

Illinois Compiled Statutes

Information maintained by the Legislative Reference Bureau

Updating the database of the Illinois Compiled Statutes (ILCS) is an ongoing process. Recent laws may not yet be included in the ILCS database, but they are found on this site as [Public Acts](#) soon after they become law. For information concerning the relationship between statutes and Public Acts, refer to the [Guide](#).

Because the statute database is maintained primarily for legislative drafting purposes, statutory changes are sometimes included in the statute database before they take effect. If the source note at the end of a Section of the statutes includes a Public Act that has not yet taken effect, the version of the law that is currently in effect may have already been removed from the database and you should refer to that Public Act to see the changes made to the current law.

BUSINESS ORGANIZATIONS

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

(805 ILCS 105/Art. 13 heading)

ARTICLE 13. FOREIGN CORPORATIONS

(805 ILCS 105/113.05) (from Ch. 32, par. 113.05)

Sec. 113.05. Admission of foreign corporation. A foreign corporation organized not for profit, before it conducts any affairs in this State, shall procure authority so to do from the Secretary of State. A foreign corporation organized not for profit, upon complying with the provisions of this Act, may secure from the Secretary of State the authority to conduct affairs in this State. A foreign corporation shall not be denied authority by reason of the fact that the laws of the state under which such corporation is organized governing its organization and internal affairs differ from the laws of this State, and nothing in this Act contained shall be construed to authorize this State to regulate the organization or the internal affairs of such corporation.

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

(805 ILCS 105/113.10) (from Ch. 32, par. 113.10)

Sec. 113.10. Powers of foreign corporation. No foreign corporation shall conduct in this State any affairs which a corporation organized under the laws of this State is not permitted to conduct. A foreign corporation which shall have received authority to conduct affairs under this Act shall, until a certificate of revocation has been issued or an application for withdrawal shall have been filed as provided in this Act, enjoy the same, but no greater, rights and privileges as a domestic corporation organized for the purposes set forth in the application pursuant to which such authority is granted; and, except as in Section 113.05 of this Act otherwise provided with respect to the organization and internal affairs of a foreign corporation and except as elsewhere in this Act otherwise provided, shall be subject to the same duties, restrictions, penalties, and liabilities now or hereafter imposed upon a domestic corporation of like character.

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

(805 ILCS 105/113.15) (from Ch. 32, par. 113.15)
Sec. 113.15. Application for authority.

(a) A foreign corporation, in order to procure authority to conduct affairs in this State, shall execute and file in duplicate an application therefor, in accordance with Section 101.10 of this Act, and shall also file a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country wherein it is incorporated. Such application shall set forth:

(1) The name of the corporation, with any additions thereto required in order to comply with Section 104.05 of this Act together with the State or country under the laws of which it is organized;

(2) The date of its incorporation and the period of its duration;

(3) The address, including street and number, if any, of its principal office;

(4) The address, including street and number, or rural route number, of its proposed registered office in this State, and the name of its proposed registered agent in this State at such address;

(5) (Blank);

(6) The purpose or purposes for which it was organized which it proposes to pursue in the conduct of affairs in this State;

(7) The names and respective addresses, including street and number, or rural route number, of its directors and officers;

(8) With respect to any foreign corporation a purpose of which is to function as a club, as defined in Section 1-3.24 of "The Liquor Control Act of 1934," as now or hereafter amended, a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors; and

(9) Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine whether such corporation is entitled to be granted authority to conduct affairs in this State.

(b) Such application shall be made on forms prescribed and furnished by the Secretary of State.

(c) When the provisions of this Section have been complied with, the Secretary of State shall file the application for authority.

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

(805 ILCS 105/113.20) (from Ch. 32, par. 113.20)

Sec. 113.20. Effect of authority. Upon the filing of the application for authority by the Secretary of State, the corporation shall have the right to conduct affairs in this State for those purposes set forth in its application, subject, however, to the right of this State to revoke such right to conduct affairs in this State as provided in this Act.

(Source: P.A. 96-66, eff. 1-1-10.)

(805 ILCS 105/113.25) (from Ch. 32, par. 113.25)

Sec. 113.25. Change of name by foreign corporation.

