

SENATE BILL No. 259

AN ACT relating to the secretary of state; concerning corporations and partnerships; amending K.S.A. 56-1a104, 56-1a504, 56-1a606, 56-1a607, 56a-1201 and 56a-1202 and K.S.A. 2006 Supp. 17-2036, 17-2718, 17-4634, 17-4677, 17-6202, 17-7002, 17-7304, 17-7666, 17-76,123 and 17-76,139 and repealing the existing sections.

Be it enacted by the Legislature of the State of Kansas:

Section 1. K.S.A. 2006 Supp. 17-2036 is hereby amended to read as follows: 17-2036. (a) Every business trust shall make an annual report in writing to the secretary of state, stating the prescribed information concerning the business trust at the close of business on the last day of its tax period under the Kansas income tax act next preceding the date of filing, but if a business trust's tax period is other than the calendar year, it shall give notice thereof to the secretary of state prior to December 31 of the year it commences such tax period. The reports shall be made on forms provided by the secretary of state and shall be filed at the time prescribed by law for filing the business trust's annual Kansas income tax return. The report shall *be dated, signed by a trustee or other authorized officer under penalty of perjury, and* contain the following:

(1) Executed copies of all amendments to the instrument by which the business trust was created, or to prior amendments thereto, which have been adopted and have not theretofore been filed under K.S.A. 17-2033, and amendments thereto, and accompanied by the fee prescribed therein for each such amendment; and

(2) a verified list of the names and addresses of its trustees as of the end of its tax period.

(b) (1) At the time of filing its annual report, the business trust shall pay to the secretary of state an annual report fee in an amount equal to \$40.

(2) The failure of any domestic or foreign business trust to file its annual report and pay its annual report fee within 90 days from the date on which they are due, as aforesaid, shall work a forfeiture of its authority to transact business in this state and all of the remedies, procedures, and penalties specified in K.S.A. 17-7509 and 17-7510, and amendments thereto, with respect to a corporation which fails to file its annual report or pay its annual report fee within 90 days after they are due, shall be applicable to such business trust.

(c) All copies of applications for extension of the time for filing income tax returns submitted to the secretary of state pursuant to law shall be maintained by the secretary of state in a confidential file and shall not be disclosed to any person except as authorized pursuant to the provisions of K.S.A. 79-3234 and amendments thereto, a proper judicial order and subsection (d). All copies of such applications shall be preserved for one year and until the secretary of state orders that the copies are to be destroyed.

(d) A copy of such application shall be open to inspection by or disclosure to any person designated by resolution of the trustees of the business trust.

Sec. 2. K.S.A. 2006 Supp. 17-2718 is hereby amended to read as follows: 17-2718. (a) Each professional corporation organized under the laws of this state shall file with the secretary of state an annual report in writing ~~and a copy or duplicate thereof,~~ stating the prescribed information concerning the corporation at the close of business on the last day of its tax period next preceding the date of filing, but if any such corporation's tax period is other than the calendar year it shall give notice thereof to the secretary of state prior to December 31 of the year it commences such tax period. The report shall be filed at the time prescribed by law for filing the corporation's annual Kansas income tax return. The report shall be made on a form provided by the secretary of state, containing the following information:

(1) The names and addresses of all officers, directors and shareholders of the professional corporation;

(2) a statement that each officer, director and shareholder is or is not a qualified person as defined in K.S.A. 17-2707, and amendments thereto, and setting forth the date on which any shares of the corporation were no longer owned by a qualified person; and

(3) the amount of capital stock issued.

(b) The report shall be signed by its president, secretary, treasurer or other officer duly authorized so to act, or by any two of its directors, or by an incorporator in the event its board of directors shall not have

been elected. The fact that an individual's name is signed on such report shall be prima facie evidence that such individual is authorized to sign the report on behalf of the corporation; however, the official title or position of the individual signing the report shall be designated. This report shall be dated and subscribed by the person as true, under penalty of perjury. ~~The~~ Upon request by the regulatory board which licenses the shareholders described in the report, a copy of the annual report ~~or the duplicate original copy of the annual report~~ shall be forwarded to the regulatory board which licenses the shareholders described in the report. At the time of filing its annual report, each professional corporation shall pay the annual report fee prescribed by K.S.A. 17-7503, and amendments thereto.

Sec. 3. K.S.A. 2006 Supp. 17-4634 is hereby amended to read as follows: 17-4634. (a) Every corporation organized under the electric cooperative act of this state shall make an annual report in writing to the secretary of state, stating the prescribed information concerning the corporation at the close of business on the last day of its tax period next preceding the date of filing, but if any such corporation's tax period is other than the calendar year, it shall give notice thereof to the secretary of state prior to December 31 of the year it commences such tax period. The report shall be filed on or before the fifteenth day of the fourth month following the close of the tax year of the electric cooperative. The report shall be made on a form provided by the secretary of state, containing the following information:

- (1) The name of the corporation;
- (2) the location of the principal office;
- (3) the names and addresses of the president, secretary, treasurer and all directors;
- (4) the number of memberships issued; and
- (5) the change or changes, if any, in the particulars made since the last annual report.

(b) Such reports shall be *dated*, signed by the president, vice-president or secretary of the corporation, ~~sworn to before an officer duly authorized to administer oaths~~ under penalty of perjury and forwarded to the secretary of state. At the time of filing such annual report, each such corporation shall pay an annual report fee in an amount equal to \$40.

