper relating to a limited
8 partnership or foreign limited partnership, \$25; and

9 (2) for the transfer of information by computer process
10 media to any purchaser, fees established by rule.

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

12 (805 ILCS 215/1305 rep.)

13 Section 25. The Uniform Limited Partnership Act (2001) is
14 amended by repealing Section 1305.

15 Section 99. Effective date. This Act takes effect upon
16 becoming law.

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3	805 ILCS 105/115.15	from Ch. 32, par. 115.15
4	805 ILCS 180/1-5	
5	805 ILCS 180/Art. 37	
6	heading	
7	805 ILCS 180/50-10	
8	805 ILCS 206/105	
9	805 ILCS 206/105.5 new	
10	805 ILCS 206/108	
11	805 ILCS 206/1004 new	
12	805 ILCS 206/1005 new	
13	805 ILCS 206/1106 new	
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