

ILLINOIS COMPILED STATUTES

BUSINESS ORGANIZATIONS

(805 ILCS 105/) General Not For Profit Corporation Act of 1986.
(805 ILCS 105/Art. 5 heading) ARTICLE 5. OFFICE AND AGENT
(805 ILCS 105/105.05) (from Ch. 32, par. 105.05)

Sec. 105.05. Registered office and registered agent.

(a) Each domestic corporation and each foreign corporation having authority to conduct affairs in this State shall have and continuously maintain in this State:

(1) A registered office which may be, but need not be, the same as its place of business in this State.

(2) A registered agent, which agent may be either an individual, resident in this State, whose business office is identical with such registered office, or a domestic corporation for profit or a foreign corporation for profit authorized to conduct affairs in this State that is authorized by its articles of incorporation to act as such agent, having a business office identical with such registered office.

(b) The address, including street and number, if any, of the initial registered office, and the name of the initial registered agent of each corporation organized under this Act shall be stated in its articles of incorporation; and of each foreign corporation shall be stated in its application for authority to conduct affairs in this State.

(c) In the event of dissolution of a corporation, either voluntary, administrative, or judicial, the registered agent and the registered office of the corporation on record with the Secretary of State on the date of the issuance of the certificate or judgment of dissolution shall be an agent of the corporation upon whom claims can be served or service of process can be had during the two year post-dissolution period provided in Section 112.80 of this Act, unless such agent resigns or the corporation properly reports a change of registered office or registered agent.

(d) In the event of revocation of a certificate of authority of a foreign corporation, the registered agent and the registered office of the corporation on record with the Secretary of State on the date of the issuance of the certificate of revocation shall be an agent of the corporation upon whom claims can be served or service of process can be had, unless such agent resigns. (805 ILCS 105/105.10) (from Ch. 32, par. 105.10)

Sec. 105.10. Change of registered office or registered agent.

(a) A domestic corporation or a foreign corporation may from time to time change the address of its registered office. A domestic corporation or a foreign corporation shall change its registered agent if the office of registered agent shall become vacant for any reason, or if its registered agent becomes disqualified or incapacitated to act, or if the corporation revokes the appointment of its registered agent.

(b) A domestic corporation or a foreign corporation may change the address of its registered office or change its registered agent, or both, by executing and filing in duplicate, in accordance with Section 101.10 of this Act, a statement setting forth:

(1) the name of the corporation;

(2) the address, including street and number, or rural route number, of its then registered office;

(3) if the address of its registered office be changed, the address, including street and number, or rural route number, to which the registered office is to be changed;

(4) the name of its then registered agent;

(5) if its registered agent be changed, the name of its successor registered agent;

(6) that the address of its registered office and the address of the business office of its registered agent, as changed, will be identical;

(7) that such change was authorized by resolution duly adopted by the board of directors.

(c) (Blank).

(d) If the registered office is changed from one county to another county, then the corporation shall also file for record within the time prescribed by this Act in the office of the Recorder of the county to which such registered office is changed:

(1) In the case of a domestic corporation:

(i) A copy of its articles of incorporation certified by the Secretary of State.

(ii) A copy of the statement of change of address of its registered office, certified by the Secretary of State.

(2) In the case of a foreign corporation:

(i) A copy of its application for authority to transact business in this State, certified by the Secretary of State.

(ii) A copy of all amendments to such authority, if any, likewise certified by the Secretary of State.

(iii) A copy of the statement of change of address of its registered office certified by the Secretary of State.

(e) The change of address of the registered office, or the change of registered agent, or both, as the case may be, shall become effective upon the filing of such statement by the Secretary of State. (805 ILCS 105/105.15) (from Ch. 32, par. 105.15)

Sec. 105.15. Resignation of registered agent.

(a) A registered agent may at any time resign by filing in the office of the Secretary of State written notice thereof, and by mailing a copy thereof to the corporation at its principal office as such is known to said resigning agent, such notice to be mailed at least 10 days prior to the date of filing thereof with the Secretary of State.

(b) The notice shall set forth:

(1) The name of the corporation for which the registered agent is acting;

(2) The name of the registered agent;

(3) The address, including street and number, or rural route number, of the corporation's then registered office in this State;

(4) That the registered agent resigns;

(5) The effective date thereof which shall not be less than 30 days after the date of filing;

(6) The address of the principal office of the corporation as such is known to the registered agent;

(7) A statement that a copy of this notice has been sent to the principal office within the time and in the manner prescribed by this Section.

(c) Such notice shall be executed by the registered agent, if an individual, or if a corporation, by a principal officer. (805 ILCS 105/105.20) (from Ch. 32, par. 105.20)

Sec. 105.20. Change of Address of Registered Agent.