Whenever a foreign corporation which is admitted to conduct affairs in this State shall change its name to one under which authority to conduct affairs in this State would not be granted to it on application therefor, the authority of such corporation to conduct affairs in this State shall be suspended and it shall not thereafter conduct any affairs in this State until it has changed its name to a name which is available to it under the laws of this State or until it has adopted an assumed corporate name in accordance with Section 104.15 of this Act.

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

(805 ILCS 105/113.30) (from Ch. 32, par. 113.30)

Sec. 113.30. Amendment to articles of incorporation of foreign corporation. Each foreign corporation authorized to conduct affairs in this State, whenever its articles of incorporation are amended, shall forthwith file in the office of the Secretary of State a copy of such amendment duly authenticated by the proper officer of the State or country under the laws of which such corporation is organized; but the filing thereof shall not of itself enlarge or alter the purpose or purposes which such corporation is authorized to pursue in conducting affairs in this State, nor authorize such corporation to conduct affairs in this State under any other name than the name set forth in its application for authority, nor extend the duration of its corporate existence.

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

(805 ILCS 105/113.35) (from Ch. 32, par. 113.35)

Sec. 113.35. Merger of foreign corporation authorized to conduct affairs in this state. Whenever a foreign corporation authorized to conduct affairs in this State shall be a party to a statutory merger permitted by the laws of the state or country under which it is organized, and such corporation shall be the surviving corporation, it shall forthwith file with the Secretary of State a copy of the articles of merger duly authenticated by the proper officer of the state or country under the laws of which such statutory merger was effected; and it shall not be necessary for such corporation to procure either new or amended authority to conduct affairs in this State unless the name of such corporation or the duration of its corporate existence be changed thereby or unless the corporation desires to pursue in this State other or additional purposes than those which it is then authorized to pursue in this State.

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

(805 ILCS 105/113.40) (from Ch. 32, par. 113.40)

Sec. 113.40. Amended authority. A foreign corporation authorized to conduct affairs in this State shall secure amended authority to do so in the event it changes its corporate name, changes the duration of its corporate existence, or desires to pursue in this State other or additional purposes than those set forth in its prior application for authority, by making application to the Secretary of State.

The application shall set forth:

(1) The name of the corporation, with any additions

required in order to comply with Section 104.05 of this

Act, together with the state or country under the laws of which it is organized.

(2) The change to be effected.

(Source: P.A. 92-33, eff. 7-1-01; 93-59, eff. 7-1-03.)

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

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

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

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

(2) That it revokes the authority of its registered agent in this State to accept service of process and consents that service of process in any suit, action, or proceeding based upon any cause of action arising in this State during the time the corporation was licensed to conduct affairs in this State may thereafter be made on such corporation by service thereof on the Secretary of State;

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

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

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

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

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

(d) When the corporation has complied with subsection (a) of this Section, the Secretary of State shall file the application for withdrawal and mail a copy of the application to the corporation or its representative. If the provisions of subsection (b) of this Section have been followed, the Secretary of State shall file a copy of the articles of dissolution in his or her office.

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

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

(805 ILCS 105/113.50) (from Ch. 32, par. 113.50)

Sec. 113.50. Grounds for revocation of authority.

(a) The authority of a foreign corporation to conduct affairs in this State may be revoked by the Secretary of State:

(1) Upon the failure of an officer or director to

whom interrogatories have been propounded by the Secretary

of State, as provided in this Act, to answer the same fully and to file such answer in the office of the Secretary of State;

(2) If the authority of the corporation was procured through fraud practiced upon the State;

(3) If the corporation has continued to exceed or abuse the authority conferred upon it by this Act;

(4) Upon the failure of the corporation to keep on file in the office of the Secretary of State duly authenticated copies of each amendment to its articles or incorporation;

(5) Upon the failure of the corporation to appoint and maintain a registered agent in this State;

(6) Upon the failure of the corporation to file any report after the period prescribed by this Act for the filing of such report;

(7) Upon the failure of the corporation to pay any fees or charges prescribed by this Act;

(8) For misrepresentation of any material matter in any application, report, affidavit, or other document filed by such corporation pursuant to this Act;

