

AN ACT concerning business.

**Be it enacted by the People of the State of Illinois,
represented in the General Assembly:**

Section 5. The Limited Liability Company Act is amended by changing Sections 1-5, 1-30, 1-40, 5-5, 5-45, 5-47, 5-50, 10-1, 10-15, 13-5, 15-1, 15-3, 15-5, 15-7, 20-1, 20-5, 25-35, 30-5, 30-10, 30-20, 35-1, 35-3, 35-4, 35-7, 35-15, 35-20, 35-45, 35-55, 37-5, 37-10, 37-15, 37-20, 37-25, 37-30, 37-40, 50-1, 50-10, and 55-1, by changing the headings of Articles 30 and 37, and by adding Sections 1-6, 1-46, 1-65, 13-15, 13-20, 30-25, 35-37, 37-16, 37-17, 37-21, 37-31, 37-32, 37-33, 37-34, 37-36, and 55-3 as follows:

(805 ILCS 180/1-5)

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

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

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

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

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

"Bankruptcy" means bankruptcy under the Federal Bankruptcy Code of 1978, Title 11, Chapter 7 of the United States Code, as amended from time to time, or any successor statute.

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

"Company" means a limited liability company.

"Contribution" means any cash, property, ~~or~~ services rendered, or other benefit, or a promissory note or other binding obligation to contribute cash or property, ~~or to~~ perform services, or provide any other benefit, that a person contributes to the limited liability company in that person's capacity as a member or in order to become a member.

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

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

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

"Distributional interest" means ~~all of~~ a member's right to receive interest in distributions of by the limited liability company's assets, but no other rights or interests of a member company.

"Entity" means a person other than an individual.

"Federal employer identification number" means either (i) the federal employer identification number assigned by the Internal Revenue Service to the limited liability company or foreign limited liability company or (ii) in the case of a limited liability company or foreign limited liability company not required to have a federal employer identification number, any other number that may be assigned by the Internal Revenue Service for purposes of identification.

"Foreign limited liability company" means an unincorporated entity organized under laws other than the laws

of this State that afford limited liability to its owners comparable to the liability under Section 10-10 and is not required to register to transact business under any law of this State other than this Act.

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

"Legal representative" means, without limitation, an executor, administrator, guardian, personal representative and agent, including an appointee under a power of attorney.

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

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

"Manager" means a person, whether or not a member of a manager-managed company, who is vested with authority in an operating agreement as provided in ~~under~~ Section 15-1 ~~13-5~~.

"Manager-managed company" means a limited liability company that vests authority in a manager or managers in an operating agreement as provided in Section 15-1 ~~which is so designated in its articles of organization.~~

"Member" means a person who becomes a member of the limited liability company upon formation of the company or in the

manner and at the time provided in the operating agreement or, if the operating agreement does not so provide, in the manner and at the time provided in this Act.

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

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

"Operating agreement" means the agreement under Section 15-5, whether or not referred to as an operating agreement and whether oral, in a record, implied, or in any combination thereof, of all of the members of a limited liability company, including a sole member, concerning the relations among the members, managers, and limited liability company. The term "operating agreement" includes amendments to the agreement.

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

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

"Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

"Registered office" means that office maintained by the

limited liability company in this State, the address, including street, number, city and county, of which is on file in the office of the Secretary of State, at which, any process, notice, or demand required or permitted by law may be served upon the registered agent of the limited liability company.

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

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

"Sign" means, with the present intent to authenticate or adopt a record:

(1) to execute or adopt a tangible symbol; or

(2) to attach to or logically associate with the record an electronic symbol, sound, or process.

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

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

(Source: P.A. 96-126, eff. 1-1-10; 97-839, eff. 7-20-12.)

(805 ILCS 180/1-6 new)

Sec. 1-6. Electronic records. Any requirement in this Act

that there be a writing or that any document, instrument, or agreement be written or in ink is subject to the provisions of the Electronic Commerce Security Act.

(805 ILCS 180/1-30)

Sec. 1-30. Powers. Each limited liability company organized and existing under this Act may do all of the following:

(1) Sue and be sued, complain and defend, and participate in administrative or other proceedings, in its name.

(2) Have a seal, which may be altered at pleasure, and use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced, provided that the affixing of a seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of a seal is not mandatory.

(3) Purchase, take, receive, lease as lessee, take by gift, legacy, or otherwise acquire, own, hold, use, and otherwise deal in and with any real or personal property, or any interest therein, wherever situated.

(4) Sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all or any part of its property and assets.

(5) Lend money to and otherwise assist its members and employees.

(6) Purchase, take, receive, subscribe for or otherwise

acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in or obligations of other limited liability companies, domestic or foreign corporations, associations, general or limited partnerships, or individuals.

(7) Incur liabilities, borrow money for its proper purposes at any rate of interest the limited liability company may determine without regard to the restrictions of any usury law of this State, issue notes, bonds, and other obligations, secure any of its obligations by mortgage or pledge or deed of trust of all or any part of its property, franchises, and income, and make contracts, including contracts of guaranty and suretyship.

(8) Invest its surplus funds from time to time, lend money for its proper purposes, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(9) Conduct its business, carry on its operations, have offices within and without this State, and exercise in any other state, territory, district, or possession of the United States or in any foreign country the powers granted by this Act.

(10) Designate ~~Elect~~ managers and appoint officers and other agents of the limited liability company, define their duties, and fix their compensation.

(11) Enter into or amend an operating agreement, not

inconsistent with the laws of this State, for the administration and regulation of the affairs of the limited liability company.

(12) Make donations for the public welfare or for charitable, scientific, religious, or educational purposes, lend money to the government, and transact any lawful business in aid of the United States.

(13) Establish deferred compensation plans, pension plans, profit-sharing plans, bonus plans, option plans, and other incentive plans for its managers and employees and make the payments provided for therein.

(14) Become a promoter, partner, member, associate, or manager of any general partnership, limited partnership, joint venture or similar association, any other limited liability company, or other enterprise.

(15) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/1-40)

Sec. 1-40. Records to be kept.

(a) Each limited liability company shall keep at the principal place of business of the company named in the articles of organization or other reasonable locations specified in the operating agreement all of the following:

(1) A list of the full name and last known address of each member setting forth the amount of cash each member has contributed, a description and statement of the agreed value of the other property or services each member has contributed or has agreed to contribute in the future, and the date on which each became a member.

(2) A copy of the articles of organization, as amended or restated, together with executed copies of any powers of attorney under which any articles, application, or certificate has been executed.

(3) Copies of the limited liability company's federal, State, and local income tax returns and reports, if any, for the 3 most recent years.

(4) Copies of any then effective written operating agreement and any amendments thereto and of any financial statements of the limited liability company for the 3 most recent years.

(b) Records kept under this Section may be inspected and copied at the request and expense of any member or legal representative of a deceased member or member under legal disability during ordinary business hours.

(c) The rights under subsection (b) of this Section also extend to a transferee of a distributional interest, but only for a proper purpose. In order to exercise this right, a transferee must make written demand upon the limited liability company, stating with particularity the records sought to be

inspected and the purpose of the demand.

(d) Within 10 days after receiving a demand pursuant to subsection (c):

(1) the company shall provide the information demanded or, in a record, a description of the information the company will provide, stating a reasonable time within which it will be provided and the place where it will be provided; and

(2) if the company declines to provide any demanded information, the company shall state its reasons for declining to the transferee in a record.

A transferee may exercise the rights under this subsection through a legal representative.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/1-46 new)

Sec. 1-46. Applicability of statute of frauds. An operating agreement is enforceable whether or not there is a writing signed or record authenticated by a party against whom enforcement is sought, even if the agreement is not capable of performance within one year of its making.

(805 ILCS 180/1-65 new)

Sec. 1-65. Governing law. The law of this State governs:

(1) the internal affairs and organization of a limited liability company;

(2) the liability of a member as member and a manager as manager for the debts, obligations, or other liabilities of a limited liability company;

(3) the internal affairs and establishment of a series of a limited liability company;

(4) the liability of a member or a manager associated with a series for the debts, obligations, or other liabilities of the series; and

(5) the liability of a series for the debts, obligations, or other liabilities of the limited liability company that established the series or for another series established by the limited liability company, and the liability of the limited liability company for the debts, obligations, or other liabilities of a series established by the limited liability company.

(805 ILCS 180/5-5)

Sec. 5-5. Articles of organization.

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

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

(2) The purposes for which the limited liability company is organized, which may be stated to be, or to include, the transaction of any or all lawful businesses

for which limited liability companies may be organized under this Act.

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

(4) A confirmation that ~~if~~ the limited liability company complies with the requirement in subsection (b) of Section 5-1 that the company has one or more members at the time of filing or, if the filing is to be effective on a later date, that the company will have one or more members on the date the filing is to be effective ~~is to be managed by a manager or managers, the names and business addresses of the initial manager or managers.~~

(5) The name and business address of all of the managers and any member having the authority of a manager ~~If management of the limited liability company is to be vested in the members under Section 15-1, then the names and addresses of the initial member or members.~~

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

(6) (Blank).

(7) The name and address of each organizer.

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

out in the operating agreement of the limited liability company.

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

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

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

regulator.

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

(805 ILCS 180/5-45)

Sec. 5-45. Forms, execution, acknowledgement and filing.

(a) All reports required by this Act to be filed in the Office of the Secretary of State shall be made on forms prescribed and furnished by the Secretary of State. Forms for all other documents to be filed in the Office of the Secretary of State shall be furnished by the Secretary of State upon request therefor, but the use thereof, unless otherwise specifically prescribed in this Act, shall not be mandatory.

(b) Whenever any provision of this Act specifically requires any document to be executed by the limited liability company in accordance with this Section, unless otherwise specifically stated in this Act and subject to any additional provisions of this Act, the document shall be signed ~~executed,~~ ~~in ink,~~ as follows:

(1) The initial articles of organization shall be signed by the organizer or organizers.

(2) A document filed on behalf of a dissolved limited liability company that has no members must be signed by the person winding up the company's activities under Section 35-4.

(3) Any other document must be signed by a person authorized by the limited liability company to sign it. ~~All~~

~~other documents shall be signed:~~

~~(A) by a manager and verified by him or her; or~~

~~(B) if there are no managers, then by the members
or those of them that may be designated by a majority
vote of the members.~~

(c) The name of a person signing the document and the capacity in which the person signs shall be stated beneath or opposite the person's signature.

(d) The execution of any document required by this Act by a person ~~member or manager~~ constitutes an affirmation under the penalties of perjury that the facts stated therein are true and that the person has authority to execute the document.

(e) When filed in the Office of the Secretary of State, an authorization, including a power of attorney, to sign a record must be in writing, then sworn to, verified, or acknowledged.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/5-47)

Sec. 5-47. Statement of correction.

(a) Whenever any instrument authorized to be filed with the Secretary of State under any provision of this Act has been so filed and, as of the date of the action therein referred to, contains any misstatement of fact, typographical error, error of transcription, or ~~any~~ other error or defect or was defectively or erroneously executed, such instrument may be corrected by filing, in accordance with Section 5-45 of this

Act, a statement of correction.

(b) A statement of correction shall set forth:

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

(2) The title of the instrument being corrected and the date it was filed by the Secretary of State.

(3) The inaccuracy, error, or defect to be corrected and the portion of the instrument in corrected form.

(c) A statement of correction shall be executed in the same manner in which the instrument being corrected was required to be executed.

(d) The corrected instrument shall be effective as of the date the original instrument was filed.

(e) A statement of correction shall not:

(1) Effect any change or amendment of articles which would not in all respects have complied with the requirements of this Act at the time of filing the instrument being corrected.

(2) Take the place of any document, statement, or report otherwise required to be filed by this Act.

(3) Affect any right or liability accrued or incurred before such filing, except that any right or liability accrued or incurred by reason of the error or defect being corrected shall be extinguished by such filing if the person having such right has not detrimentally relied on the original instrument.

