

AN ACT concerning business.

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

Section 5. The Business Corporation Act of 1983 is amended by changing Sections 8.65, 12.40, 12.45, and 12.80 as follows:

(805 ILCS 5/8.65) (from Ch. 32, par. 8.65)

Sec. 8.65. Liability of directors in certain cases.

(a) In addition to any other liabilities imposed by law upon directors of a corporation, they are liable as follows:

(1) The directors of a corporation who vote for or assent to any distribution prohibited by Section 9.10 of this Act shall be jointly and severally liable to the corporation for the amount of such distribution.

(2) If a dissolved corporation shall proceed to bar any known claims against it under Section 12.75, the directors of such corporation who fail to take reasonable steps to cause the notice required by Section 12.75 of this Act to be given to any known creditor of such corporation shall be jointly and severally liable to such creditor for all loss and damage occasioned thereby.

(3) Unless dissolution is subsequently revoked pursuant to Section 12.25 of this Act, the ~~The~~ directors of a corporation that carries on its business after the filing

by the Secretary of State of articles of dissolution with respect to a voluntary dissolution authorized as provided by this Act, otherwise than ~~so far as may be necessary or appropriate to wind up and liquidate its business and affairs for the winding up thereof~~, shall be jointly and severally liable to the creditors of such corporation for all debts and liabilities of the corporation incurred in so carrying on its business. Directors of a corporation that carries on its business during a period of administrative dissolution shall not be liable under this paragraph (a) (3) if the Secretary of State subsequently files an application for reinstatement under subsection (c) of Section 12.45, which reinstatement shall have the effect described in subsection (d) of Section 12.45.

(b) A director of a corporation who is present at a meeting of its board of directors at which action on any corporate matter is taken is conclusively presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent does not apply to a director who voted in favor of such action.

(c) A director shall not be liable for a distribution of

assets to the shareholders of a corporation in excess of the amount authorized by Section 9.10 of this Act if he or she relied and acted in good faith upon a balance sheet and profit and loss statement of the corporation represented to him or her to be correct by the president or the officer of such corporation having charge of its books of account, or certified by an independent public or certified public accountant or firm of such accountants to fairly reflect the financial condition of such corporation, nor shall he or she be so liable if in good faith in determining the amount available for any such dividend or distribution he or she considered the assets to be of their book value.

(d) Any director against whom a claim is asserted under this Section and who is held liable thereon, is entitled to contribution from the other directors who are likewise liable thereon.

Any director against whom a claim is asserted for the improper distribution of assets of a corporation and who is held liable thereon, is entitled to contribution from the shareholders who knowingly accepted or received any such distribution in proportion to the amounts received by them respectively.

(Source: P.A. 84-924.)

(805 ILCS 5/12.40) (from Ch. 32, par. 12.40)

Sec. 12.40. Procedure for administrative dissolution.

(a) After the Secretary of State determines that one or more grounds exist under Section 12.35 for the administrative dissolution of a corporation, he or she shall send by regular mail to each delinquent corporation a Notice of Delinquency to its registered office, or, if the corporation has failed to maintain a registered office, then to the president or other principal officer at the last known office of said officer.

(b) If the corporation does not correct the default described in paragraphs (a) through (e) of Section 12.35 within 90 days following such notice, the Secretary of State shall thereupon dissolve the corporation by issuing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. If the corporation does not correct the default described in paragraphs (f) through (h) of Section 12.35, within 30 days following such notice, the Secretary of State shall thereupon dissolve the corporation by issuing a certificate of dissolution as herein prescribed. The Secretary of State shall file the original of the certificate in his or her office and mail one copy to the corporation at its registered office or, if the corporation has failed to maintain a registered office, then to the president or other principal officer at the last known office of said officer.

(c) The administrative dissolution of a corporation terminates its corporate existence and such a dissolved corporation shall not thereafter carry on any business, provided however, that such a dissolved corporation may take

all action authorized under Section 12.75 or as otherwise necessary or appropriate to wind up and liquidate its business and affairs under Section 12.30.

(Source: P.A. 96-1121, eff. 1-1-11.)

(805 ILCS 5/12.45) (from Ch. 32, par. 12.45)

Sec. 12.45. Reinstatement following administrative dissolution.

(a) A domestic corporation administratively dissolved under Section 12.40 may be reinstated by the Secretary of State following the date of issuance of the certificate of dissolution upon:

(1) The filing of an application for reinstatement.

(2) The filing with the Secretary of State by the corporation of all reports then due and theretofore becoming due.

(3) The payment to the Secretary of State by the corporation of all fees, franchise taxes, and penalties then due and theretofore becoming due.