Sec. 4. K.S.A. 2006 Supp. 17-4677 is hereby amended to read as follows: 17-4677. (a) Every cooperative organized under the renewable energy electric generation cooperative act shall make an annual report in writing to the secretary of state, stating the prescribed information concerning the cooperative at the close of business on the last day of its tax period next preceding the date of filing, but if any such cooperative's tax period is other than the calendar year, it shall give notice thereof to the secretary of state prior to December 31 of the year it commences such tax period. The report shall be filed on or before the 15th day of the ~~fourth~~ sixth month following the close of the tax year of the electric cooperative. The report shall be made on a form provided by the secretary of state, containing the following information:

- (1) The name of the cooperative;
- (2) the location of the principal office of the cooperative;
- (3) the names and addresses of the president, secretary, treasurer and directors of the cooperative;
- (4) the number of members of the cooperative; and
- (5) the change or changes, if any, in the particulars made since the last annual report.

(b) The annual report shall be *dated*, signed by the president, vice-president or secretary of the cooperative, ~~sworn to before an officer duly authorized to administer oaths~~, under penalty of perjury and forwarded to the secretary of state. At the time of filing such annual report, the cooperative shall pay an annual report fee in an amount equal to \$40.

Sec. 5. K.S.A. 2006 Supp. 17-6202 is hereby amended to read as follows: 17-6202. (a) Every corporation shall have and maintain in this state a resident agent, which agent may be either: (1) The corporation itself; (2) an individual resident in this state; (3) a domestic corporation, a domestic limited partnership, a domestic limited liability company or a domestic business trust; or (4) a foreign corporation, a foreign limited partnership ~~or~~, a foreign limited liability company or a foreign business

trust authorized to transact business in this state. The resident agent shall have a business office identical with the registered office which is generally open during normal business hours to accept service of process and otherwise perform the functions of a resident agent.

(b) Unless the context otherwise requires, whenever the term “resident agent” or “registered agent” or “resident agent in charge of a corporation’s principal office or place of business in this state,” or other term of like import which refers to a corporation’s agent required by statute to be located in this state, is or has been used in a corporation’s articles of incorporation, or in any other document, or in any statute, it shall be deemed to mean and refer to the corporation’s resident agent required by this section; and it shall not be necessary for any corporation to amend its articles of incorporation or any other document to comply with this section.

Sec. 6. K.S.A. 2006 Supp. 17-7002 is hereby amended to read as follows: 17-7002. (a) Any corporation may procure an extension, ~~restoration~~, renewal or ~~revival~~ *reinstatement* of its articles of incorporation, if a domestic corporation, or its authority to engage in business, if a foreign corporation, together with all the rights, franchises, privileges and immunities and subject to all of its duties, debts and liabilities which had been secured or imposed by its original articles of incorporation, and all amendments thereto, or by its authority to engage in business, as the case may be, and may designate a new registered office and resident agent in the following instances:

- (1) At any time before the expiration of the time limited for the corporation’s existence;
- (2) at any time, where the corporation’s articles of incorporation, if a domestic corporation, or the authority to engage in business, if a foreign corporation, has become inoperative by law for nonpayment of taxes *or fees, or failure to file its annual report*;
- (3) at any time, where the articles of incorporation of a domestic corporation or the authority to engage in business of a foreign corporation has expired by reason of failure to renew it;
- (4) at any time, where the articles of incorporation of a domestic corporation or the authority to engage in business of a foreign corporation has been renewed, but through failure to comply strictly with the provisions of this act, the validity of such renewal has been brought into question; and
- (5) at any time, where the articles of incorporation of a domestic corporation or the authority to engage in business of a foreign corporation has been forfeited pursuant to subsection (c) of K.S.A. 17-6206 and amendments thereto.

(b) The extension, ~~restoration~~, renewal or ~~revival~~ *reinstatement* of the articles of incorporation or authority to engage in business may be procured by executing and filing a certificate in accordance with K.S.A. 17-6003, and amendments thereto.

(c) The certificate required by subsection (b) shall state:

- (1) The name of the corporation, which shall be the existing name of the corporation or the name it bore when its articles of incorporation or authority to engage in business expired, except as provided in subsection (e);
- (2) if a new registered office and resident agent is designated, the address of the corporation’s registered office in this state, which shall include the street, city and zip code and the name of its resident agent at such address;
- (3) whether or not the renewal, ~~restoration or revival~~ *or reinstatement* is to be perpetual and, if not perpetual, the time for which the renewal; ~~restoration or revival~~ *or reinstatement* is to continue; and, in case of renewal before the expiration of the time limited for its existence, the date when the renewal is to commence, which shall be prior to the date of the expiration of the old articles of incorporation or authority to engage in business which it is desired to renew;
- (4) that the corporation desiring to be renewed or ~~revived~~ *reinstated* and so renewing or ~~reviving~~ *reinstating* its corporate existence was duly organized under the laws of the state of its original incorporation;
- (5) the date when the articles of incorporation or the authority to engage in business would expire, if such is the case, or such other facts

as may show that the articles of incorporation or the authority to engage in business has become inoperative or void or that the validity of any renewal has been brought into question; and

(6) that the certificate for ~~revival~~ *reinstatement* is filed by authority of those who were directors or members of the governing body of the corporation at the time its articles of incorporation or the authority to engage in business expired, or who were elected directors or members of the governing body of the corporation as provided in subsection (g).