(4) (Blank). ~~Alter the provisions of the articles of organization with respect to the limited liability company name, purpose, ability to establish series, or the names and addresses of the organizers, initial manager or managers, and initial member or members.~~

(5) (Blank). ~~Alter the provisions of the application for admission to transact business as a foreign limited liability company with respect to the limited liability name or ability to establish series.~~

(6) (Blank). ~~Alter the provisions of the application to adopt or change an assumed limited liability company name with respect to the assumed limited liability company name.~~

(7) Alter the wording of any resolution as filed in any document with the Secretary of State and which was in fact adopted by the members or managers.

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

(805 ILCS 180/5-50)

Sec. 5-50. Amendment or termination ~~dissolution~~ by judicial act. If a person required by Section 5-45 to execute an amendment or statement ~~articles~~ of termination ~~dissolution~~ fails or refuses to do so, any other member and any transferee of a limited liability company interest, who is adversely affected by the failure or refusal, may petition a court to direct the amendment or statement of termination ~~dissolution~~. If the court finds that the amendment or statement of

termination ~~dissolution~~ is proper and that any person so designated has failed or refused to execute the amendment or statement ~~articles~~ of termination ~~dissolution~~, it shall order the Secretary of State to record an appropriate amendment or statement of termination ~~dissolution~~.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/10-1)

Sec. 10-1. Admission of members.

(a) A person becomes a member of a limited liability company:

(1) upon formation of the company, as provided in an agreement between the organizer and the initial member if there is only one member, or as provided in an agreement among initial members if there is more than one member;

(2) after the formation of the company,

(A) as provided in the operating agreement;

(B) as the result of a transaction effective under Article 37;

(C) with the consent of all the members; or

(D) if, within 180 consecutive days after the company ceases to have any members:

(i) the last person to have been a member, or the legal representative of that person, designates a person to become a member; and

(ii) the designated person consents to become

a member.

(b) A person that acquires a distributional interest, but that does not become a member, has merely the rights of a transferee under Sections 30-5 and 30-10.

(c) A person may become a member without acquiring a distributional interest and without making or being obligated to make a contribution to the limited liability company. ~~After the filing of the articles of organization, a person who acquires a membership interest directly from the limited liability company or is a transferee of a membership interest may be admitted as a member with unanimous consent of the members.~~

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/10-15)

Sec. 10-15. Right of members and dissociated members
~~Member's right~~ to information.

(a) A company shall furnish information when any member demands it in a record concerning the company's activities, financial condition, and other circumstances of the company's business necessary to the proper exercise of a member's rights and duties under the operating agreement or this Act or that is otherwise material to the membership interest of a member, unless the company knows that the member already knows that information.

(b) The following rules apply when a member makes a demand

for information under this Section:

(1) During regular business hours and at a reasonable location and time specified by the company, a member may obtain from the company, inspect, and copy information for a purpose consistent with subsection (a).

(2) Within 10 days after receiving a demand pursuant to subsection (a):

(A) the company shall provide the information demanded or, in a record, a description of the information the company will provide, stating a reasonable time within which it will be provided and the place where it will be provided; and

(B) if the company declines to provide any demanded information, the company shall state its reasons for declining to the member in a record.

(c) Whenever this Act or an operating agreement provides for a member to give or withhold consent to a matter, before the consent is given or withheld, the company shall, without demand, provide the member with all information that is known to the company that is material to the member's decision.

(d) Within 10 days after a demand made in a record received by the limited liability company, a dissociated member may have access to information to which the person was entitled while a member if the information pertains to the period during which the person was a member, and the person seeks the information in good faith for a purpose consistent with subsection (a). The

company shall respond to a demand made pursuant to this subsection in the manner provided in subdivisions (A) and (B) of paragraph (2) of subsection (b).

(e) A limited liability company may charge a person that makes a demand under this Section the reasonable costs of copying, limited to the costs of labor and material.

(f) A member or dissociated member may exercise rights under this Section through an agent or, in the case of an individual under legal disability, a legal representative. Any restriction or condition imposed by the operating agreement or under subsection (h) applies both to the agent or legal representative and the member or dissociated member.

(g) The rights under this Section do not extend to a person as transferee.

(h) In addition to any restriction or condition stated in its operating agreement, the limited liability company, as a matter within the ordinary course of its activities, may impose reasonable restrictions and conditions on access to and use of information to be furnished under this Section including, but not limited to, the designation of information such as trade secrets or information subject to confidentiality agreements with third parties as confidential with appropriate nondisclosure and safeguarding obligations. In a dispute concerning the reasonableness of a restriction or designation under this subsection, the company has the burden of proving reasonableness.

(i) This Section does not limit or restrict the right to inspect and copy records as provided in subsection (b) of Section 1-40. ~~(a) A limited liability company shall provide members and their agents and attorneys access to its records, including the records required to be kept under Section 1-40, at the company's principal place of business or other reasonable locations specified in the operating agreement. The company shall provide former members and their agents and attorneys access for proper purposes to records pertaining to the period during which they were members. The right of access provides the opportunity to inspect and copy records during ordinary business hours. The company may impose a reasonable charge, limited to the costs of labor and material, for copies of records furnished.~~

~~(b) A member has the right upon written demand given to the limited liability company to obtain at the company's expense a copy of any written operating agreement.~~

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/13-5)

Sec. 13-5. No agency power of a member as member. ~~Agency of members and managers.~~

(a) A member is not an agent of a limited liability company solely by reason of being a member. ~~Subject to subsections (b) and (c):~~

(b) Nothing herein shall be deemed to limit the effect of

law other than this Act, including the law of agency.

(c) A person's status as a member does not prevent or restrict law other than this Act from imposing liability on a limited liability company because of the person's conduct.

~~(1) Each member is an agent of the limited liability company for the purpose of its business, and an act of a member, including the signing of an instrument in the company's name, for apparently carrying on, in the ordinary course, the company's business or business of the kind carried on by the company binds the company, unless the member had no authority to act for the company in the particular matter and the person with whom the member was dealing knew or had notice that the member lacked authority.~~

~~(2) An act of a member that is not apparently for carrying on, in the ordinary course, the company's business or business of the kind carried on by the company binds the company only if the act was authorized by the other members.~~

~~(b) Subject to subsection (c), in a manager managed company:~~

~~(1) A member is not an agent of the company for the purpose of its business solely by reason of being a member. Each manager is an agent of the company for the purpose of its business, and an act of a manager, including the signing of an instrument in the company's name, for~~

~~apparently carrying on, in the ordinary course, the company's business or business of the kind carried on by the company binds the company, unless the manager had no authority to act for the company in the particular matter and the person with whom the manager was dealing knew or had notice that the manager lacked authority.~~

~~(2) An act of a manager which is not apparently for carrying on, in the ordinary course, the company's business or business of the kind carried on by the company binds the company only if the act was authorized under Section 15-1.~~

~~(c) Unless the articles of organization limit their authority, any member of a member-managed company or manager of a manager-managed company may sign and deliver any instrument transferring or affecting the company's interest in real property. The instrument is conclusive in favor of a person who gives value without knowledge of the lack of the authority of the person signing and delivering the instrument.~~

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/13-15 new)

Sec. 13-15. Statement of authority.

(a) A limited liability company may deliver to the Secretary of State for filing a statement of authority. The statement:

(1) must include the name of the company and the address of its principal place of business; and

(2) may state the authority, or limitations on the authority, of any member or manager of the company or any other person to:

(A) execute an instrument transferring real property held in the name of the company; or

(B) enter into other transactions on behalf of, or otherwise act for or bind, the company.

(b) To amend or cancel a statement of authority, a limited liability company must deliver to the Secretary of State for filing a statement of amendment or cancellation. The statement must include:

(1) the name of the limited liability company and the address of its principal place of business;

(2) the date the statement of authority being amended or cancelled became effective; and

(3) the contents of the amendment or a declaration that the statement of authority is canceled.

(c) Except as otherwise provided in subsections (e) and (f), a limitation on the authority of a member or manager of the limited liability company contained in a statement of authority is not by itself evidence of knowledge or notice of the limitation by any person.

(d) A grant of authority not pertaining to transfers of real property and contained in a statement of authority is conclusive in favor of a person that is not a member and that gives value in reliance on the grant, except to the extent that

when the person gives value, the person has knowledge to the contrary.

(e) A certified copy of a statement of authority that grants authority to transfer real property held in the name of the limited liability company and that is recorded in the office for recording transfers of the real property is conclusive in favor of a person that is not a member and that gives value in reliance on the grant without knowledge to the contrary.

(f) If a certified copy of a statement of authority containing a limitation on the authority to transfer real property held in the name of a limited liability company is recorded in the office for recording transfers of that real property, all persons that are not members are deemed to know of the limitation.

(g) Unless previously cancelled by a statement of cancellation, a statement of authority expires as of the date, if any, specified in the statement of authority.

(h) If the articles of organization state the authority or limitations on the authority of any person on behalf of a company, the authority stated or limited shall not bind any person who is not a member or manager until that person receives actual notice in a record from the company that agency authority is stated or limited in the articles. If the authority stated or limited in the articles of organization conflicts with authority stated or limited in a statement of

authority filed with the Secretary of State under this Section on behalf of the company, the statement of authority is the effective statement and a person who is not a member or manager may rely upon the terms of the filed statement of authority notwithstanding conflicting terms in the articles of organization.

(805 ILCS 180/13-20 new)

Sec. 13-20. Statement of denial. A person named in a filed statement of authority granting that person authority may deliver to the Secretary of State for filing a statement of denial that:

(1) provides the name of the limited liability company and the caption of the statement of authority to which the statement of denial pertains; and

(2) denies the grant of authority.

An effective statement of denial operates as a restrictive amendment under subsection (b) of Section 13-15 and, if a certified copy thereof is recorded in the office for recording transfers of real property in which a prior statement of authority has been recorded as provided in subsection (e) of Section 13-15, the statement of denial shall be deemed a limitation on the statement of authority for purposes of subsection (f) of Section 13-15.

(805 ILCS 180/15-1)

Sec. 15-1. Management of limited liability company.

(a) A limited liability company is a member-managed limited liability company unless the operating agreement:

(1) expressly provides that:

(A) the company is or will be manager-managed;

(B) the company is or will be managed by managers;

or

(C) management of the company is or will be vested in managers; or

(2) includes words of similar import.

(b) ~~(a)~~ In a member-managed company:

(1) each member has equal rights in the management and conduct of the company's business; and

(2) except as otherwise provided in subsection (d) ~~(e)~~ of this Section, any matter relating to the business of the company may be decided by a majority of the members.

(c) ~~(b)~~ In a manager-managed company:

(1) each manager has equal rights in the management and conduct of the company's business;

(2) except as otherwise provided in subsection (d) ~~(e)~~ of this Section, any matter relating to the business of the company may be exclusively decided by the manager or, if there is more than one manager, by a majority of the managers; and

(3) a manager:

(A) must be designated, appointed, elected,

removed, or replaced by a vote, approval, or consent of a majority of the members; and

(B) holds office until a successor has been elected and qualified, unless the manager sooner resigns or is removed.

(d) ~~(e)~~ The only matters of a member or manager-managed company's business requiring the consent of all of the members are the following:

(1) the amendment of the operating agreement under Section 15-5;

(2) an amendment to the articles of organization under Article 5;

(3) the compromise of an obligation to make a contribution under Section 20-5;

(4) the compromise, as among members, of an obligation of a member to make a contribution or return money or other property paid or distributed in violation of this Act;

(5) the ~~making of interim distributions under subsection (a) of Section 25-1, including the~~ redemption of an interest;

(6) the admission of a new member;

(7) the use of the company's property to redeem an interest subject to a charging order;

(8) the consent to dissolve the company under subdivision (2) of subsection (a) of Section 35-1;

~~(9) a waiver of the right to have the company's~~

~~business wound up and the company terminated under Section 35-3,~~

(9) ~~(10)~~ the consent of members to convert, merge with another entity or domesticate under Article 37 ~~under Section 37-20;~~ and

(10) ~~(11)~~ the sale, lease, exchange, or other disposal of all, or substantially all, of the company's property with or without goodwill.