(b) The application for reinstatement shall be executed and filed in duplicate in accordance with Section 1.10 of this Act and shall set forth:

(1) The name of the corporation at the time of the issuance of the certificate of dissolution.

(2) If such name is not available for use as determined by the Secretary of State at the time of filing the

application for reinstatement, the name of the corporation as changed, provided however, and any change of name is properly effected pursuant to Section 10.05 and Section 10.30 of this Act.

(3) The date of the issuance of the certificate of dissolution.

(4) The address, including street and number, or rural route number of the registered office of the corporation upon reinstatement thereof, and the name of its registered agent at such address upon the reinstatement of the corporation, provided however, that any change from either the registered office or the registered agent at the time of dissolution is properly reported pursuant to Section 5.10 of this Act.

(c) When a dissolved corporation has complied with the provisions of this Section the Secretary of State shall file the application for reinstatement.

(d) Upon the filing of the application for reinstatement, the corporate existence for all purposes shall be deemed to have continued without interruption from the date of the issuance of the certificate of dissolution, and the corporation shall stand revived with such powers, duties and obligations as if it had not been dissolved; and all acts and proceedings of its ~~officers, directors and~~ shareholders, directors, officers, employees, and agents, acting or purporting to act in that capacity ~~as such,~~ and which would have been legal and valid but

for such dissolution, shall stand ratified and confirmed.

(e) Without limiting the generality of subsection (d), upon the filing of the application for reinstatement, no shareholder, director, or officer shall be personally liable, under Section 8.65 of this Act or otherwise, for the debts and liabilities of the corporation incurred during the period of administrative dissolution by reason of the fact that the corporation was administratively dissolved at the time the debts or liabilities were incurred.

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

(805 ILCS 5/12.80) (from Ch. 32, par. 12.80)

Sec. 12.80. Survival of remedy after dissolution. The dissolution of a corporation either (1) by filing articles of dissolution in accordance with Section 12.20 of this Act, (2) by the issuance of a certificate of dissolution in accordance with Section 12.40 of this Act, (3) by a judgment of dissolution by a circuit court of this State, or (4) by expiration of its period of duration, shall not take away nor impair any civil remedy available to or against such corporation, its directors, or shareholders, for any right or claim existing, or any liability accrued or incurred, either prior to, at the time of, or after such dissolution if action or other proceeding thereon is commenced within five years after the date of such dissolution. Any such action or proceeding by or against the corporation may be prosecuted or

defended by the corporation in its corporate name. This provision does not extend any applicable statute of limitations.

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

Section 10. The General Not For Profit Corporation Act of 1986 is amended by changing Sections 108.65, 112.40, and 112.45 as follows:

(805 ILCS 105/108.65) (from Ch. 32, par. 108.65)

Sec. 108.65. Liability of directors in certain cases.

(a) In addition to any other liabilities imposed by law upon directors of a corporation, they are liable as follows:

(1) The directors of a corporation who vote for or assent to any distribution not authorized by Section 109.10 or Article 12 of this Act shall be jointly and severally liable to the corporation for the amount of such distribution.

(2) If a dissolved corporation shall proceed to bar any known claims against it under Section 112.75 of this Act, the directors of such corporation who fail to take reasonable steps to cause the notice required by Section 112.75 of this Act to be given to any known creditor of such corporation shall be jointly and severally liable to such creditor for all loss and damage occasioned thereby.

(3) Unless dissolution is subsequently revoked

pursuant to Section 112.25 of this Act, the ~~The~~ directors of a corporation that conducts its affairs after the filing by the Secretary of State of articles of dissolution with respect to a voluntary dissolution authorized as provided by this Act, otherwise than ~~so far as may be~~ necessary or appropriate to wind up and liquidate its affairs ~~for the winding up thereof,~~ shall be jointly and severally liable to the creditors of such corporation for all debts and liabilities of the corporation incurred in so conducting its affairs. Directors of a corporation that conducts its affairs during a period of administrative dissolution shall not be liable under this paragraph (a)(3) if the Secretary of State subsequently files an application for reinstatement under subsection (c) of Section 112.45, which reinstatement shall have the effect described in subsection (d) of Section 112.45.

(b) A director of a corporation who is present at a meeting of its board of directors at which action on any corporate matter is taken is conclusively presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent or abstention by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting.

Such right to dissent or abstain does not apply to a director who voted in favor of such action.

(c) A director shall not be liable for a distribution of assets to any person in excess of the amount authorized by Section 109.10 or Article 12 of this Act if he or she relied and acted in good faith upon a balance sheet and profit and loss statement of the corporation represented to him or her to be correct by the president or the officer of such corporation having charge of its books of account, or certified by an independent public or certified public accountant or firm of such accountants to fairly reflect the financial condition of such corporation, nor shall he or she be so liable if in good faith in determining the amount available for any such distribution he or she considered the assets to be of their book value.