(d) Upon the filing of the certificate in accordance with K.S.A. 17-6003, and amendments thereto, the corporation shall be renewed ~~and revived~~ *or reinstated* with the same force and effect as if its articles of incorporation had not become inoperative and void or had not expired by limitation. Such reinstatement shall validate all contracts, acts, matters and things made, done and performed within the scope of its articles of incorporation by the corporation, its officers and agents during the time when its articles of incorporation were inoperative or void or after their expiration by limitation, with the same force and effect and to all intents and purposes as if the articles of incorporation had at all times remained in full force and effect. All real and personal property, rights and credits, which belonged to the corporation at the time its articles of incorporation became inoperative or void, or expired by limitation and which were not disposed of prior to the time of its ~~revival~~ *or renewal or reinstatement* shall be vested in the corporation after its ~~revival~~ *or renewal or reinstatement*, as fully and amply as they were held by the corporation at and before the time its articles of incorporation became inoperative or void or expired by limitation, and the corporation after its renewal or ~~revival~~ *reinstatement* shall be as exclusively liable for all contracts, acts, matters and things made, done or performed in its name and on its behalf by its officers and agents prior to its reinstatement, as if its articles of incorporation had remained at all times in full force and effect.

(e) If, since the articles of incorporation became inoperative or void for nonpayment of taxes *or fees, or, failure to file annual reports* or expired by limitation, any other corporation organized under the laws of this state shall have adopted the same name as the corporation sought to be renewed or ~~revived~~ *reinstated* or shall have adopted a name so nearly similar thereto as not to distinguish it from the corporation to be renewed or ~~revived~~ *reinstated*, or any foreign corporation qualified in accordance with K.S.A. 17-7301, and amendments thereto, shall have adopted the same name as the corporation sought to be renewed or ~~revived~~ *reinstated*, or shall have adopted a name so nearly similar thereto as not to distinguish it from the corporation to be renewed or ~~revived~~ *reinstated*, then in such case the corporation to be renewed or ~~revived~~ *reinstated* shall not be renewed under the same name which it bore when its articles of incorporation became inoperative or void or expired, but shall ~~adopt~~ *or* be renewed under some other name; and in such case the certificate to be filed under the provisions of this section shall set forth the name borne by the corporation at the time its articles of incorporation became inoperative or void or expired and the new name under which the corporation is to be renewed or ~~revived~~ *reinstated*.

(f) Any corporation seeking to renew or ~~revive~~ *reinstatement* its articles of incorporation under the provisions of this act shall file all annual reports and pay to the secretary of state an amount equal to all fees and any penalties thereon due. Nonprofit corporations shall file only the annual reports for the three most recent reporting periods, but shall pay all fees due.

(g) If a sufficient number of the last acting officers of any corporation desiring to renew or ~~revive~~ *reinstatement* its articles of incorporation are not available by reason of death, unknown address or refusal or neglect to act, the directors of the corporation or those remaining on the board, even if only one, may elect successors to such officers. In any case where there shall be no directors of the corporation available for the purposes aforesaid, the stockholders may elect a full board of directors, as provided by the bylaws of the corporation, and the board shall then elect such officers as are provided by law, by the articles of incorporation or by the bylaws to carry on the business and affairs of the corporation. A special meeting of the stockholders for the purpose of electing directors may be called by any officer, director or stockholder upon notice given in accordance with K.S.A. 17-6512, and amendments thereto.

(h) After a ~~revival~~ *reinstatement* of the articles of incorporation of the corporation shall have been effected, except where a special meeting of stockholders has been called in accordance with the provisions of subsection (g), the officers who signed the certificate of ~~revival~~ *reinstatement* jointly shall call forthwith a special meeting of the stockholders of the corporation upon notice given in accordance with K.S.A. 17-6512, and amendments thereto, and at the special meeting the stockholders shall elect a full board of directors, which board shall then elect such officers as are provided by law, by the articles of incorporation or the bylaws to carry on the business and affairs of the corporation.

(i) Whenever it shall be desired to renew or ~~revive~~ *reinstatement* the articles of incorporation of any corporation not for profit and having no capital stock, the governing body shall perform all the acts necessary for the renewal or ~~revival~~ *reinstatement* of the articles of incorporation of the corporation which are performed by the board of directors in the case of a corporation having capital stock. The members of any corporation not for profit and having no capital stock who are entitled to vote for the election of members of its governing body shall perform all the acts necessary for the renewal or ~~revival~~ *reinstatement* of the articles of the corporation which are performed by the stockholders in the case of a corporation having capital stock. In all other respects, the procedure for the renewal or ~~revival~~ *reinstatement* of the articles of incorporation of a corporation not for profit and having no capital stock shall conform, as nearly as may be applicable, to the procedure prescribed in this section for the renewal or ~~revival~~ *reinstatement* of the articles of incorporation of a corporation having capital stock.

Sec. 7. K.S.A. 2006 Supp. 17-7304 is hereby amended to read as follows: 17-7304. (a) Any foreign corporation that has qualified to do business in this state may change its registered office or resident agent in the manner prescribed by K.S.A. 17-6203, and amendments thereto.

(b) Any individual ~~or~~, corporation, *limited partnership, limited liability company or business trust* designated by a foreign corporation as its resident agent for service of process may resign pursuant to the provisions of K.S.A. 17-6205 or 17-6206, and amendments thereto.

(c) A resident agent may change the address of the corporation's registered office in the manner prescribed by K.S.A. 17-6204, and amendments thereto.