(e) ~~(d)~~ Action requiring the consent of members or managers under this Act may be taken without a meeting.

(f) ~~(e)~~ A member or manager may appoint a proxy to vote or otherwise act for the member or manager by signing an appointment instrument, either personally or by the member or manager's attorney-in-fact.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/15-3)

Sec. 15-3. General standards of member and manager's conduct.

(a) The fiduciary duties a member owes to a member-managed company and its other members include the duty of loyalty and the duty of care referred to in subsections (b) and (c) of this Section.

(b) A member's duty of loyalty to a member-managed company and its other members includes the following:

(1) to account to the company and to hold as trustee

for it any property, profit, or benefit derived by the member in the conduct or winding up of the company's business or derived from a use by the member of the company's property, including the appropriation of a company's opportunity;

(2) to act fairly when a member deals with the company in the conduct or winding up of the company's business as or on behalf of a party having an interest adverse to the company; and

(3) to refrain from competing with the company in the conduct of the company's business before the dissolution of the company.

(c) A member's duty of care to a member-managed company and its other members in the conduct of and winding up of the company's business is limited to refraining from engaging in grossly negligent or reckless conduct, intentional misconduct, or a knowing violation of law.

(d) A member shall discharge his or her duties to a member-managed company and its other members under this Act or under the operating agreement and exercise any rights consistent with the obligation of good faith and fair dealing.

(e) A member of a member-managed company does not violate a duty or obligation under this Act or under the operating agreement merely because the member's conduct furthers the member's own interest.

(f) This Section applies to a person winding up the limited

liability company's business as the personal or legal representative of the last surviving member as if the person were a member.

(g) In a manager-managed company:

(1) a member who is not also a manager owes no duties to the company or to the other members solely by reason of being a member;

(2) a manager is held to the same standards of conduct prescribed for members in subsections (b), (c), (d), and (e) of this Section;

(3) a member who exercises some or all of the authority of a manager and conduct of the company's business is held to the standards of conduct in subsections (b), (c), (d), and (e) of this Section ~~to the extent that the member exercises the managerial authority vested in a manager by this Act;~~ and

(4) a manager is relieved of liability imposed by law for violations of the standards prescribed by subsections (b), (c), (d), and (e) to the extent of the managerial authority delegated to the members by the operating agreement.

(Source: P.A. 95-331, eff. 8-21-07; 96-263, eff. 1-1-10.)

(805 ILCS 180/15-5)

Sec. 15-5. Operating agreement.

(a) All members of a limited liability company may enter

into an operating agreement to regulate the affairs of the company and the conduct of its business and to govern relations among the members, managers, and company. The operating agreement may establish that a limited liability company is a manager-managed limited liability company and the rights and duties under this Act of a person in the capacity of a manager. To the extent the operating agreement does not otherwise provide, this Act governs relations among the members, managers, and company. Except as provided in subsections ~~subsection~~ (b), (c), (d), and (e) of this Section, an operating agreement may modify any provision or provisions of this Act governing relations among the members, managers, and company.

(b) The operating agreement may not:

(1) unreasonably restrict a right to information or access to records under Section 1-40 or Section 10-15;

(2) vary the right to expel a member in an event specified in subdivision (6) of Section 35-45;

(3) vary the requirement to wind up the limited liability company's business in a case specified in subdivision subdivisions (3) or (4), (5), or (6) of subsection (a) of Section 35-1;

(4) restrict rights of a person, other than a manager, member, and transferee of a member's distributional interest, under this Act;

(5) restrict the power of a member to dissociate under Section 35-50, although an operating agreement may

determine whether a dissociation is wrongful under Section 35-50, ~~and it may eliminate or vary the obligation of the limited liability company to purchase the dissociated member's distributional interest under Section 35-60;~~

(6) (blank); ~~eliminate or reduce a member's fiduciary duties, but may,~~

~~(A) identify specific types or categories of activities that do not violate these duties, if not manifestly unreasonable; and~~

~~(B) specify the number or percentage of members or disinterested managers that may authorize or ratify, after full disclosure of all material facts, a specific act or transaction that otherwise would violate these duties;~~

(6.5) eliminate or reduce the obligations or purposes a low-profit limited liability company undertakes when organized under Section 1-26; ~~or~~

(7) eliminate or reduce the obligation of good faith and fair dealing under subsection (d) of Section 15-3, but the operating agreement may determine the standards by which the performance of the member's duties or the exercise of the member's rights ~~obligation~~ is to be measured; ~~, if the standards are not manifestly unreasonable.~~

(8) eliminate, vary, or restrict the priority of a statement of authority over provisions in the articles of

organization as provided in subsection (h) of Section 13-15;

(9) vary the law applicable under Section 1-65;

(10) vary the power of the court under Section 5-50; or

(11) restrict the right to approve a merger, conversion, or domestication under Article 37 of a member that will have personal liability with respect to a surviving, converted, or domesticated organization.

(c) The operating agreement may:

(1) restrict or eliminate a fiduciary duty, other than the duty of care described in subsection (c) of Section 15-3, but only to the extent the restriction or elimination in the operating agreement is clear and unambiguous;

(2) identify specific types or categories of activities that do not violate any fiduciary duty; and

(3) alter the duty of care, except to authorize intentional misconduct or knowing violation of law.

(d) The operating agreement may specify the method by which a specific act or transaction that would otherwise violate the duty of loyalty may be authorized or ratified by one or more disinterested and independent persons after full disclosure of all material facts.

(e) The operating agreement may alter or eliminate the right to payment or reimbursement for a member or manager provided by Section 15-7 and may eliminate or limit a member or manager's liability to the limited liability company and

members for money damages, except for:

(1) subject to subsections (c) and (d) of this Section, breach of the duties as required in subdivisions (1), (2), and (3) of subsection (b) of Section 15-3 and subsection (g) of Section 15-3;

(2) a financial benefit received by the member or manager to which the member or manager is not entitled;

(3) a breach of a duty under Section 25-35;

(4) intentional infliction of harm on the company or a member; or

(5) an intentional violation of criminal law.

(f) A limited liability company is bound by and may enforce the operating agreement, whether or not the company has itself manifested assent to the operating agreement.

(g) A person that becomes a member of a limited liability company is deemed to assent to the operating agreement.

(h) An operating agreement may be entered into before, after, or at the time of filing of articles of organization and, whether entered into before, after, or at the time of the filing, may be made effective as of the time of formation of the limited liability company or as of the time or date provided in the operating agreement.

~~(c) In a limited liability company with only one member, the operating agreement includes any of the following:~~

~~(1) Any writing, without regard to whether the writing otherwise constitutes an agreement, as to the company's~~

~~affairs signed by the sole member.~~

~~(2) Any written agreement between the member and the company as to the company's affairs.~~

~~(3) Any agreement, which need not be in writing, between the member and the company as to a company's affairs, provided that the company is managed by a manager who is a person other than the member.~~

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

(805 ILCS 180/15-7)

Sec. 15-7. Member and manager's right to ~~payments and reimbursement and indemnification~~.

(a) A limited liability company shall reimburse a member or manager for payments made and indemnify a member or manager for debts, obligations, or other liabilities incurred by the member or manager in the ~~ordinary~~ course of the member's or manager's activities on behalf of the company, if, in making the payment or incurring the debt, obligation, or other liability, the member or manager complied with the duties stated in Sections 15-3 and 25-35 ~~business of the company or for the preservation of its business or property~~.

(b) A limited liability company shall reimburse a member for an advance to the company beyond the amount of contribution the member agreed to make.

(c) A payment or advance made by a member that gives rise to an obligation of a limited liability company under

subsection (a) or (b) of this Section constitutes a loan to the company upon which interest accrues from the date of the payment or advance.

(d) A member is not entitled to remuneration for services performed for a limited liability company, except for reasonable compensation for services rendered in winding up the business of the company.

(e) A limited liability company may purchase and maintain insurance on behalf of a member or manager of the company against liability asserted against or incurred by the member or manager in that capacity or arising from that status even if, under subsection (e) of Section 15-5, the operating agreement could not eliminate or limit the person's liability to the company for the conduct giving rise to the liability.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/20-1)

Sec. 20-1. Form of contribution. The contribution of a member may be in cash, property, services rendered, or other benefit, or a promissory note or other obligation to contribute cash or property or to perform services.

(Source: P.A. 87-1062.)

(805 ILCS 180/20-5)

Sec. 20-5. Member's liability for contributions.

(a) (Blank).

(b) (Blank).

(c) A member's obligation to contribute money, property, or other benefit to, or to perform services for, a limited liability company is not excused by the member's death, disability, dissolution, or any other reason ~~inability to perform personally~~. If a member does not make the required contribution of property or services, the member is obligated at the option of the company to contribute money equal to the value of that portion of the required ~~stated~~ contribution which has not been made. The foregoing option does not limit the availability of any remedy provided for in the operating agreement or under law, including specific performance.

(d) A creditor of a limited liability company who extends credit or otherwise acts in reliance on an obligation described in subsection (c), and without notice of any compromise under subdivision (4) of subsection (d) ~~(e)~~ of Section 15-1, may enforce the original obligation.

(e) Subject to Sections 1-43 and 15-5, the operating agreement may provide that the interest of any member that fails to make any contribution that the member is required to make will be subject to specified remedies for, or specified consequences of, the failure. The specified remedies or consequences may include, without limitation:

(1) Loss of voting, approval, or other rights.

(2) Loss of the member's ability to participate in the management or operations of the limited liability company.

(3) Liquidated damages.

(4) Diluting, reducing, or eliminating the defaulting member's proportionate interest in the company.

(5) Subordinating the defaulting member's right to receive distributions to that of the nondefaulting members.

(6) Permitting the forced sale of the defaulting member's interest in the company.

(7) Permitting one or more nondefaulting members to lend the amount necessary to meet the defaulting member's commitment.

(8) Adjusting the interest rates or other rates of return, preferred, priority or otherwise, with respect to contributions by or capital accounts of the nondefaulting members.

(9) Fixing the value of the defaulting member's interest by appraisal or formula and the redemption or sale of the defaulting member's interest at that value.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/25-35)

Sec. 25-35. Liability for unlawful distributions.

(a) Except as otherwise provided in subsections (b) and (c), if a ~~A~~ member of a member-managed company or a member or manager of a manager-managed company consents ~~who votes for or assents~~ to a distribution made in violation of Section 25-30,

the articles of organization, or the operating agreement and in consenting to the distribution fails to comply with Section 15-3, the member or manager is personally liable to the company for the amount of the distribution that exceeds the amount that could have been distributed without violating Section 25-30, the articles of organization, or the operating agreement ~~if it is established that the member or manager did not perform the member or manager's duties in compliance with Section 15-3.~~

(b) To the extent the operating agreement of a limited liability company expressly relieves a member of the authority and responsibility to consent to distributions and imposes that authority and responsibility on one or more other members, the liability stated in subsection (a) applies to the other members and not the member that the operating agreement relieves of authority and responsibility.

(c) If the members of a member-managed company or the members or managers of a manager-managed company consent to a distribution that violates the articles of organization or the operating agreement, but does not violate Section 25-30, by a vote that would have been sufficient to amend the articles of organization or operating agreement, as the case may be, the liability stated in subsection (a) does not apply.

(d) ~~(b)~~ A person that receives a distribution and that ~~member of a manager-managed company who~~ knew the a distribution was made in violation of Section 25-30, the articles of organization, or the operating agreement is personally liable

to the company, but only to the extent that the distribution received by the person ~~member~~ exceeded the amount that could have been properly paid under Section 25-30.

(e) ~~(e)~~ A person ~~member or manager~~ against whom an action is brought under this Section may implead in the action:

(1) all ~~other~~ members or managers who consented ~~voted for or assented~~ to the distribution in violation of subsection (a) of this Section and may compel contribution from them; and

(2) all persons ~~members~~ who received a distribution in violation of subsection (d) ~~(b)~~ of this Section and may compel contribution from any person receiving such a distribution ~~the member~~ in the amount received in violation of subsection (d) ~~(b)~~ of this Section.