(d) Any director against whom a claim is asserted under this Section and who is held liable thereon, is entitled to contribution from the other directors who are likewise liable thereon. Any director against whom a claim is asserted for the improper distribution of assets of a corporation, and who is held liable thereon, is entitled to contribution from the persons who knowingly accepted or received any such distribution in proportion to the amounts received by them respectively.

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

(805 ILCS 105/112.40) (from Ch. 32, par. 112.40)

Sec. 112.40. Procedure for administrative dissolution.

(a) After the Secretary of State determines that one or more grounds exist under Section 112.35 of this Act for the administrative dissolution of a corporation, he or she shall send by regular mail to each delinquent corporation a Notice of Delinquency to its registered office, or, if the corporation has failed to maintain a registered office, then to the president or other principal officer at the last known office of said officer.

(b) If the corporation does not correct the default within 90 days following such notice, the Secretary of State shall thereupon dissolve the corporation by issuing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The Secretary of State shall file the original of the certificate in his or her office and mail one copy to the corporation at its registered office or, if the corporation has failed to maintain a registered office, then to the president or other principal officer at the last known office of said officer.

(c) The administrative dissolution of a corporation terminates its corporate existence and such a dissolved corporation shall not thereafter carry on any affairs, provided however, that such a dissolved corporation may take all action authorized under Section 112.75 of this Act or as otherwise necessary or appropriate to wind up and liquidate its affairs

under Section 112.30 of this Act.

(Source: P.A. 96-1121, eff. 1-1-11.)

(805 ILCS 105/112.45) (from Ch. 32, par. 112.45)

Sec. 112.45. Reinstatement following administrative dissolution.

(a) A domestic corporation administratively dissolved under Section 112.40 of this Act may be reinstated by the Secretary of State following the date of issuance of the certificate of dissolution upon:

(1) The filing of an application for reinstatement;

(2) The filing with the Secretary of State by the corporation of all reports then due and theretofore becoming due;

(3) The payment to the Secretary of State by the corporation of all fees and penalties then due and theretofore becoming due.

(b) The application for reinstatement shall be executed and filed in duplicate in accordance with Section 101.10 of this Act and shall set forth:

(1) The name of the corporation at the time of the issuance of the certificate of dissolution;

(2) If such name is not available for use as determined by the Secretary of State at the time of filing the application for reinstatement, the name of the corporation as changed; provided, however, that any change of name is

properly effected pursuant to Section 110.05 and Section 110.30 of this Act;

(3) The date of the issuance of the certificate of dissolution;

(4) The address, including street and number, or rural route number, of the registered office of the corporation upon reinstatement thereof, and the name of its registered agent at such address upon the reinstatement of the corporation, provided however, that any change from either the registered office or the registered agent at the time of dissolution is properly reported pursuant to Section 105.10 of this Act.

(c) When a dissolved corporation has complied with the provisions of this Section, the Secretary of State shall file the application for reinstatement.

(d) Upon the filing of the application for reinstatement, the corporate existence for all purposes shall be deemed to have continued without interruption from the date of the issuance of the certificate of dissolution, and the corporation shall stand revived with such powers, duties and obligations as if it had not been dissolved; and all acts and proceedings of its shareholders, members, officers, employees, and agents ~~officers, directors and members,~~ acting or purporting to act in that capacity ~~as such,~~ and which would have been legal and valid but for such dissolution, shall stand ratified and confirmed.

(e) Without limiting the generality of subsection (d), upon filing of the application for reinstatement, no shareholder, director, or officer shall be personally liable, under Section 108.65 of this Act or otherwise, for the debts and liabilities of the corporation incurred during the period of administrative dissolution by reason of the fact that the corporation was administratively dissolved at the time the debts or liabilities were incurred.

(Source: P.A. 94-605, eff. 1-1-06.)

Section 15. The Limited Liability Company Act is amended by changing Sections 35-30 and 35-40 as follows:

(805 ILCS 180/35-30)

Sec. 35-30. Procedure for administrative dissolution.

(a) After the Secretary of State determines that one or more grounds exist under Section 35-25 for the administrative dissolution of a limited liability company, the Secretary of State shall send a notice of delinquency by regular mail to each delinquent limited liability company at its registered office or, if the limited liability company has failed to maintain a registered office, then to the last known address shown on the records of the Secretary of State for the principal place of business of the limited liability company.