Sec. 8. K.S.A. 2006 Supp. 17-7666 is hereby amended to read as follows: 17-7666. (a) Each limited liability company shall have and maintain in the state of Kansas:

(1) A registered office, which may but need not be a place of its business in the state of Kansas; and

(2) A resident agent for service of process on the limited liability company, which agent may be either an individual resident of the state of Kansas whose business office is identical with the limited liability company's registered office, or a domestic corporation, or a domestic limited partnership, or a domestic limited liability company, or a domestic business trust or a foreign corporation, or a foreign limited partnership, or a foreign limited liability company, *or foreign business trust* authorized to do business in the state of Kansas having a business office identical with such registered office, which is generally open during normal business hours to accept service of process and otherwise perform the functions of a resident agent, or the limited liability company itself.

(b) A resident agent may change the address of the registered office of the limited liability company or companies for which such resident agent is resident agent to another address in the state of Kansas by paying a fee as set forth in K.S.A. 2006 Supp. 17-76,136, and amendments thereto, and filing with the secretary of state a certificate, executed by such resident agent, setting forth the names of all the limited liability companies represented by such resident agent, and the address at which such resident agent has maintained the registered office for each of such limited liability companies, and further certifying to the new address to which each such registered office will be changed on a given day, and at which new address such resident agent will thereafter maintain the registered office for each of the limited liability companies recited in the certificate. Upon the filing of such certificate, the secretary of state shall furnish to the resident agent a certified copy of the same under the sec-

retary's hand and seal of office, and thereafter, or until further change of address, as authorized by law, the registered office in the state of Kansas of each of the limited liability companies recited in the certificate shall be located at the new address of the resident agent thereof as given in the certificate. In the event of a change of name of any person acting as a resident agent of a limited liability company, such resident agent shall file with the secretary of state a certificate, executed by such resident agent, setting forth the new name of such resident agent, the name of such resident agent before it was changed, the names of all the limited liability companies represented by such resident agent, and the address at which such resident agent has maintained the registered office for each of such limited liability companies, and shall pay a fee as set forth in K.S.A. 2006 Supp. 17-76,136, and amendments thereto. Upon the filing of such certificate, the secretary of state shall furnish to the resident agent a certified copy of the certificate under hand and seal of office. Filing a certificate under this section shall be deemed to be an amendment of the articles of organization of each limited liability company affected thereby and each such limited liability company shall not be required to take any further action with respect thereto, to amend its articles of organization under K.S.A. 2006 Supp. 17-76,136, and amendments thereto. Any resident agent filing a certificate under this section shall promptly, upon such filing, deliver a copy of any such certificate to each limited liability company affected thereby.

(c) The resident agent of one or more limited liability companies may resign and appoint a successor resident agent by paying a fee as set forth in K.S.A. 2006 Supp. 17-76,136, and amendments thereto, and filing a certificate with the secretary of state, stating that the resident agent resigns and the name and address of the successor resident agent. There shall be attached to such certificate a statement executed by each affected limited liability company ratifying and approving such change of resident agent. Upon such filing, the successor resident agent shall become the resident agent of such limited liability companies as have ratified and approved such substitution and the successor resident agent's address, as stated in such certificate, shall become the address of each such limited liability company's registered office in the state of Kansas. The secretary of state shall furnish to the successor resident agent a certified copy of the certificate of resignation. Filing of such certificate of resignation shall be deemed to be an amendment of the articles of organization of each limited liability company affected thereby and each such limited liability company shall not be required to take any further action with respect thereto, to amend its articles of organization under K.S.A. 2006 Supp. 17-76,136, and amendments thereto.

(d) The resident agent of a limited liability company may resign without appointing a successor resident agent by paying a fee as set forth in K.S.A. 2006 Supp. 17-76,136, and amendments thereto, and filing a certificate with the secretary of state stating that the resident agent resigns as resident agent for the limited liability company identified in the certificate, but such resignation shall not become effective until 60 days after the certificate is filed. There shall be attached to said certificate an affidavit of such resident agent, if an individual, or the president, a vice-president or the secretary thereof if a corporation, that at least 30 days prior to and on or about the date of the filing of such certificate, notices were sent by certified or registered mail to the limited liability company for which such resident agent is resigning as resident agent, at the principal office thereof within or outside the state of Kansas, if known to such resident agent or, if not, to the last known address of the attorney or other individual at whose request such resident agent was appointed for such limited liability company, of the resignation of such resident agent. After receipt of the notice of the resignation of its resident agent, the limited liability company for which such resident agent was acting shall obtain and designate a new resident agent, to take the place of the resident agent so resigning. If such limited liability company fails to obtain and designate a new resident agent as aforesaid prior to the expiration of the period of 60 days after the filing by the resident agent of the certificate of resignation, the articles of organization of such limited liability company shall be deemed to be canceled. After the resignation of the resident agent shall have become effective as provided in this section and if no new resident agent shall have been obtained and designated in the time and

manner aforesaid, service of legal process against the limited liability company for which the resigned agent had been acting shall thereafter be upon the secretary of state in accordance with K.S.A. 2006 Supp. 17-76,136, and amendments thereto.

(e) If a domestic limited liability company's resident agent dies or moves from the registered office, the limited liability company shall designate and certify to the secretary of state the name of another resident agent within 30 days of the death or move. If no new resident agent is designated, the service of legal process on the limited liability company may be made as prescribed in K.S.A. 60-304, and amendments thereto. If any domestic limited liability company fails to designate a new resident agent as required by this subsection, the secretary of state, after giving 30 days' notice of the intended action, may declare the articles of organization canceled.