(f) ~~(d)~~ A proceeding under this Section is barred unless it is commenced within 2 years after the distribution.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/Art. 30 heading)

Article 30. Transfer ~~Assignment~~ of Distributional ~~Membership~~
Interests

(805 ILCS 180/30-5)

Sec. 30-5. Transfer of a distributional interest.

(a) A transfer of a distributional interest in whole or in part:

(1) does not by itself cause dissolution and winding up of the limited liability company's activities; and

(2) is subject to Section 30-10.

(b) A transfer of a distributional interest does not entitle the transferee to become or to exercise any rights of a member. A transfer entitles the transferee to receive, to the extent transferred, only the distributions to which the transferor would be entitled.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/30-10)

Sec. 30-10. Rights of a transferee.

(a) A transferee of a distributional interest may become a member of a limited liability company if and to the extent that the transferor gives the transferee the right in accordance with authority described in the operating agreement or all other members consent.

(b) A transferee who has become a member, to the extent transferred, has the rights and powers, and is subject to the restrictions and liabilities, of a member under the operating agreement of a limited liability company and this Act. A transferee who becomes a member also is liable for the transferor member's obligations to make contributions under Section 20-5 and for obligations under Section 25-35 to return unlawful distributions, but the transferee is not obligated for the transferor member's liabilities unknown to the transferee

at the time the transferee becomes a member.

(c) Whether or not a transferee of a distributional interest becomes a member under subsection (a) of this Section, the transferor is not released from liability to the limited liability company under the operating agreement or this Act.

(d) A transferee who does not become a member is not entitled to participate in the management or conduct of the limited liability company's business, require access to information concerning the company's transactions, or, except as provided in subsections (c) and (d) of Section 1-40, inspect or copy any of the company's records.

(e) A transferee who does not become a member is entitled to:

(1) receive, in accordance with the transfer, distributions to which the transferor would otherwise be entitled;

(2) receive, upon dissolution and winding up of the limited liability company's business:

(A) in accordance with the transfer, the net amount otherwise distributable to the transferor; and

(B) a statement of account only from the date of the latest statement of account agreed to by all the members. ~~and~~

~~(3) seek under subdivision (5) of Section 35-1 a judicial determination that it is equitable to dissolve and wind up the company's business.~~

(f) A limited liability company need not give effect to a transfer until it has notice of the transfer.

(Source: P.A. 97-813, eff. 7-13-12.)

(805 ILCS 180/30-20)

Sec. 30-20. Rights of creditor.

(a) On application by a judgment creditor of a member or transferee, a court may enter a charging order against the distributional interest of the judgment debtor for the unsatisfied amount of the judgment. A charging order constitutes a lien on a judgment debtor's distributional interest and requires the limited liability company to pay over to the person to which the charging order was issued any distribution that would otherwise be paid to the judgment debtor. A charging order grants no other rights with respect to the assets or affairs of the company ~~On application by a judgment creditor of a member of a limited liability company or of a member's transferee, a court having jurisdiction may charge the distributional interest of the judgment debtor to satisfy the judgment. The court may appoint a receiver of the share of the distributions due or to become due to the judgment debtor and make all other orders, directions, accounts, and inquiries the judgment debtor might have made or which the circumstances may require to give effect to the charging order.~~

(b) To the extent necessary to effectuate the collection of distributions pursuant to a charging order in effect under

subsection (a), the court may:

(1) appoint a receiver of the distributions subject to the charging order, with the power to make all inquiries the judgment debtor might have made; and

(2) make all other orders necessary to give effect to the charging order. ~~A charging order constitutes a lien on the judgment debtor's distributional interest. The court may order a foreclosure of a lien on a distributional interest subject to the charging order at any time. A purchaser at the foreclosure sale has the rights of a transferee.~~

(c) At any time the court may foreclose the lien and order the sale of the distributional interest. The purchaser at the foreclosure sale obtains only the distributional interest, does not thereby become a member, and is subject to Section 30-10. ~~At any time before foreclosure, a distributional interest in a limited liability company that is charged may be redeemed:~~

~~(1) by the judgment debtor;~~

~~(2) with property other than the company's property, by one or more of the other members; or~~

~~(3) with the company's property, but only if permitted by the operating agreement.~~

(d) At any time before foreclosure under subsection (c), the member or transferee whose distributional interest is subject to a charging order under subsection (a) may extinguish

the charging order by satisfying the judgment and filing a certified copy of the satisfaction with the court that issued the charging order. ~~This Act does not affect a member's right under exemption laws with respect to the member's distributional interest in a limited liability company.~~

(e) At any time before foreclosure under subsection (c), a limited liability company or one or more members whose distributional interests are not subject to the charging order may satisfy the judgment and thereby succeed to the rights of the judgment creditor, including the charging order. ~~This Section provides the exclusive remedy by which a judgment creditor of a member or a transferee may satisfy a judgment out of the judgment debtor's distributional interest in a limited liability company.~~

(f) This Act does not deprive any member or transferee of the benefit of any exemption laws applicable to the member's or transferee's distributional interest.

(g) This Section provides the exclusive remedy by which a person seeking to enforce a judgment against a member or transferee may, in the capacity of judgment creditor, satisfy the judgment from the judgment debtor's distributional interest. If and to the extent that other law permits a judgment creditor to obtain a lien against the distributional interest or other rights of a member or transferee of a member, the lien shall be treated as a charging order subject to all the provisions of this Section.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/30-25 new)

Sec. 30-25. Power of personal representative of deceased member. If a member dies, the deceased member's personal representative or other legal representative may exercise the rights of a transferee provided in subsection (e) of Section 30-10 and, for the purposes of settling the estate, the rights of a current member under Section 10-15.

(805 ILCS 180/35-1)

Sec. 35-1. Events causing dissolution and winding up of company's business.

(a) A limited liability company is dissolved~~7~~ and~~7~~ ~~unless continued pursuant to subsection (b) of Section 35-3,~~ its business must be wound up~~7~~ upon the occurrence of any of the following events:

(1) An event or circumstance that causes the dissolution of a company by the express terms of specified ~~in~~ the operating agreement.

(2) The consent of all members ~~Consent of the number or percentage of members specified in the operating agreement.~~

(3) The passage of 180 consecutive days during which the company has no members ~~An event that makes it unlawful for all or substantially all of the business of the company~~

~~to be continued, but any cure of illegality within 90 days after notice to the company of the event is effective retroactively to the date of the event for purposes of this Section.~~

(4) On application by a member or a dissociated member, upon entry of a judicial decree that:

(A) the economic purpose of the company has been or is likely to be unreasonably frustrated;

(B) the another member has engaged in conduct of all or substantially all of relating to the company's activities is unlawful ~~business that makes it not reasonably practicable to carry on the company's business with that member;~~

(C) it is not otherwise reasonably practicable to carry on the company's business in conformity with the articles of organization and the operating agreement.~~7~~

(5) On application by a member or transferee of a (D) ~~the company failed to purchase the petitioner's distributional interest,~~ upon entry of a judicial decree that as required by Section 35-60; ~~or (E) the managers or those~~ members in control of the company:

(A) have acted, are acting, or will act in a manner that is illegal, ~~oppressive,~~ or fraudulent; ~~or with respect to the petitioner.~~

(B) have acted or are acting in a manner that is oppressive and was, is, or will be directly harmful to

the applicant.

~~(5) On application by a transferee of a member's interest, a judicial determination that it is equitable to wind up the company's business.~~

(6) Administrative dissolution under Section 35-25.

(b) In a proceeding under subdivision (4) or (5) of subsection (a), the court may order a remedy other than dissolution including, but not limited to, a buyout of the applicant's membership interest.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/35-3)

Sec. 35-3. Limited liability company continues after dissolution.

(a) Subject to subsections (b), ~~and~~ (c), and (d) of this Section, a limited liability company continues after dissolution only for the purpose of winding up its business.

(b) At any time after the dissolution of a limited liability company and before the winding up of its business is completed, the members, including a dissociated member whose dissociation caused the dissolution, may unanimously waive the right to have the company's business wound up and the company terminated. In that case ~~Any such waiver shall take effect upon:~~

~~(1) (blank);~~

~~(2) (blank);~~

~~(3) the filing with the Secretary of State by the limited liability company of all reports then due and theretofore becoming due;~~

~~(4) the payment to the Secretary of State by the limited liability company of all fees and penalties then due and theretofore becoming due; and~~

~~(5) the filing of articles of revocation of dissolution setting forth:~~

~~(A) the name of the limited liability company at the time of filing the articles of dissolution;~~

~~(B) if the name is not available for use as determined by the Secretary of State at the time of filing the articles of revocation of dissolution, the name of the limited liability company as changed, provided that any change of name is properly effected under Section 1-10 and Section 5-25 of this Act;~~

~~(C) the effective date of the dissolution that was revoked;~~

~~(D) the date that the revocation of dissolution was authorized;~~

~~(E) a statement that the members have unanimously waived the right to have the company's business wound up and the company terminated; and~~

~~(F) the address, including street and number or rural route number, of the registered office of the limited liability company upon revocation of~~

~~dissolution and the name of its registered agent at that address upon the revocation of dissolution of the limited liability company, provided that any change from either the registered office or the registered agent at the time of dissolution is properly reported under Section 1-35 of this Act.~~

~~Upon compliance with the provisions of this subsection, the Secretary of State shall file the articles of revocation of dissolution. Upon filing of the articles of revocation of dissolution:~~

(1) ~~(i)~~ the limited liability company resumes carrying on its business as if dissolution had never occurred, and any liability incurred by the ~~limited liability~~ company or a member after the dissolution and before the waiver is determined as if the dissolution had never occurred; and

(2) ~~(ii)~~ the rights of a third party accruing under subsection (a) of Section 35-7 or arising out of conduct in reliance on the dissolution before the third party knew or received a notification of the waiver are not adversely affected.

(c) If there are no members, the legal representative of the last remaining member may, within one year after the occurrence of the event that caused the dissociation of the last remaining member, agree in writing to continue the limited liability company. In that event, the legal representative or its nominee or designee will be admitted to the company as a

member and the company will not be dissolved or its business wound up until the occurrence of a future event of dissolution, if any.

(d) This Section does not apply in the case of a dissolution described in subdivision (4), (5), or (6) of Section 35-1.

~~(c) Unless otherwise provided in the articles of organization or the operating agreement, the limited liability company is not dissolved and is not required to be wound up if:~~

~~(1) within 6 months or such period as is provided for in the articles of organization or the operating agreement after the occurrence of the event that caused the dissociation of the last remaining member, the personal representative of the last remaining member agrees in writing to continue the limited liability company until the admission of the personal representative of that member or its nominee or designee to the limited liability company as a member, effective as of the occurrence of the event that caused the dissociation of the last remaining member, provided that the articles of organization or the operating agreement may provide that the personal representative of the last remaining member shall be obligated to agree in writing to continue the limited liability company and to the admission of the personal representative of that member or its nominee or designee to the limited liability company as a member, effective as of the occurrence of the event~~

~~that caused the dissociation of the last remaining member;~~
~~or~~

~~(2) a member is admitted to the limited liability company in the manner provided for in the articles of organization or the operating agreement, effective as of the occurrence of the event that caused the dissociation of the last remaining member, within 6 months or such other period as is provided for in the operating agreement after the occurrence of the event that caused the dissociation of the last remaining member, pursuant to a provision of the articles of organization or the operating agreement that specifically provides for the admission of a member to the limited liability company after there is no longer a remaining member of the limited liability company.~~

(Source: P.A. 98-720, eff. 7-16-14.)

(805 ILCS 180/35-4)

Sec. 35-4. Wind ~~Right to wind up~~ of limited liability company's business.