(b) If the limited liability company does not correct the default described in paragraphs (1) or (2) of Section 35-25

within 120 days following the date of the notice of delinquency, the Secretary of State shall thereupon dissolve the limited liability company by issuing a certificate of dissolution that recites the grounds for dissolution and its effective date. If the limited liability company does not correct the default described in paragraphs (2.5), (3), (4), or (5) of Section 35-25 within 60 days following the notice, the Secretary of State shall dissolve the limited liability company by issuing a certificate of dissolution that recites the grounds for dissolution and its effective date. The Secretary of State shall file the original of the certificate in his or her office and mail one copy to the limited liability company at its registered office or, if the limited liability company has failed to maintain a registered office, then to the last known address shown on the records of the Secretary of State for the principal place of business of the limited liability company.

(c) Upon the administrative dissolution of a limited liability company, a dissolved limited liability company shall continue for only the purpose of winding up its business. A dissolved limited liability company may take all action authorized under Section 1-30 or otherwise necessary or appropriate to wind up its business and affairs and terminate.

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

Sec. 35-40. Reinstatement following administrative dissolution.

(a) A limited liability company administratively dissolved under Section 35-25 may be reinstated by the Secretary of State following the date of issuance of the notice of dissolution upon:

(1) The filing of an application for reinstatement.

(2) The filing with the Secretary of State by the limited liability company of all reports then due and theretofore becoming due.

(3) The payment to the Secretary of State by the limited liability company of all fees and penalties then due and theretofore becoming due.

(b) The application for reinstatement shall be executed and filed in duplicate in accordance with Section 5-45 of this Act and shall set forth all of the following:

(1) The name of the limited liability company at the time of the issuance of the notice of dissolution.

(2) If the name is not available for use as determined by the Secretary of State at the time of filing the application for reinstatement, 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.

(3) The date of issuance of the notice of dissolution.

(4) The address, including street and number or rural

route number of the registered office of the limited liability company upon reinstatement thereof and the name of its registered agent at that address upon the reinstatement 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.

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

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

(e) Without limiting the generality of subsection (d), upon the filing of the application for reinstatement, no member, manager, or officer shall be personally liable for the debts and liabilities of the limited liability company incurred during the period of administrative dissolution by reason of the fact that the limited liability company was

administratively dissolved at the time the debts or liabilities were incurred.

(Source: P.A. 94-605, eff. 1-1-06.)

Section 20. The Uniform Limited Partnership Act (2001) is amended by changing Sections 809 and 810 as follows:

(805 ILCS 215/809)

Sec. 809. Administrative dissolution.

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

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

(2) file its annual report with the Secretary of State;  
or

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

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

(c) If within 60 days after service of the copy of the record of determination the limited partnership does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of State does not exist, the Secretary of State shall administratively dissolve the limited partnership by preparing, signing, and filing a declaration of dissolution that states the grounds for dissolution. The Secretary of State shall send a copy to the limited partnership's agent for service of process in this State, or if the limited partnership does not appoint and maintain a proper agent, to the limited partnership's designated office.

(d) A limited partnership administratively dissolved continues its existence but may carry on only activities necessary or appropriate to wind up its activities ~~and liquidate its assets~~ under Sections 803 and 812 and to notify claimants under Sections 806 and 807.

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

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

(805 ILCS 215/810)

Sec. 810. Reinstatement following administrative dissolution.

(a) A limited partnership that has been administratively

dissolved under Section 809 may be reinstated by the Secretary of State following the date of dissolution upon:

- (1) the filing of an application for reinstatement;
- (2) the filing with the Secretary of State of all reports then due and becoming due; and
- (3) the payment to the Secretary of State of all fees and penalties then due and becoming due.

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

- (1) the name of the limited partnership at the time of dissolution;
- (2) the date of dissolution;
- (3) the agent for service of process and the address of the agent for service of process; provided that any change to either the agent for service of process or the address of the agent for service of process is properly reported under Section 115.

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

(d) Upon filing of the application for reinstatement, ~~the~~ ~~(i)~~ the limited partnership existence shall be deemed to have continued without interruption from the date of dissolution and shall stand revived with such ~~the~~ powers, duties, and

obligations, as if it had not been dissolved. ~~, and (ii)~~ All  
~~all~~ acts and proceedings of its partners, officers, employees,  
and agents, acting or purporting to act in that capacity, and  
which ~~that~~ would have been legal and valid but for the  
dissolution shall stand ratified and confirmed.

(e) Without limiting the generality of subsection (d), upon  
the filing of the application for reinstatement, no limited  
partner or officer of the partnership shall be personally  
liable for the debts and liabilities of the limited partnership  
incurred during the period of administrative dissolution by  
reason of the fact that the limited partnership was  
administratively dissolved at the time the debts or liabilities  
were incurred.

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