Sec. 9. K.S.A. 2006 Supp. 17-76,123 is hereby amended to read as follows: 17-76,123. (a) The secretary of state shall not issue a registration to a foreign limited liability company unless the name of such limited liability company is such as to distinguish it upon the records of the office of the secretary of state from the names of other limited liability companies, corporations or limited partnerships organized under the laws of this state or reserved or registered as a foreign limited liability company, foreign corporation or foreign limited partnership under the laws of this state, except that a foreign limited liability company may register under a name which is not such as to distinguish it upon the records of the office of the secretary of state from the name of other limited liability companies, corporations or limited partnerships organized under the laws of this state or reserved or registered as a foreign limited liability company, foreign corporation or foreign limited partnership under the laws of this state if:

(1) Written consent is obtained from the other limited liability company, corporation or limited partnership and filed with the secretary of state; or

(2) it indicates as a means of identification and in its advertising within this state, the state in which the limited liability company was formed, and the application sets forth this condition.

(b) Each foreign limited liability company shall have and maintain in the state of Kansas:

(1) A registered office which may but need not be its place of business in the state of Kansas; and

(2) a resident agent for service of process on the limited liability company, which agent may be ~~either~~ an individual resident of the state of Kansas, *a domestic corporation, a domestic limited partnership, a domestic limited liability company, a domestic business trust, or a foreign corporation, foreign limited partnership, foreign limited liability company or foreign business trust authorized to do business in the state of Kansas* whose business office is identical with the limited liability company's registered office ~~or a domestic corporation.~~

(c) A resident agent may change the address of the registered office of the foreign limited liability companies for which the resident agent is resident agent to another address in the state of Kansas by (1) paying the fee required by this act; (2) filing with the secretary of state a certificate ~~in duplicate~~, executed by the resident agent, setting forth the names of all the foreign limited liability companies represented by the resident agent and the address at which the resident agent has maintained the registered office for each of such foreign limited liability companies; and (3) certifying to the new address to which each such registered office will be changed on a given day and at which the resident agent will thereafter maintain the registered office for each of the foreign limited liability companies recited in the certificate. Upon the filing of the certificate, the secretary of state shall furnish to the resident agent a certified copy of such certificate. Thereafter, or until further change of address, as authorized by law, the registered office in the state of Kansas of each of the foreign limited liability companies recited in the certificate shall be located at the new address of the resident agent of the company given in the certificate. Filing of the certificate shall be considered an amendment of the application of each foreign limited liability company affected by the certificate, and the foreign limited liability company shall not be re-

quired to take any further action with respect thereto, to amend its application. Any resident agent filing a certificate under this section, upon such filing, shall deliver promptly a copy of such certificate to each foreign limited liability company affected thereby. The resident agent shall furnish the secretary of state one additional copy of the certificate for each limited liability company affected.

(d) The resident agent of one or more foreign limited liability companies may resign and appoint a successor resident agent by paying the fee required by this act and filing a certificate ~~in duplicate~~ with the secretary of state, stating that the resident agent resigns as resident agent for the foreign limited liability company identified in the certificate and giving the name and address of the successor resident agent. There shall be attached to the certificate a statement executed by each affected foreign limited liability company ratifying and approving the change of resident agent. Upon the filing, the successor resident agent shall become the resident agent of those foreign limited liability companies that have ratified and approved the substitution and the successor resident agent's address, as stated in the certificate, shall become the address of each such foreign limited liability company's registered office in the state of Kansas. Filing of the certificate of resignation shall be deemed to be an amendment of the application of each foreign limited liability company affected by the certificate, and the foreign limited liability company shall not be required to take any further action with respect thereto, to amend its application. The resident agent shall furnish the secretary of state one additional copy of the certificate for each limited liability company affected.

(e) The resident agent of one or more foreign limited liability companies may resign without appointing a successor resident agent by paying the fee required by this act and filing a certificate ~~in duplicate~~ with the secretary of state stating that the resident agent resigns as resident agent for the foreign limited liability companies identified in the certificate, but the resignation shall not become effective until 60 days after the certificate is filed. There shall be attached to the certificate an affidavit that, at least 30 days prior to the date of the filing of the certificate, notice that the resignation of the resident agent was sent by certified or registered mail to each foreign limited liability company for which the resident agent is resigning as resident agent. The affidavit shall be sworn to by the resident agent, if an individual, or the president, a vice-president or the secretary of the resident agent, if a corporation. The affidavit shall state that the notice was sent to the principal office of each of the foreign limited liability companies within or outside the state of Kansas, if known to the resident agent or, if not, to the last known address of the attorney or other individual at whose request the resident agent was appointed for the foreign limited liability company. After receipt of the notice of the resignation of its resident agent, the foreign limited liability company for which the resident agent was acting shall obtain and designate a new resident agent, to take the place of the resident agent resigning. If a foreign limited liability company fails to obtain and designate a new resident agent within 60 days after the filing by the resident agent of the certificate of resignation, that foreign limited liability company shall not be permitted to do business in the state of Kansas and its registration shall be considered canceled.

Sec. 10. K.S.A. 2006 Supp. 17-76,139 is hereby amended to read as follows: 17-76,139. (a) Every limited liability company organized under the laws of this state shall make an annual report in writing to the secretary of state, stating the prescribed information concerning the limited liability company at the close of business on the last day of its tax period next preceding the date of filing. If the limited liability company's tax period is other than the calendar year, it shall give notice of its different tax period in writing to the secretary of state prior to December 31 of the year it commences the different tax period. The annual report shall be filed at the time prescribed by law for filing the limited liability company's annual Kansas income tax return. The annual report shall be made on a form prescribed by the secretary of state. The report shall contain the following information:

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

(2) a list of the members owning at least 5% of the capital of the company, with the post office address of each.