(a) After dissolution, a member who has not wrongfully dissociated may participate in winding up a limited liability company's business, ~~but on application of any member, member's legal representative, or transferee, the Circuit Court, for good cause shown, may order judicial supervision of the winding up.~~

(b) If a dissolved limited liability company has no

members, the A legal representative of the last person to have been a surviving member may wind up the a limited liability company's business of the company. If the person does so, the person has the powers of a sole manager under subsection (b) of Section 15-1 and is deemed to be a manager for the purposes of subsection (a) of Section 10-10.

(c) A person winding up a limited liability company's business (1) may preserve the company's business or property as a going concern for a reasonable time, prosecute and defend actions and proceedings, whether civil, criminal, or administrative, settle and close the company's business, dispose of and transfer the company's property, settle disputes by mediation or arbitration, and perform other acts necessary or appropriate to winding up and (2) shall discharge the company's debts, obligations, or other liabilities, settle and close the company's business and marshal and distribute the assets of the company pursuant to Section 35-10, settle disputes by mediation or arbitration, and perform other necessary acts.

(d) If the legal representative under subsection (b) declines or fails to wind up the company's business, a person may be appointed to do so by the consent of transferees owning a majority of the rights to receive distributions as transferees at the time the consent is to be effective. A person appointed under this subsection:

(1) has the powers of a sole manager under subsection

(b) of Section 15-1 and is deemed to be a manager for the purposes of subsection (a) of Section 10-10; and

(2) shall promptly deliver to the Secretary of State for filing an amendment to the company's articles of organization to:

(A) state that the company has no members;

(B) state that the person has been appointed pursuant to this subsection to wind up the company; and

(C) provide the mailing addresses of the person.

(e) The circuit court may order judicial supervision of the winding up of a dissolved limited liability company, including the appointment of a person to wind up the company's business:

(1) on application of a member, if the applicant establishes good cause;

(2) on the application of a transferee, if:

(A) the company does not have any members;

(B) the legal representative of the last person to have been a member declines or fails to wind up the company's business; and

(C) within a reasonable time following the dissolution a person has not been appointed pursuant to subsection (d); or

(3) in connection with a proceeding under subdivision

(4) of subsection (a) of Section 35-1.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/35-7)

Sec. 35-7. Member or manager's power and liability as agent after dissolution.

(a) A limited liability company is bound by a member or manager's act after dissolution that:

(1) is appropriate for winding up the company's business; or

(2) would have bound the company ~~under Section 13-5~~ before dissolution, if the other party to the transaction did not have notice of the dissolution.

(b) A member or manager who, with knowledge of the dissolution, subjects a limited liability company to liability by an act that is not appropriate for winding up the company's business is liable to the company for any damage caused to the company arising from the liability.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/35-15)

Sec. 35-15. Statement ~~Articles~~ of termination ~~dissolution~~.
When a ~~all debts, liabilities, and obligations of the~~ limited liability company has been wound up, a statement of termination ~~have been paid and discharged or adequate provision has been made therefor and all of the remaining property and assets of the limited liability company have been distributed to the members,~~ ~~articles of dissolution~~ shall be executed in duplicate in the manner prescribed in Section 5-45 and shall set forth

all of the following:

(1) The name of the limited liability company;~~:-~~

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

(3) A statement that the limited liability company has been terminated ~~(2) That all debts, obligations, and liabilities of the limited liability company have been paid and discharged or that adequate provision has been made therefor.~~

~~(3) That all the remaining property and assets of the limited liability company have been distributed among its members in accordance with their respective rights and interests.~~

~~(4) That there are no suits pending against the company in any court or that adequate provision has been made for the satisfaction of any judgment, order, or decree that may be entered against it in any pending suit.~~

(Source: P.A. 87-1062.)

(805 ILCS 180/35-20)

Sec. 35-20. Filing of statement ~~articles~~ of termination ~~dissolution~~.

(a) Duplicate originals of the statement ~~articles~~ of termination ~~dissolution~~ shall be delivered to the Secretary of State. If the Secretary of State finds that the statement

~~articles~~ of termination conforms ~~dissolution conform~~ to law, he or she shall, when all required fees have been paid:

(1) endorse on each duplicate original the word "Filed" and the date of the filing thereof; and

(2) file one duplicate original in his or her office.

(b) A duplicate original of the statement ~~articles~~ of termination ~~dissolution~~ shall be returned to the representative of the dissolved limited liability company. Upon the filing of a statement ~~the articles~~ of termination ~~dissolution~~, the existence of the company shall terminate, and its articles of organization shall be deemed cancelled, except for the purpose of suits, other proceedings, and appropriate action as provided in this Article. The manager or managers or member or members at the time of termination, or those that remain, shall thereafter be trustee for the members and creditors of the terminated company and, in that capacity, shall have authority to convey or distribute any company property discovered after termination and take any other action that may be necessary on behalf of and in the name of the terminated company.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/35-37 new)

Sec. 35-37. Administrative dissolution; limited liability company name. The Secretary of State shall not allow another limited liability company or corporation to use the name of a

domestic limited liability company that has been administratively dissolved until 3 years have elapsed following the date of issuance of the notice of dissolution. If the domestic limited liability company that has been administratively dissolved is reinstated within 3 years after the date of issuance of the notice of dissolution, the domestic limited liability company shall continue under its previous name unless the limited liability company changes its name upon reinstatement.

(805 ILCS 180/35-45)

Sec. 35-45. Events causing member's dissociation. A member is dissociated from a limited liability company upon the occurrence of any of the following events:

(1) The company's having notice of the member's express will to withdraw upon the date of notice or on a later date specified by the member.

(2) An event agreed to in the operating agreement as causing the member's dissociation.

(3) Upon transfer of all of a member's distributional interest, other than a transfer for security purposes or a court order charging the member's distributional interest that has not been foreclosed.

(4) The member's expulsion pursuant to the operating agreement.

(5) The member's expulsion by unanimous vote of the other

members if:

(A) it is unlawful to carry on the company's business with the member;

(B) there has been a transfer of substantially all of the member's distributional interest, other than a transfer for security purposes or a court order charging the member's distributional interest that has not been foreclosed;

(C) within 90 days after the company notifies a corporate member that it will be expelled because it has filed a certificate of dissolution or the equivalent, its charter has been revoked, or its right to conduct business has been suspended by the jurisdiction of its incorporation, the member fails to obtain a revocation of the certificate of dissolution or a reinstatement of its charter or its right to conduct business; or

(D) a partnership or a limited liability company that is a member has been dissolved and its business is being wound up.

(6) On application by the company or another member, the member's expulsion by judicial determination because the member:

(A) engaged in wrongful conduct that adversely and materially affected the company's business;

(B) willfully or persistently committed a material breach of the operating agreement or of a duty owed to the

company or the other members under Section 15-3; or

(C) engaged in conduct relating to the company's business that makes it not reasonably practicable to carry on the business with the member.

(7) The member's:

(A) becoming a debtor in bankruptcy;

(B) executing an assignment for the benefit of creditors;

(C) seeking, consenting to, or acquiescing in the appointment of a trustee, receiver, or liquidator of the member or of all or substantially all of the member's property; or

(D) failing, within 90 days after the appointment, to have vacated or stayed the appointment of a trustee, receiver, or liquidator of the member or of all or substantially all of the member's property obtained without the member's consent or acquiescence, or failing within 90 days after the expiration of a stay to have the appointment vacated.

(8) In the case of a member who is an individual:

(A) the member's death;

(B) the appointment of a guardian or general conservator for the member; or

(C) a judicial determination that the member has otherwise become incapable of performing the member's duties under the operating agreement.

(9) In the case of a member that is a trust or is acting as a member by virtue of being a trustee of a trust, distribution of the trust's entire rights to receive distributions from the company, but not merely by reason of the substitution of a successor trustee.

(10) In the case of a member that is an estate or is acting as a member by virtue of being a personal representative of an estate, distribution of the estate's entire rights to receive distributions from the company, but not merely the substitution of a successor personal representative.

(11) Termination of the existence of a member if the member is not an individual, estate, or trust other than a business trust.

(12) In the case of a company that participates in a merger under Article 37, if:

(A) the company is not the surviving entity; or

(B) otherwise as a result of the merger, the person ceases to be a member.

(13) The company participates in a conversion under Article 37.

(14) The company participates in a domestication under Article 37, if, as a result, the person ceases to be a member.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/35-55)

Sec. 35-55. Effect of member's dissociation.

~~(a) Upon a member's dissociation the company must cause the dissociated member's distributional interest to be purchased under Section 35-60.~~ (b) Upon a member's dissociation from a limited liability company:

(1) the member's right to participate in the management and conduct of the company's business terminates, except as otherwise provided in Section 35-4, and the member ceases to be a member and is treated the same as a transferee of a member;

(2) the member's fiduciary duties terminate, except as provided in subdivision (3) of this subsection (a) ~~(b)~~; ~~and~~

(3) the member's duty of loyalty under subdivisions (1) and (2) of subsection (b) of Section 15-3 and duty of care under subsection (c) of Section 15-3 continue only with regard to matters arising and events occurring before the member's dissociation, unless the member participates in winding up the company's business pursuant to Section 35-4; and ~~and~~

(4) subject to Section 30-25 and Article 37, any distributional interest owned by the person immediately before dissociation in the person's capacity as a member is owned by the person solely as a transferee.

(b) A person's dissociation as a member of a limited liability company does not of itself discharge the person from any debt, obligation, or other liability to the company or the other members which the person incurred while a member.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/Art. 37 heading)

Article 37. Conversions, domestications, mergers, and series

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

(805 ILCS 180/37-5)

Sec. 37-5. Definitions. In this Article:

"Constituent limited liability company" means a constituent organization that is a limited liability company.

"Constituent organization" means an organization that is party to a merger.

"Converted organization" means the organization into which a converting organization converts pursuant to Sections 37-10 through 37-17.

"Converting limited liability company" means a converting organization that is a limited liability company.

"Converting organization" means an organization that converts into another organization pursuant to Sections 37-10 through 37-17.

"Domesticated company" means the company that exists after a domesticating foreign limited liability company or limited liability company effects a domestication pursuant to Sections 37-31 through 37-34.

"Domesticating company" means the company that effects a domestication pursuant to Sections 37-31 through 37-34.

"Governing statute" means the statute that governs an organization's internal affairs.

"Organization" means a general partnership, including a limited liability partnership, limited partnership, including a limited liability limited partnership, limited liability company, business trust, corporation, or any other person having a governing statute. The term includes a domestic or foreign organization regardless of whether organized for profit.

"Organizational document" means:

(1) for a domestic or foreign general partnership, its partnership agreement;

(2) for a limited partnership or foreign limited partnership, its certificate of limited partnership and partnership agreement;

(3) for a domestic or foreign limited liability company, its certificate or articles of organization and operating agreement, or comparable records as provided in its governing statute;

(4) for a business trust, its agreement of trust and declaration of trust;

(5) for a domestic or foreign corporation for profit, its articles of incorporation, bylaws, and any agreements among its shareholders which are authorized by its governing statute, or comparable records as provided in its governing statute; and

(6) for any other organization, the basic records that create the organization and determine its internal governance and the relations among the persons that own it, have an interest in it, or are members of it.

"Personal liability" means liability for a debt, obligation, or other liability of an organization which is imposed on a person that co-owns, has an interest in, or is a member of the organization:

(1) by the governing statute solely by reason of the person co-owning, having an interest in, or being a member of the organization; or

(2) by the organization's organizational documents under a provision of the governing statute authorizing those documents to make one or more specified persons liable for all or specified debts, obligations, or other liabilities of the organization solely by reason of the person or persons co-owning, having an interest in, or being a member of the organization.

"Surviving organization" means an organization into which one or more other organizations are merged, whether the organization preexisted the merger or was created by the merger.