(a) A registered agent may change the address of the registered office of the domestic corporation or of the foreign corporation, for which he or she or it is registered agent, to another address in this State, by filing, in duplicate, in accordance with Section 101.10 of this Act a statement setting forth:

(1) the name of the corporation;

(2) the address, including street and number, or rural route number, of its then registered office;

(3) the address, including street and number, or rural route number, to which the registered office is to be changed;

(4) the name of its registered agent;

(5) that the address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

(b) Such statement shall be executed by the registered agent.

(c) The change of address of the registered office shall become effective upon the filing of such statement by the Secretary of State. (805 ILCS 105/105.25) (from Ch. 32, par. 105.25)

Sec. 105.25. Service of process on domestic or foreign corporation.

(a) Any process, notice, or demand required or permitted by law to be served upon a domestic corporation or a foreign corporation having authority to conduct affairs in this State may be served either upon the registered agent appointed by the corporation or upon the Secretary of State as provided in this Section.

(b) The Secretary of State shall be irrevocably appointed as an agent of a domestic corporation or of a foreign corporation having authority upon whom any process, notice or demand may be served:

(1) Whenever the corporation shall fail to appoint or maintain a registered agent in this State; or

(2) Whenever the corporation's registered agent cannot with reasonable diligence be found at the registered office in this State; or

(3) When a domestic corporation has been dissolved, the conditions of paragraph (1) or paragraph (2) exist, and an action, suit or proceeding is instituted against or affecting the corporation within the two years after the dissolution or the filing of a judgment of dissolution; or

(4) When the authority of a foreign corporation has been revoked.

(c) Service under subsection (b) shall be made by:

(1) Service on the Secretary of State, or on any clerk having charge of the corporation division at his or her office, of a copy of the process, notice or demand, together with any papers required by law to be delivered in connection with service, and a fee as prescribed by subsection (b) of Section 115.15 of this Act;

(2) Transmittal by the person instituting the action, suit or proceeding of notice of the service on the Secretary of State and a copy of the process, notice or demand and accompanying papers to the corporation being served, by registered or certified mail:

(i) At the last registered office of the corporation as shown by the records on file in the office of the Secretary of State; or

(ii) At such address the use of which the person instituting the action, suit or proceeding knows or, on the basis of reasonable inquiry, has reason to believe is most likely to result in actual notice; and

(3) Appendage by the person instituting the action, suit or proceeding of an affidavit of compliance with this Section in substantially such form as the Secretary of State may by rule or regulation prescribe, to the process, notice or demand.

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

(e) The Secretary of State shall keep a record of all processes, notices, and demands served upon him or her under this Section, and shall record therein the time of such service and his or her action with reference thereto but shall not be required to retain such information for a period longer than five years from his or her receipt of the service.

BUSINESS ORGANIZATIONS (805 ILCS 105/) General Not For Profit Corporation Act of 1986.

(805 ILCS 105/Art. 10 heading) ARTICLE 10. AMENDMENTS
(805 ILCS 105/110.05) (from Ch. 32, par. 110.05)

Sec. 110.05. Authority to amend articles of incorporation.

(a) A corporation may amend its articles of incorporation at any time and from time to time to add a new provision or to change or remove an existing provision, provided that the articles as amended contain only such provisions as are required or permitted in original articles of incorporation at the time of amendment. The articles as amended must contain all the provisions required by subsection (a) of Section 102.10 of this Act except that the names and addresses of the initial directors may be omitted and the names of the initial registered agent or the address of the initial registered office may be omitted.

(b) A corporation whose period of duration as provided in the articles of incorporation has expired may amend its articles of incorporation to revive its articles and extend the period of corporate duration, including making the duration perpetual, at any time within 5 years after the date of expiration. (805 ILCS 105/110.15) (from Ch. 32, par. 110.15)

Sec. 110.15. Amendment by Directors.

Where a corporation has no members, or no members entitled to vote on amendments, one or more amendments shall be adopted by the board of directors upon receiving the affirmative vote of a majority of the directors in office. (805 ILCS 105/110.20) (from Ch. 32, par. 110.20)

Sec. 110.20. Amendments by Directors and Members.

Where a corporation has members entitled to vote on amendments, one or more amendments shall be adopted in the following manner:

(a) The board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on amendments which may be either an annual or a special meeting;

(b) Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote on amendments at such meeting within the time and in the manner provided in this Act for the giving of notice of meetings of members. If such meeting be an annual meeting, the proposed amendment, or a summary as aforesaid, may be included in the notice of such annual meeting;

(c) At such meeting, at which there is a quorum of members, a vote of the members entitled to vote on the proposed amendment shall be taken. The proposed amendment shall be adopted by receiving the affirmative vote of at least 2/3 of the votes present and voted either in person or by proxy, unless any class of members is entitled to vote as a class in respect thereof, in which event the proposed amendment shall be adopted by receiving the affirmative vote of at least two-thirds of the votes of the class present and voted either in person or by proxy;

(d) The articles of incorporation or the bylaws of a corporation may supersede the two-thirds vote requirement of subsection (c) by specifying any smaller or larger vote requirement not less than a majority of the votes which members entitled to vote on such amendment shall vote, either in person or by proxy, at a meeting at which there is a quorum. (805 ILCS 105/110.30) (from Ch. 32, par. 110.30)

Sec. 110.30. Articles of amendment.