(b) Every foreign limited liability company shall make an annual report in writing to the secretary of state, stating the prescribed information concerning the limited liability company at the close of business on the last day of its tax period next preceding the date of filing. If the limited liability company's tax period is other than the calendar year, it shall give notice in writing of its different tax period to the secretary of state prior to December 31 of the year it commences the different tax period. The annual report shall be filed at the time prescribed by law for filing the limited liability company's annual Kansas income tax return. The annual report shall be made on a form prescribed by the secretary of state. The report shall contain the name of the limited liability company.

(c) The annual report required by this section shall be *dated*, signed by a member of the limited liability company *under penalty of perjury* and forwarded to the secretary of state. At the time of filing the report, the limited liability company shall pay to the secretary of state an annual report fee in an amount equal to \$40.

(d) The provisions of K.S.A. 17-7509, and amendments thereto, relating to penalties for failure of a corporation to file an annual report or pay the required annual report fee, and the provisions of subsection (a) of K.S.A. 17-7510 and amendments thereto, relating to penalties for failure of a corporation to file an annual report or pay the required annual report fee, shall be applicable to the articles of organization of any domestic limited liability company or to the authority of any foreign limited liability company which fails to file its annual report or pay the annual report fee within 90 days of the time prescribed in this section for filing and paying the same. Whenever the articles of organization of a domestic limited liability company or the authority of any foreign limited liability company are forfeited for failure to file an annual report or to pay the required annual report fee, the domestic limited liability company or the authority of a foreign limited liability company may be reinstated by filing a certificate of reinstatement, in the manner and form to be prescribed by the secretary of state and paying to the secretary of state all fees, including any penalties thereon, due to the state. The fee for filing a certificate of reinstatement shall be the same as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a certificate of ~~extension, restoration, renewal or revival~~ *reinstatement* of a corporation's articles of incorporation.

(e) When reinstatement is effective, it relates back to and takes effect as of the effective date of the forfeiture and the company may resume its business as if the forfeiture had never occurred.

(f) No limited liability company shall be required to file its first annual report under this act, or pay any annual report fee required to accompany such report, unless such limited liability company has filed its articles of organization or application for authority at least six months prior to the last day of its tax period.

(g) All copies of applications for extension of the time for filing income tax returns submitted to the secretary of state pursuant to law shall be maintained by the secretary of state in a confidential file and shall not be disclosed to any person except as authorized pursuant to the provisions of K.S.A. 79-3234, and amendments thereto, a proper judicial order, or subsection (h). All copies of such applications shall be preserved for one year and thereafter until the secretary of state orders that they be destroyed.

(h) A copy of such application shall be open to inspection by or disclosure to any person who was a member of such limited liability company during any part of the period covered by the extension.

Sec. 11. K.S.A. 56-1a104 is hereby amended to read as follows: 56-1a104. (a) Each limited partnership shall have and maintain in the state of Kansas:

(1) A registered office, which may but need not be a place of its business in the state of Kansas; and

(2) a resident agent for service of process on the limited partnership at the registered office, which agent may be ~~either~~ an individual or a domestic corporation, *domestic limited partnership, domestic limited liability company, a domestic business trust or a foreign corporation, lim-*

ited partnership, limited liability company, business trust authorized to transact business in this state or the limited partnership itself.

(b) A resident agent may change the address of the registered office of the limited partnerships for which the agent is resident agent to another address in the state of Kansas by paying a fee as set forth in K.S.A. 56-1a605 and amendments thereto and filing with the secretary of state a certificate ~~in duplicate~~ executed by the resident agent. The certificate shall set forth the names of all the limited partnerships represented by the resident agent and the address at which the resident agent has maintained the registered office for each of such limited partnerships and shall certify the new address to which each such registered office will be changed on a given day and at which new address the resident agent will thereafter maintain the registered office for each of the limited partnerships recited in the certificate. Upon the filing of the certificate, the secretary of state shall furnish to the resident agent a certified copy of the certificate and, until further change of address as authorized by law, the registered office in the state of Kansas of each limited partnership recited in the certificate shall be located at the new address of the resident agent thereof as given in the certificate. Filing of the certificate shall be deemed to be an amendment of the certificate of limited partnership of each limited partnership affected thereby, and each such limited partnership shall not be required to take any further action with respect thereto to amend its certificate of limited partnership under K.S.A. 56-1a152 and amendments thereto. Any resident agent filing a certificate under this section shall promptly, upon such filing, deliver a copy of the certificate to each limited partnership affected thereby. The resident agent shall furnish the secretary of state one additional copy of the certificate for each limited partnership affected. Whenever the location of a resident agent's office is moved to another room or suite within the same structure and the change is reported in writing to the secretary of state, the secretary of state shall charge no fee for recording such change on the appropriate records on file with the secretary of state.