~~"Corporation" means (i) a corporation under the Business Corporation Act of 1983, a predecessor law, or comparable law of another jurisdiction or (ii) a bank or savings bank.~~

~~"General partner" means a partner in a partnership and a~~

~~general partner in a limited partnership.~~

~~"Limited partner" means a limited partner in a limited partnership.~~

~~"Limited partnership" means a limited partnership created under the Uniform Limited Partnership Act (2001), a predecessor law, or comparable law of another jurisdiction.~~

~~"Partner" includes a general partner and a limited partner.~~

~~"Partnership" means a general partnership under the Uniform Partnership Act (1997), a predecessor law, or comparable law of another jurisdiction.~~

~~"Partnership agreement" means an agreement among the partners concerning the partnership or limited partnership.~~

~~"Shareholder" means a shareholder in a corporation.~~

(Source: P.A. 96-328, eff. 8-11-09.)

(805 ILCS 180/37-10)

Sec. 37-10. ~~Conversion of partnership or limited partnership to limited liability company.~~

(a) An organization other than a limited liability company or a foreign limited liability company may convert to a limited liability company, and a limited liability company may convert to an organization other than a foreign limited liability company pursuant to this Section, Sections 37-15 through 37-17, and a plan of conversion, if:

(1) the other organization's governing statute authorizes the conversion;

(2) the conversion is not prohibited by the law of the jurisdiction that enacted the other organization's governing statute; and

(3) the other organization complies with its governing statute in effecting the conversion.

(b) A plan of conversion must be in a record and must include:

(1) the name and form of the organization before conversion;

(2) the name and form of the organization after conversion;

(3) the terms and conditions of the conversion, including the manner and basis for converting interests in the converting organization into any combination of money, interests in the converted organization, and other consideration; and

(4) the organizational documents of the converted organization that are, or are proposed to be, in a record.

~~A partnership or limited partnership may be converted to a limited liability company pursuant to this Section if conversion to a limited liability company is permitted under the law governing the partnership or limited partnership.~~

~~(b) The terms and conditions of a conversion of a partnership or limited partnership to a limited liability company must be approved by all of the partners or by a number~~

~~or percentage of the partners required for conversion in the partnership agreement.~~

~~(c) An agreement of conversion must set forth the terms and conditions of the conversion of the interests of partners of a partnership or of a limited partnership, as the case may be, into interests in the converted limited liability company or the cash or other consideration to be paid or delivered as a result of the conversion of the interests of the partners, or a combination thereof.~~

~~(d) After a conversion is approved under subsection (b) of this Section, the partnership or limited partnership shall file articles of organization in the office of the Secretary of State that satisfy the requirements of Section 5-5 and contain all of the following:~~

~~(1) A statement that the partnership or limited partnership was converted to a limited liability company from a partnership or limited partnership, as the case may be.~~

~~(2) Its former name.~~

~~(3) A statement of the number of votes cast by the partners entitled to vote for and against the conversion and, if the vote is less than unanimous, the number or percentage required to approve the conversion under subsection (b) of this Section.~~

~~(4) In the case of a limited partnership, a statement that the certificate of limited partnership shall be~~

~~canceled as of the date the conversion took effect.~~

~~(c) In the case of a limited partnership, the filing of articles of organization under subsection (d) of this Section cancels its certificate of limited partnership as of the date the conversion took effect.~~

~~(f) A conversion takes effect when the articles of organization are filed in the office of the Secretary of State or on a date specified in the articles of organization not later than 30 days subsequent to the filing of the articles of organization.~~

~~(g) A general partner who becomes a member of a limited liability company as a result of a conversion remains liable as a partner for an obligation incurred by the partnership or limited partnership before the conversion takes effect.~~

~~(h) A general partner's liability for all obligations of the limited liability company incurred after the conversion takes effect is that of a member of the company. A limited partner who becomes a member as a result of a conversion remains liable only to the extent the limited partner was liable for an obligation incurred by the limited partnership before the conversion takes effect.~~

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/37-15)

Sec. 37-15. Effect of conversion; entity unchanged.

(a) An organization ~~A partnership or limited partnership~~

that has been converted pursuant to Sections 37-10 through 37-17 ~~under this Article~~ is for all purposes the same entity that existed before the conversion.

(b) When a conversion takes effect:

(1) all property owned by the converting organization remains vested in the converted organization ~~partnership or limited partnership vests in the limited liability company;~~

(2) all debts, ~~liabilities, and other obligations,~~ or other liabilities of the converting organization ~~partnership or limited partnership~~ continue as debts, obligations, or other liabilities of the converted organization ~~limited liability company;~~

(3) an action or proceeding pending by or against the converting organization ~~partnership or limited partnership~~ may be continued as if the conversion had not occurred;

(4) except as prohibited by ~~other~~ law other than Article 37, all of the rights, privileges, immunities, powers, and purposes of the converting organization remain vested in the converted organization ~~partnership or limited partnership vest in the limited liability company;~~
~~and~~

(5) except as otherwise provided in the plan of conversion, the terms and conditions of the plan of conversion take effect; and

(6) except as otherwise agreed, the conversion does not

dissolve a converting limited liability company for the purposes of Article 35.

(c) A converted organization that is a foreign organization consents to the jurisdiction of the courts of this State to enforce any debt, obligation, or other liability for which the converting limited liability company is liable if, before the conversion, the converting limited liability company was subject to suit in this State on the debt, obligation, or other liability. A converted organization that is a foreign organization and not authorized to transact business in this State appoints the Secretary of State as its agent for service of process for purposes of enforcing a debt, obligation, or other liability under this subsection. Service on the Secretary of State under this subsection must be made in the same manner and has the same consequences as in subsections (b) and (c) of Section 1-50. ~~agreement of conversion under Section 37-10, all of the partners of the converting partnership continue as members of the limited liability company.~~

(d) A converted organization that is a foreign organization may not do business in this State until an application for that authority is filed with the Secretary of State.

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/37-16 new)

Sec. 37-16. Action on plan of conversion by converting limited liability company.

(a) Subject to Section 37-36, a plan of conversion must be consented to by all the members of a converting limited liability company.

(b) Subject to Section 37-36 and any contractual rights, after a conversion is approved, and at any time before a filing is made under Section 37-17, a converting limited liability company may amend the plan or abandon the conversion:

(1) as provided in the plan; or

(2) except as otherwise prohibited in the plan, by the same consent as was required to approve the plan.

(805 ILCS 180/37-17 new)

Sec. 37-17. Filings required for conversion; effective date.

(a) After a plan of conversion is approved:

(1) a converting limited liability company shall deliver to the Secretary of State for filing articles of conversion, which must be executed as provided in Section 5-45 and must include:

(A) a statement that the limited liability company has been converted into another organization;

(B) the name and form of the organization and the jurisdiction of its governing statute;

(C) the date the conversion is effective under the governing statute of the converted organization;

(D) a statement that the conversion was approved as

required by this Act;

(E) a statement that the conversion was approved as required by the governing statute of the converted organization; and

(F) if the converted organization is a foreign organization not authorized to transact business in this State, the street and mailing addresses of an office which the Secretary of State may use for the purposes of subsection (c) of Section 37-15; and

(2) if the converting organization is not a converting limited liability company, the converting organization shall deliver to the Secretary of State for filing, articles of organization, which must include, in addition to the information required by Section 5-5:

(A) a statement that the converted organization was converted from another organization;

(B) the name and form of the converting organization and the jurisdiction of its governing statute; and

(C) a statement that the conversion was approved in a manner that complied with the converting organization's governing statute.

(b) A conversion becomes effective:

(1) if the converted organization is a limited liability company, when the articles of organization take effect; and

(2) if the converted organization is not a limited liability company, as provided by the governing statute of the converted organization.

(805 ILCS 180/37-20)

Sec. 37-20. Merger of entities.

(a) ~~A Pursuant to a plan of merger approved under subsection (c) of this Section,~~ a limited liability company may merge ~~be merged~~ with one or more other constituent organizations pursuant to this Section, Sections 37-21 through 37-30, and a plan of merger, if:

(1) the governing statute of each of the other organizations authorizes the merger;

(2) the merger is not prohibited by the law of a jurisdiction that enacted any of the governing statutes;
and

(3) each of the other organizations complies with its governing statute in effecting the merger. ~~or into one or more limited liability companies, foreign limited liability companies, corporations, foreign corporations, partnerships, foreign partnerships, limited partnerships, foreign limited partnerships, or other domestic or foreign entities if merger with or into a limited liability company is permitted under the law governing the domestic or foreign entity.~~

(b) A plan of merger must be in a record and must include

~~set forth all of the following:~~

(1) the ~~The~~ name and form of each constituent organization; ~~entity that is a party to the merger.~~

(2) the ~~The~~ name and form of the surviving organization and, if the surviving organization is to be created by the merger, a statement to that effect; ~~entity into which the other entities will merge.~~

~~(3) The type of organization of the surviving entity.~~

(3) the ~~(4) The~~ terms and conditions of the merger, including the. ~~(5) The~~ manner and basis for converting the interests in each constituent organization into any combination of money, shares, obligations, or other securities of each party to the merger into interests in, ~~shares, obligations, or other securities of the surviving organization, and other consideration; entity, or into money or other property in whole or in part.~~

(4) if the surviving organization is to be created by the merger, the surviving organization's organizational documents that are proposed to be in a record; and

(5) if the surviving organization is not to be created by the merger, any amendments to be made by the merger to the surviving organization's organizational documents that are, or are proposed to be, in a record.

~~(6) The street address of the surviving entity's principal place of business.~~

~~(c) A plan of merger must be approved:~~

~~(1) in the case of a limited liability company that is a party to the merger, by all of the members or by a number or percentage of members specified in the operating agreement;~~

~~(2) in the case of a foreign limited liability company that is a party to the merger, by the vote required for approval of a merger by the law of the state or foreign jurisdiction in which the foreign limited liability company is organized;~~

~~(3) in the case of a partnership or domestic limited partnership that is a party to the merger, by the vote required for approval of a conversion under Section 37-5(b); and~~

~~(4) in the case of any other entities that are parties to the merger, by the vote required for approval of a merger by the law of this State or of the state or foreign jurisdiction in which the entity is organized and, in the absence of such a requirement, by all the owners of interests in the entity.~~

~~(d) After a plan of merger is approved and before the merger takes effect, the plan may be amended or abandoned as provided in the plan.~~

~~(e) The merger is effective upon the filing of the articles of merger with the Secretary of State, or a later date as specified in the articles of merger not later than 30 days subsequent to the filing of the plan of merger under Section~~

~~37-25.~~

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/37-21 new)

Sec. 37-21. Action on plan of merger by constituent limited liability company.

(a) Subject to Section 37-36, a plan of merger must be consented to by all the members of a constituent limited liability company.

(b) Subject to Section 37-36 and any contractual rights, after a merger is approved and at any time before articles of merger are delivered to the Secretary of State for filing under Section 37-25, a constituent limited liability company may amend the plan or abandon the merger:

(1) as provided in the plan; or

(2) except as otherwise prohibited in the plan, with the same consent as was required to approve the plan.

(805 ILCS 180/37-25)

Sec. 37-25. Articles of merger.

(a) After each constituent organization has approved a ~~approval of the plan of merger under Section 37-20, unless the merger is abandoned under subsection (d) of Section 37-20,~~ articles of merger must be signed on behalf of:

(1) each constituent limited liability company as provided in Section 5-45; and

(2) each other constituent organization, as provided in its governing statute ~~and other entity that is a party to the merger and delivered to the Secretary of State for filing.~~

(b) Articles of merger under this Section ~~The articles~~ must include ~~set forth all of the following:~~

(1) the ~~The~~ name and form of each constituent organization and the jurisdiction of its governing statute; ~~formation or organization of each of the limited liability companies and other entities that are parties to the merger.~~

~~(2) For each limited liability company that is to merge, the date its articles of organization were filed with the Secretary of State.~~

~~(3) That a plan of merger has been approved and signed by each limited liability company and other entity that is to merge and, if a corporation is a party to the merger, a copy of the plan as approved by the corporation shall be attached to the articles.~~

(2) the ~~(4) The~~ name and form ~~address~~ of the surviving organization, the jurisdiction of its governing statute and, if the surviving organization is created by the merger, a statement to that effect; ~~limited liability company or other surviving entity.~~

(3) the ~~(5) The~~ effective date ~~of the merger is~~ effective under the governing statute of the surviving

organization;-

(4) if the surviving organization is to be created by the merger:

(A) if it will be a limited liability company, the company's articles of organization; or

(B) if it will be an organization other than a limited liability company, the organizational document that creates the organization that is in a public record;

(5) if the surviving organization preexists the merger, any amendments provided for in the plan of merger for the organizational document that created the organization that are in a public record;

(6) a statement as to each constituent organization that the merger was approved as required by the organization's governing statute;

(7) if the surviving organization is a foreign organization not authorized to transact business in this State, the street and mailing addresses of an office the Secretary of State may use for the purposes of subsection (b) of Section 37-30; and

(8) any additional information required by the governing statute of any constituent organization.