(a) Except as provided in Section 110.40 of this Act, the articles of amendment 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;

(2) The text of each amendment adopted;

(3) If the amendment was adopted pursuant to Section 110.15 of this Act:

(i) A statement that the amendment received the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, and the date of the meeting; or

(ii) A statement that the amendment was adopted by written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act;

(4) If the amendment was adopted pursuant to Section 110.20 of this Act:

(i) A statement that the amendment was adopted at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, and the date of the meeting; or

(ii) A statement that the amendment was adopted by written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Section 107.10 of this Act.

(5) If the amendment restates the articles of incorporation, the amendment shall so state and shall set forth:

- i. The text of the articles as restated;
- ii. The date of incorporation, the name under which the corporation was incorporated, subsequent names, if any, that the corporation adopted pursuant to amendment of its articles of incorporation, and the effective date of any such amendments;
- iii. The address of the registered office and the name of the registered agent on the date of filing the restated articles.

The articles as restated must include all the information required by subsection (a) of Section 102.10 of this Act, except that the articles need not set forth the information required by paragraphs 3, 4 or 5 thereof. If any provision of the articles of incorporation is amended in connection with the restatement, the articles of amendment shall clearly identify such amendment.

(6) If, pursuant to Section 110.35 of this Act, the amendment is to become effective subsequent to the date on which the articles of amendment are filed, the date on which the amendment is to become effective.

(7) If the amendment revives the articles of incorporation and extends the period of corporate duration, the amendment shall so state and shall set forth:

- (i) The date the period of duration expired under the articles of incorporation;
- (ii) A statement that the period of duration will be perpetual, or, if a limited duration is to be provided, the date to which the period of duration is to be extended; and
- (iii) A statement that the corporation has been in continuous operation since before the date of expiration of its original period of duration.

(b) When the provisions of this Section have been complied with, the Secretary of State shall file the articles of amendment. (805 ILCS 105/110.35) (from Ch. 32, par. 110.35)

Sec. 110.35. Effect of amendment.

- (a) The amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly, as of the later of:
 - (1) The filing of the articles of amendment by the Secretary of State; or
 - (2) The time established under the articles of amendment, not to exceed 30 days after the filing of the articles of amendment by the Secretary of State.
- (b) If the amendment is made in accordance with the provisions of Section 110.40 of this Act, upon the filing of the articles of amendment by the Secretary of State, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly, without any action thereon by the directors or members of the corporation and with the same effect as if the amendments had been adopted by unanimous action of the directors and members of the corporation.
- (c) If the amendment restates the articles of incorporation, such restated articles of incorporation shall, upon such amendment becoming effective, supersede and stand in lieu of the corporation's preexisting articles of incorporation.
- (d) If the amendment revives the articles of incorporation and extends the period of corporate duration, upon the filing of the articles of amendment by the Secretary of State, the amendment shall become effective and the corporate existence shall be deemed to have continued without interruption from the date of expiration of the original period of duration, and the corporation shall stand revived with such powers, duties and obligations as if its period of duration had not expired; and all acts and proceedings of its officers, directors and members, acting or purporting to act as such, which would have been legal and valid but for such expiration, shall stand ratified and confirmed.
- (e) No amendment of the articles of incorporation of a corporation shall affect any existing cause of action in favor of or against such corporation, or any pending suit in which such corporation shall be a party, or the existing rights of persons other than members; and, in the event the corporate name shall be changed by amendment, no suit brought by or against such corporation under its former name shall be abated for that reason. (805 ILCS 105/110.40) (from Ch. 32, par. 110.40)

Sec. 110.40. Amendment pursuant to reorganization.

(a) The articles of incorporation of a corporation may be amended without director or member action to carry out a plan of reorganization ordered by a court of competent jurisdiction pursuant to any applicable statute of the United States if the articles after amendment contain only provisions required or permitted by Section 102.10 of this Act.

(b) The individual or individuals designated by the court shall execute, verify and deliver to the Secretary of State for filing in accordance with Section 101.10 of this Act, articles of amendment setting forth:

- (1) The name of the corporation;
 - (2) The text of each amendment approved by the court;
 - (3) The date of the court's order approving the articles of amendment;
 - (4) The title of the reorganization proceeding in which the order was entered; and
 - (5) A statement that the court had jurisdiction of the proceeding under federal statute.
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