(c) The resident agent of one or more limited partnerships may resign and appoint a successor resident agent by paying the fee required by K.S.A. 56-1a605 and amendments thereto and filing a certificate ~~in duplicate~~ with the secretary of state, stating that the resident agent resigns and the name and address of the successor resident agent. There shall be attached to the certificate a statement executed by each affected limited partnership ratifying and approving such change of resident agent. Upon the filing, the successor resident agent shall become the resident agent of the limited partnerships that have ratified and approved the substitution and the successor resident agent's address, as stated in the certificate, shall become the address of each such limited partnership's registered office in the state of Kansas. Filing of the certificate of resignation shall be deemed to be an amendment of the certificate of limited partnership of each limited partnership affected thereby, and each such limited partnership shall not be required to take any further action with respect thereto to amend its certificate of limited partnership under K.S.A. 56-1a152 and amendments thereto. The resident agent shall furnish the secretary of state one additional copy of the certificate for each limited partnership affected.

(d) The resident agent of one or more limited partnerships may resign without appointing a successor resident agent by paying the fee required by K.S.A. 56-1a605 and amendments thereto and filing a certificate ~~in duplicate~~ with the secretary of state stating that the resident agent resigns as resident agent for the limited partnerships that are identified in the certificate, but the resignation shall not become effective until 60 days after the certificate is filed. There shall be attached to the certificate an affidavit, that at least 30 days prior to the date of the filing of the certificate, notice of the resignation of the resident agent was sent by certified or registered mail to each limited partnership for which the resident agent is resigning as resident agent. The affidavit shall be sworn to by the resident agent, if an individual, or the president, a vice-president or the secretary of the resident agent, if a corporation. The affidavit shall state that the notice was sent to the principal office of each of the limited partnership within or outside the state of Kansas, if known to the resident agent or, if not, to the last known address of the attorney or other individual at whose request the resident agent was appointed for the limited

partnership. After receipt of the notice of the resignation of its resident agent, the limited partnership for which the resident agent was acting shall obtain and designate a new resident agent, to take the place of the resident agent resigning. If a limited partnership fails to obtain and designate a new resident agent within 60 days after the filing by the resident agent of the certificate of resignation, the certificate of that limited partnership shall be considered canceled. After the resignation of the resident agent shall have become effective as provided in this section and if no new resident agent shall have been obtained and designated in the time and manner aforesaid, service of legal process against the limited partnership for which the resigned resident agent had been acting shall thereafter be upon the secretary of state in accordance with K.S.A. 60-304 and amendments thereto.

(e) If a domestic limited partnership's resident agent dies or moves from the registered office, the limited partnership shall designate and certify to the secretary of state the name of another resident agent within 30 days of the death or move. If no new resident agent is designated, the service of legal process on the limited partnership may be made as prescribed in K.S.A. 60-304 and amendments thereto. If any domestic limited partnership fails to designate a new resident agent as required by this subsection, the secretary of state, after giving 30 days' notice of the intended action, may declare the limited partnership certificate canceled.

Sec. 12. K.S.A. 56-1a504 is hereby amended to read as follows: 56-1a504. (a) The secretary of state shall not issue a registration to a foreign limited partnership unless the name of the limited partnership is such as to distinguish it upon the records of the office of the secretary of state from the names of other corporations, *limited liability companies* or limited partnerships organized under the laws of this state or reserved or registered as a foreign corporation, *foreign limited liability company* or foreign limited partnership under the laws of this state, except that a foreign limited partnership may register under a name which is not such as to distinguish it upon the records of the office of the secretary of state from the name of other corporations, *limited liability companies* or limited partnerships organized under the laws of this state or reserved or registered as a foreign corporation, *foreign limited liability company* or foreign limited partnership under the laws of this state if:

(1) Written consent is obtained from the other corporation, *limited liability company* or limited partnership and filed with the secretary of state; or

(2) it indicates as a means of identification and in its advertising within this state, the state in which the limited partnership was formed, and the application sets forth this condition.

(b) Each foreign limited partnership shall have and maintain in the state of Kansas:

(1) A registered office which may but need not be a place of its business in the state of Kansas; and

(2) a resident agent for service of process on the limited partnership, which agent may be ~~either~~ an individual resident of the state of Kansas, *a domestic corporation, a domestic limited partnership, a domestic limited liability company or a domestic business trust, or a foreign corporation, limited partnership, limited liability company, or business trust authorized to transact business in this state* whose business office is identical with the limited partnership's registered office ~~or a domestic corporation.~~

(c) A resident agent may change the address of the registered office of the foreign limited partnerships for which the resident agent is resident agent to another address in the state of Kansas by (1) paying the fee required by K.S.A. 56-1a605, *and amendments thereto*; (2) filing with the secretary of state a certificate ~~in duplicate~~, executed by the resident agent, setting forth the names of all the foreign limited partnerships represented by the resident agent and the address at which the resident agent has maintained the registered office for each of such foreign limited partnerships; and (3) certifying to the new address to which each such registered office will be changed on a given day and at which the resident agent will thereafter maintain the registered office for each of the foreign limited partnerships recited in the certificate. Upon the filing of the certificate, the secretary of state shall furnish to the resident agent a certified copy of it. Thereafter, or until further change of address, as authorized

by law, the registered office in the state of Kansas of each of the foreign limited partnerships recited in the certificate shall be located at the new address of the resident agent of the partnership given in the certificate. Filing of the certificate shall be considered an amendment of the application of each foreign limited partnership affected by the certificate, and the foreign limited partnership shall not be required to take any further action with respect thereto, to amend its application under K.S.A. 56-1a505, *and amendments thereto*. Any resident agent filing a certificate under this section shall promptly, upon such filing, deliver a copy of any such certificate to each foreign limited partnership affected thereby. The resident agent shall furnish the secretary of state one additional copy of the certificate for each limited partnership affected.