(c) Each constituent limited liability company shall deliver the articles of merger for filing to the Secretary of State, together with a copy of that portion of the plan of

merger that contains the name and form of each constituent organization and the surviving organization.

(d) A merger becomes effective:

(1) if the surviving organization is a limited liability company, upon the later of:

(A) the filing of the articles of merger with the Secretary of State; or

(B) subject to Section 5-40, as specified in the articles of merger; or

(2) if the surviving organization is not a limited liability company, as provided by the governing statute of the surviving organization.

~~(6) If a limited liability company is the surviving entity, any changes in its articles of organization that are necessary by reason of the merger.~~

~~(7) If a party to a merger is a foreign limited liability company, the jurisdiction and date of filing of its initial articles of organization and the date when its application for authority was filed by the Secretary of State or, if an application has not been filed, a statement to that effect.~~

~~(8) If the surviving entity is not a limited liability company, an agreement that the surviving entity may be served with process in this State and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of any limited liability~~

~~company previously subject to suit in this State which is to merge, and for the enforcement, as provided in this Act, of the right of members of any limited liability company to receive payment for their interest against the surviving entity.~~

~~(b) If a foreign limited liability company is the surviving entity of a merger, it may not do business in this State until an application for that authority is filed with the Secretary of State.~~

~~(c) The surviving limited liability company or other entity shall furnish a copy of the plan of merger, on request and without cost, to any member of any limited liability company or any person holding an interest in any other entity that is to merge.~~

~~(d) To the extent the articles of merger are inconsistent with the limited liability company's articles of organization, the articles of merger shall operate as an amendment to the company's articles of organization.~~

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/37-30)

Sec. 37-30. Effect of merger.

(a) When a merger becomes effective ~~takes effect~~:

(1) the surviving organization continues or comes into existence;

(2) each constituent organization that merges into the

surviving organization ceases to exist as a separate entity;

(3) all property owned by each constituent organization that ceases to exist vests in the surviving organization;

(4) all debts, obligations, or other liabilities of each constituent organization that ceases to exist continue as debts, obligations, or other liabilities of the surviving organization;

(5) an action or proceeding pending by or against any constituent organization that ceases to exist may be continued as if the merger had not occurred;

(6) except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of each constituent organization that ceases to exist vest in the surviving organization;

(7) except as otherwise provided in the plan of merger, the terms and conditions of the plan of merger take effect;

(8) except as otherwise agreed, if a constituent limited liability company ceases to exist, the merger does not dissolve the limited liability company for the purposes of Article 35;

(9) if the surviving organization is created by the merger:

(A) if it is a limited liability company, the articles of organization become effective; or

(B) if it is an organization other than a limited liability company, the organizational document that creates the organization becomes effective; and

(10) if the surviving organization preexisted the merger, any amendments provided for in the articles of merger for the organizational document that created the organization become effective.

(b) A surviving organization that is a foreign organization consents to the jurisdiction of the courts of this State to enforce any debt, obligation, or other liability owed by a constituent organization, if before the merger the constituent organization was subject to suit in this State on the debt, obligation, or other liability. A surviving organization that is a foreign organization and not authorized to transact business in this State appoints the Secretary of State as its agent for service of process for the purposes of enforcing a debt, obligation, or other liability under this subsection. Service on the Secretary of State under this subsection must be made in the same manner and has the same consequences as in subsections (b) and (c) of Section 1-50.

(c) A surviving organization that is a foreign organization may not do business in this State until an application for that authority is filed with the Secretary of State.

~~(1) the separate existence of each limited liability company and other entity that is a party to the merger, other than the surviving entity, terminates;~~

~~(2) all property owned by each of the limited liability companies and other entities that are party to the merger vests in the surviving entity;~~

~~(3) all debts, liabilities, and other obligations of each limited liability company and other entity that is party to the merger become the obligations of the surviving entity;~~

~~(4) an action or proceeding pending by or against a limited liability company or other party to a merger may be continued as if the merger had not occurred or the surviving entity may be substituted as a party to the action or proceeding; and~~

~~(5) except as prohibited by other law, all the rights, privileges, immunities, powers, and purposes of every limited liability company and other entity that is a party to a merger vest in the surviving entity.~~

~~(b) The Secretary of State is an agent for service of process in an action or proceeding against the surviving foreign entity to enforce an obligation of any party to a merger if the surviving foreign entity fails to appoint or maintain an agent designated for service of process in this State or the agent for service of process cannot with reasonable diligence be found at the designated office. Service is effected under this subsection (b) at the earliest of:~~

~~(1) the date the company receives the process, notice, or demand;~~

~~(2) the date shown on the return receipt, if signed on behalf of the company; or~~

~~(3) 5 days after its deposit in the mail, if mailed postpaid and correctly addressed.~~

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

~~(1) Serving on the Secretary of State, or on any employee having responsibility for administering this Act, a copy of the process, notice, or demand, together with any papers required by law to be delivered in connection with service and paying the fee prescribed by Article 50 of this Act.~~

~~(2) Transmitting notice of the service on the Secretary of State and a copy of the process, notice, or demand and accompanying papers to the surviving entity being served, by registered or certified mail at the address set forth in the articles of merger.~~

~~(3) Attaching an affidavit of compliance with this Section, in substantially the form that the Secretary of State may by rule prescribe, to the process, notice, or demand.~~

~~(d) Nothing contained in this Section shall limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a limited liability company in any other manner now or hereafter permitted by law.~~

~~(e) A member of the surviving limited liability company is liable for all obligations of a party to the merger for which the member was personally liable before the merger.~~

~~(f) Unless otherwise agreed, a merger of a limited liability company that is not the surviving entity in the merger does not require the limited liability company to wind up its business under this Act or pay its liabilities and distribute its assets under this Act.~~

(Source: P.A. 90-424, eff. 1-1-98.)

(805 ILCS 180/37-31 new)

Sec. 37-31. Domestication.

(a) A foreign limited liability company may become a limited liability company pursuant to this Section, Sections 37-32, 37-33, and 37-34, and a plan of domestication, if:

(1) the foreign limited liability company's governing statute authorizes the domestication;

(2) the domestication is not prohibited by the law of the jurisdiction that enacted the governing statute; and

(3) the foreign limited liability company complies with its governing statute in effecting the domestication.

(b) A limited liability company may become a foreign limited liability company pursuant to this Section, Sections 37-32, 37-33, and 37-34, and a plan of domestication, if:

(1) the foreign limited liability company's governing statute authorizes the domestication;

(2) the domestication is not prohibited by the law of the jurisdiction that enacted the governing statute; and

(3) the foreign limited liability company complies with its governing statute in effecting the domestication.

(c) A plan of domestication must be in a record and must include:

(1) the name of the domesticating company before domestication and the jurisdiction of its governing statute;

(2) the name of the domesticated company after domestication and the jurisdiction of its governing statute;

(3) the terms and conditions of the domestication, including the manner and basis for converting interests in the domesticating company into any combination of money, interests in the domesticated company, and other consideration; and

(4) the organizational documents of the domesticated company that are, or are proposed to be, in a record.

(805 ILCS 180/37-32 new)

Sec. 37-32. Action on plan of domestication by domesticating limited liability company.

(a) A plan of domestication must be consented to:

(1) by all the members, subject to Section 37-36, if the domesticating company is a limited liability company;

and

(2) as provided in the domesticating company's governing statute, if the company is a foreign limited liability company.

(b) Subject to any contractual rights, after a domestication is approved, and at any time before articles of domestication are delivered to the Secretary of State for filing under Section 37-33, a domesticating limited liability company may amend the plan or abandon the domestication:

(1) as provided in the plan; or

(2) except as otherwise prohibited in the plan, by the same consent as was required to approve the plan.

(805 ILCS 180/37-33 new)

Sec. 37-33. Filings required for domestication; effective date.

(a) After a plan of domestication is approved, a domesticating company shall deliver to the Secretary of State for filing articles of domestication, which must include:

(1) a statement, as the case may be, that the company has been domesticated from or into another jurisdiction;

(2) the name of the domesticating company and the jurisdiction of its governing statute;

(3) the name of the domesticated company and the jurisdiction of its governing statute;

(4) the date the domestication is effective under the

governing statute of the domesticated company;

(5) if the domesticating company was a limited liability company, a statement that the domestication was approved as required by this Act;

(6) if the domesticating company was a foreign limited liability company, a statement that the domestication was approved as required by the governing statute of the other jurisdiction;

(7) if the domesticated company was a foreign limited liability company not authorized to transact business in this State, the street and mailing addresses of an office that the Secretary of State may use for the purposes of subsection (b) of Section 37-34; and

(8) if the domesticated company was a foreign limited liability company, the company's articles of organization.

(b) A domestication becomes effective:

(1) when the articles of organization take effect, if the domesticated company is a limited liability company; and

(2) according to the governing statute of the domesticated company, if the domesticated organization is a foreign limited liability company.

(805 ILCS 180/37-34 new)

Sec. 37-34. Effect of domestication.

(a) When a domestication takes effect:

(1) the domesticated company is for all purposes the company that existed before the domestication;

(2) all property owned by the domesticating company remains vested in the domesticated company;

(3) all debts, obligations, or other liabilities of the domesticating company continue as debts, obligations, or other liabilities of the domesticated company;

(4) an action or proceeding pending by or against a domesticating company may be continued as if the domestication had not occurred;

(5) except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of the domesticating company remain vested in the domesticated company;

(6) except as otherwise provided in the plan of domestication, the terms and conditions of the plan of domestication take effect; and

(7) except as otherwise agreed, the domestication does not dissolve a domesticating limited liability company for the purposes of Article 35.

(b) A domesticated company that is a foreign limited liability company consents to the jurisdiction of the courts of this State to enforce any debt, obligation, or other liability owed by the domesticating company, if, before the domestication, the domesticating company was subject to suit in this State on the debt, obligation, or other liability. A

domesticated company that is a foreign limited liability company and not authorized to transact business in this State appoints the Secretary of State as its agent for service of process for purposes of enforcing a debt, obligation, or other liability under this subsection. Service on the Secretary of State under this subsection must be made in the same manner and has the same consequences as in subsections (b) and (c) of Section 1-50.

(c) If a limited liability company has adopted and approved a plan of domestication under Section 37-32 providing for the company to be domesticated in a foreign jurisdiction, a statement surrendering the company's articles of organization must be delivered to the Secretary of State for filing setting forth:

(1) the name of the company;

(2) a statement that the articles of organization are being surrendered in connection with the domestication of the company in a foreign jurisdiction;

(3) a statement that the domestication was approved as required by this Act; and

(4) the jurisdiction of formation of the domesticated foreign limited liability company.

(d) A domesticated company that is a foreign limited liability company may not do business in this State until an application for that authority is filed with the Secretary of State.

(805 ILCS 180/37-36 new)

Sec. 37-36. Restrictions on approval of mergers and conversions.

(a) If a member of a merging or converting limited liability company will have personal liability with respect to a surviving or converted organization, approval or amendment of a plan of merger or conversion is ineffective without the consent of the member, unless:

(1) the company's operating agreement provides for approval of a merger or conversion with the consent of fewer than all the members; and

(2) the member has consented to the provision of the operating agreement.

(b) A member does not give the consent required by subsection (a) merely by consenting to a provision of the operating agreement that permits the operating agreement to be amended with the consent of fewer than all the members.