(9) Upon the failure of the corporation to renew its assumed name or to apply to change its assumed name pursuant to the provisions of this Act, when the corporation can only conduct affairs within this State under its assumed name in accordance with the provisions of Section 104.05 of this Act;

(10) Upon notification from the local liquor commissioner, pursuant to Section 4-4(3) of "The Liquor Control Act of 1934," as now or hereafter amended, that a foreign corporation functioning as a club in this State has violated that Act by selling or offering for sale at retail alcoholic liquors without a retailer's license; or

(11) When, in an action by the Attorney General, under the provisions of the "Consumer Fraud and Deceptive Business Practices Act", or "An Act to regulate solicitation and collection of funds for charitable purposes, providing for violations thereof, and making an appropriation therefor", approved July 26, 1963, as amended, or the "Charitable Trust Act", a court has found that the corporation substantially and willfully violated any of such Acts.

(b) The enumeration of grounds for revocation in paragraphs (1) through (11) of subsection (a) shall not preclude any action by the Attorney General which is authorized by any other statute of the State of Illinois or the common law.

(Source: P.A. 92-33, eff. 7-1-01; 93-59, eff. 7-1-03.)

(805 ILCS 105/113.55) (from Ch. 32, par. 113.55)

Sec. 113.55. Procedure for revocation of authority.

(a) After the Secretary of State determines that one or more grounds exist under Section 113.50 of this Act for the revocation of authority of a foreign 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 revoke the authority of the corporation by issuing a certificate of revocation that recites the grounds for revocation 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) Upon the issuance of the certificate of revocation, the authority of the corporation to conduct affairs in this State shall cease and such revoked corporation shall not thereafter conduct any affairs in this State.

(Source: P.A. 96-66, eff. 1-1-10; 96-1121, eff. 1-1-11.)

(805 ILCS 105/113.60) (from Ch. 32, par. 113.60)

Sec. 113.60. Reinstatement following revocation.

(a) A foreign corporation revoked under Section 113.55 of this Act may be reinstated by the Secretary of State following the date of issuance of the certificate of revocation 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; and

(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 revocation;

(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, or the assumed corporate name which the corporation elects to adopt for use in this State in accordance with Section 104.05; provided, however, that any change of name is properly effected pursuant to Sections 113.30 and Section 113.40 of this Act, and any adoption of assumed corporate name is properly effected pursuant to Section 104.15 of this Act;

(3) The date of the issuance of the certificate of revocation; and

(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 revocation is properly reported pursuant to Section 105.10 of this Act.

(c) When a revoked 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 authority of the corporation to conduct affairs in this State shall be deemed to have continued without interruption

from the date of the issuance of the certificate of revocation, and the corporation shall stand revived as if its authority had not been revoked; 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 revocation, shall stand ratified and confirmed.

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

(805 ILCS 105/113.65) (from Ch. 32, par. 113.65)

Sec. 113.65. Application to corporations heretofore qualified to conduct affairs in this state. Foreign corporations which have been duly authorized to conduct affairs in this State at the time this Act takes effect, for a purpose or purposes for which a corporation might secure such authority under this Act, shall, subject to the limitations set forth in their respective applications for authority, be entitled to all the rights and privileges applicable to foreign corporations procuring authority to conduct affairs in this State under this Act, and from the time this Act takes effect such corporation shall be subject to all the limitations, restrictions, liabilities, and duties prescribed herein for foreign corporations procuring under this Act authority to conduct affairs in this State.

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

(805 ILCS 105/113.70) (from Ch. 32, par. 113.70)

Sec. 113.70. Conducting affairs without authority. No foreign corporation conducting affairs in this state without authority to do so is permitted to maintain a civil action in any court of this State, until such corporation obtains such authority. Nor shall a civil action be maintained in any court of this State by any successor or assignee of such corporation on any right, claim or demand arising out of conducting affairs by such corporation in this State, until authority to conduct affairs in this State is obtained by such corporation or by a corporation which has acquired all or substantially all of its assets. The failure of a foreign corporation to obtain authority to conduct affairs in this State does not impair the validity of any contract or act of such corporation, and does not prevent such corporation from defending any action in any court of this State.

(Source: P.A. 96-66, eff. 1-1-10.)

[Top](#)