(805 ILCS 180/37-40)

Sec. 37-40. Series of members, managers or limited liability company interests.

(a) An operating agreement may establish or provide for the establishment of designated series of members, managers or limited liability company interests having separate rights, powers or duties with respect to specified property or

obligations of the limited liability company or profits and losses associated with specified property or obligations, and to the extent provided in the operating agreement, any such series may have a separate business purpose or investment objective.

(b) Notwithstanding anything to the contrary set forth in this Section or under other applicable law, in the event that an operating agreement creates one or more series, and if separate and distinct records are maintained for any such series and the assets associated with any such series are held (directly or indirectly, including through a nominee or otherwise) and accounted for separately from the other assets of the limited liability company, or any other series thereof, and if the operating agreement so provides, and notice of the limitation on liabilities of a series as referenced in this subsection is set forth in the articles of organization of the limited liability company and if the limited liability company has filed a certificate of designation for each series which is to have limited liability under this Section, then the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series shall be enforceable against the assets of such series only, and not against the assets of the limited liability company generally or any other series thereof, and unless otherwise provided in the operating agreement, none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise

existing with respect to the limited liability company generally or any other series thereof shall be enforceable against the assets of such series. The fact that the articles of organization contain the foregoing notice of the limitation on liabilities of a series and a certificate of designation for a series is on file in the Office of the Secretary of State shall constitute notice of such limitation on liabilities of a series. A series with limited liability shall be treated as a separate entity to the extent set forth in the articles of organization. Each series with limited liability may, in its own name, contract, hold title to assets, grant security interests, sue and be sued and otherwise conduct business and exercise the powers of a limited liability company under this Act. The limited liability company and any of its series may elect to consolidate their operations as a single taxpayer to the extent permitted under applicable law, elect to work cooperatively, elect to contract jointly or elect to be treated as a single business for purposes of qualification to do business in this or any other state. Such elections shall not affect the limitation of liability set forth in this Section except to the extent that the series have specifically accepted joint liability by contract.

(c) Except in the case of a foreign limited liability company that has adopted an assumed name pursuant to Section 45-15, the name of the series with limited liability must commence with the entire name of the limited liability company,

as set forth in its articles of organization ~~incorporation~~, and be distinguishable from the names of the other series set forth in the articles of organization. In the case of a foreign limited liability company that has adopted an assumed name pursuant to Section 45-15, the name of the series with limited liability must commence with the entire name, as set forth in the foreign limited liability company's assumed name application, under which the foreign limited liability company has been admitted to transact business in this State.

(d) Upon the filing of the certificate of designation with the Secretary of State setting forth the name of each series with limited liability, the series' existence shall begin, and each of the duplicate copies stamped "Filed" and marked with the filing date shall be conclusive evidence, except as against the State, that all conditions precedent required to be performed have been complied with and that the series has been or shall be legally organized and formed under this Act. If different from the limited liability company, the certificate of designation for each series shall list the name and business address of all ~~names of the members if the series is member managed or the names~~ of the managers and any member having the authority of a ~~if the series is manager managed~~. The name of a series with limited liability under subsection (b) of this Section may be changed by filing with the Secretary of State a certificate of designation identifying the series whose name is being changed and the new name of such series. If not the same

as the limited liability company, the name and business address ~~of all names of the members of a member managed series~~ or of the managers and any member having the authority of a manager ~~managed series~~ may be changed by filing a new certificate of designation with the Secretary of State. A series with limited liability under subsection (b) of this Section may be dissolved by filing with the Secretary of State a certificate of designation identifying the series being dissolved or by the dissolution of the limited liability company as provided in subsection (m) of this Section. Certificates of designation may be executed by the limited liability company or any manager, person or entity designated in the operating agreement for the limited liability company.

(e) A series of a limited liability company will be deemed to be in good standing as long as the limited liability company is in good standing.

(f) The registered agent and registered office for the limited liability company in Illinois shall serve as the agent and office for service of process in Illinois for each series.

(g) An operating agreement may provide for classes or groups of members or managers associated with a series having such relative rights, powers and duties as the operating agreement may provide, and may make provision for the future creation of additional classes or groups of members or managers associated with the series having such relative rights, powers and duties as may from time to time be established, including

rights, powers and duties senior to existing classes and groups of members or managers associated with the series.

(h) A series may be managed by either the member or members associated with the series or by a manager or managers chosen by the members of such series, as provided in the operating agreement. Unless otherwise provided in an operating agreement, the management of a series shall be vested in the members associated with such series.

(i) An operating agreement may grant to all or certain identified members or managers or a specified class or group of the members or managers associated with a series the right to vote separately or with all or any class or group of the members or managers associated with the series, on any matter. An operating agreement may provide that any member or class or group of members associated with a series shall have no voting rights.

(j) Except to the extent modified in this Section, the provisions of this Act which are generally applicable to limited liability companies, their managers, members and transferees shall be applicable to each particular series with respect to the operation of such series.

(k) Except as otherwise provided in an operating agreement, any event under this Act or in an operating agreement that causes a manager to cease to be a manager with respect to a series shall not, in itself, cause such manager to cease to be a manager of the limited liability company or with respect to

any other series thereof.

(l) Except as otherwise provided in an operating agreement, any event under this Act or an operating agreement that causes a member to cease to be associated with a series shall not, in itself, cause such member to cease to be associated with any other series or terminate the continued membership of a member in the limited liability company or cause the termination of the series, regardless of whether such member was the last remaining member associated with such series.

(m) Except to the extent otherwise provided in the operating agreement, a series may be dissolved and its affairs wound up without causing the dissolution of the limited liability company. The dissolution of a series established in accordance with subsection (b) of this Section shall not affect the limitation on liabilities of such series provided by subsection (b) of this Section. A series is terminated and its affairs shall be wound up upon the dissolution of the limited liability company under Article 35 of this Act.

(n) If a limited liability company with the ability to establish series does not register to do business in a foreign jurisdiction for itself and certain of its series, a series of a limited liability company may itself register to do business as a limited liability company in the foreign jurisdiction in accordance with the laws of the foreign jurisdiction.

(o) If a foreign limited liability company, as permitted in the jurisdiction of its organization, has established a series

having separate rights, powers or duties and has limited the liabilities of such series so that the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series are enforceable against the assets of such series only, and not against the assets of the limited liability company generally or any other series thereof, or so that the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the limited liability company generally or any other series thereof are not enforceable against the assets of such series, then the limited liability company, on behalf of itself or any of its series, or any of its series on their own behalf may register to do business in the State in accordance with Section 45-5 of this Act. The limitation of liability shall be so stated on the application for admission as a foreign limited liability company and a certificate of designation shall be filed for each series being registered to do business in the State by the limited liability company. Unless otherwise provided in the operating agreement, the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series of such a foreign limited liability company shall be enforceable against the assets of such series only, and not against the assets of the foreign limited liability company generally or any other series thereof and none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to

such a foreign limited liability company generally or any other series thereof shall be enforceable against the assets of such series.

(Source: P.A. 98-720, eff. 7-16-14.)

(805 ILCS 180/50-1)

Sec. 50-1. Annual reports.

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

(1) The name of the limited liability company.

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

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

(4) The name names and business address addresses of all of the its managers and any member having the authority of a manager ~~or, if none, the members~~.

(5) Additional information that may be necessary or appropriate in order to enable the Secretary of State to administer this Act and to verify the proper amount of fees payable by the limited liability company.

(6) The annual report shall be made on forms prescribed

and furnished by the Secretary of State, and the information therein, required by paragraphs (1) through (4) of subsection (a), both inclusive, shall be given as of the date of execution of the annual report. The annual report shall be executed by a manager or, if none, a member designated by the members pursuant to limited liability company action properly taken under Section 15-1.

(b) The annual report, together with all fees and charges prescribed by this Act, shall be delivered to the Secretary of State within 60 days immediately preceding the first day of the anniversary month. Proof to the satisfaction of the Secretary of State that, before the first day of the anniversary month of the limited liability company, the report, together with all fees and charges as prescribed by this Act, was deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid, shall be deemed a compliance with this requirement. If the Secretary of State finds that the report conforms to the requirements of this Act, he or she shall file it. If the Secretary of State finds that it does not so conform, he or she shall promptly return it to the limited liability company for any necessary corrections, in which event the penalties prescribed for failure to file the report within the time provided shall not apply if the report is corrected to conform to the requirements of this Act and returned to the Secretary of State within 60 days of the original due date of the report.

(Source: P.A. 90-424, eff. 1-1-98; 91-354, eff. 1-1-00.)

(805 ILCS 180/50-10)

Sec. 50-10. Fees.

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

(1) Fees for filing documents.

(2) Miscellaneous charges.

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

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

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

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

(3) Filing a statement of termination ~~articles of~~ ~~dissolution~~ or application for withdrawal, \$25 ~~\$100~~.

- (4) Filing an application to reserve a name, \$300.
- (5) Filing a notice of cancellation of a reserved name, \$100.
- (6) Filing a notice of a transfer of a reserved name, \$100.
- (7) Registration of a name, \$300.
- (8) Renewal of registration of a name, \$100.
- (9) Filing an application for use of an assumed name under Section 1-20 of this Act, \$150 for each year or part thereof ending in 0 or 5, \$120 for each year or part thereof ending in 1 or 6, \$90 for each year or part thereof ending in 2 or 7, \$60 for each year or part thereof ending in 3 or 8, \$30 for each year or part thereof ending in 4 or 9, and a renewal for each assumed name, \$150.
- (10) Filing an application for change or cancellation of an assumed name, \$100.
- (11) Filing an annual report of a limited liability company or foreign limited liability company, \$250, if filed as required by this Act, plus a penalty if delinquent. Notwithstanding the foregoing, the fee for filing an annual report of a limited liability company or foreign limited liability company ~~with ability to establish series~~ is \$250 plus \$50 for each series for which a certificate of designation has been filed pursuant to Section 37-40 of this Act and is in effect ~~active~~ on the last day of the third month preceding the company's

anniversary month, plus a penalty if delinquent.

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

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

(14) Filing articles of conversion ~~an Agreement of Conversion or Statement of Conversion~~, \$100.

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

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

(17) Filing a certificate of designation of a limited liability company with a series pursuant to Section 37-40 of this Act, \$50.

(18) Filing articles of domestication, \$100.

(19) Filing, amending, or cancelling a statement of authority, \$50.

(20) Filing, amending, or cancelling a statement of denial, \$10.

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

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

(c) The Secretary of State shall charge and collect all of

the following:

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

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

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

(805 ILCS 180/55-1)

Sec. 55-1. Construction and application.

(a) This Act shall be so applied and construed to effectuate its general purpose.

(b) Subject to subsection (b) of Section 15-5, it is the policy of this Act to give maximum effect to the principles of freedom of contract and to the enforceability of operating agreements.

(c) Rules that statutes in derogation of the common law are to be strictly construed shall have no application to this Act.

(d) Unless the context otherwise requires, as used in this Act, the singular shall include the plural and the plural shall include the singular. The use of any gender shall be applicable to all genders. The captions contained in this Act are for purposes of convenience only and shall not control or affect the construction of this Act.

(Source: P.A. 87-1062.)

(805 ILCS 180/55-3 new)

Sec. 55-3. Relation to Electronic Signatures in Global and National Commerce Act. This Act modifies, limits, and supersedes the federal Electronic Signatures in Global and National Commerce Act, 15 U.S.C. Section 7001 et seq., but does not modify, limit, or supersede Section 101(c) of that Act, 15 U.S.C. Section 7001(c), or authorize electronic delivery of any of the notices described in Section 103(b) of that Act, 15 U.S.C. Section 7003(b).

(805 ILCS 180/35-60 rep.)

(805 ILCS 180/35-65 rep.)

(805 ILCS 180/35-70 rep.)

Section 10. The Limited Liability Company Act is amended by repealing Sections 35-60, 35-65, and 35-70.

Section 99. Effective date. This Act takes effect July 1, 2017.

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