(d) The resident agent of one or more foreign limited partnerships may resign and appoint a successor registered agent by paying the fee required by K.S.A. 56-1a605, *and amendments thereto*, and filing a certificate ~~in duplicate~~ with the secretary of state, stating that the resident agent resigns as resident agent for the foreign limited partnerships identified in the certificate and giving the name and address of the successor resident agent. There shall be attached to the certificate a statement executed by each affected foreign limited partnership ratifying and approving the change of resident agent. Upon the filing, the successor resident agent shall become the resident agent of those foreign limited partnerships that have ratified and approved the substitution and the successor resident agent's address, as stated in the certificate, shall become the address of each such foreign limited partnership's registered office in the state of Kansas. Filing of the certificate of resignation shall be deemed to be an amendment of the application of each foreign limited partnership affected by the certificate, and the foreign limited partnership shall not be required to take any further action with respect thereto, to amend its application under K.S.A. 56-1a505, *and amendments thereto*. The resident agent shall furnish the secretary of state one additional copy of the certificate for each limited partnership affected.

(e) The resident agent of one or more foreign limited partnerships may resign without appointing a successor resident agent by paying the fee required by K.S.A. 56-1a605, *and amendments thereto* and filing a certificate ~~in duplicate~~ with the secretary of state stating that the resident agent resigns as resident agent for the foreign limited partnerships identified in the certificate, but the resignation shall not become effective until 60 days after the certificate is filed. There shall be attached to the certificate an affidavit that, at least 30 days prior to the date of the filing of the certificate, notice of the resignation of the resident agent was sent by certified or registered mail to each foreign limited partnership for which the resident agent is resigning as resident agent. The affidavit shall be sworn to by the resident agent, if an individual, or the president, a vice president or the secretary of the resident agent, if a corporation. The affidavit shall state that the notice was sent to the principal office of each of the foreign limited partnership within or outside the state of Kansas, if known to the resident agent or, if not, to the last known address of the attorney or other individual at whose request the resident agent was appointed for the foreign limited partnership. After receipt of the notice of the resignation of its resident agent, the foreign limited partnership for which the resident agent was acting shall obtain and designate a new resident agent, to take the place of the resident agent resigning. If a foreign limited partnership fails to obtain and designate a new resident agent within 60 days after the filing by the resident agent of the certificate of resignation, that foreign limited partnership shall not be permitted to do business in the state of Kansas and its registration shall be considered canceled.

Sec. 13. K.S.A. 56-1a606 is hereby amended to read as follows: 56-1a606. (a) Every limited partnership organized under the laws of this state shall make an annual report in writing to the secretary of state, stating the prescribed information concerning the limited partnership at the close of business on the last day of its tax period next preceding the date of filing. If the limited partnership's tax period is other than the calendar year, it shall give notice of its different tax period to the secretary of state prior to December 31 of the year it commences the different tax period.

The annual report shall be filed at the time prescribed by law for filing the limited partnership's annual Kansas income tax return.

(b) The annual report shall be made on a form prescribed by the secretary of state. The report shall contain the following information:

- (1) The name of the limited partnership; and
- (2) a list of the partners owning at least 5% of the capital of the partnership, with the address of each.

(c) Every limited partnership subject to the provisions of this section which is a limited ~~corporate~~ *agricultural* partnership, as defined in K.S.A. 17-5903 and amendments thereto, and which holds agricultural land, as defined in K.S.A. 17-5903 and amendments thereto, within this state shall show the following additional information on the report:

(1) The number of acres and location, listed by section, range, township and county of each lot, tract or parcel of agricultural land in this state owned or leased by the limited partnership; and

(2) whether any of the agricultural land held and reported under subsection (c)(1) was acquired after July 1, 1981.

(d) The annual report shall be *dated*, signed by the general partner or partners of the limited partnership, ~~sworn to before an officer duly authorized to administer oaths~~ *under penalty of perjury* and forwarded to the secretary of state. At the time of filing the report, the limited partnership shall pay to the secretary of state an annual report fee in an amount equal to \$40.

(e) The provisions of K.S.A. 17-7509 and amendments thereto, relating to penalties for failure of a corporation to file an annual report or pay the required annual report fee, and the provisions of subsection (a) of K.S.A. 17-7510 and amendments thereto, relating to forfeiture of a domestic corporation's articles of incorporation for failure to file an annual report or pay the required annual report fee, shall be applicable to the certificate of partnership of any limited partnership which fails to file its annual report or pay the annual report fee within 90 days of the time prescribed in this section for filing and paying the same. Whenever the certificate of partnership of a limited partnership is forfeited for failure to file an annual report or to pay the required annual report fee, the limited partnership may be reinstated by filing a certificate of reinstatement, in the manner and form to be prescribed by the secretary of state and paying to the secretary of state all fees, including any penalties thereon, due to the state. The fee for filing a certificate of reinstatement shall be the same as that prescribed by K.S.A. 17-7506 and amendments thereto for filing a certificate of ~~extension, restoration, renewal or revival~~ *reinstatement* of a corporation's articles of incorporation.

Sec. 14. K.S.A. 56-1a607 is hereby amended to read as follows: 56-1a607. (a) Every foreign limited partnership shall make an annual report in writing to the secretary of state, stating the prescribed information concerning the limited partnership at the close of business on the last day of its tax period next preceding the date of filing. If the limited partnership's tax period is other than the calendar year, it shall give notice of its different tax period to the secretary of state prior to December 31 of the year it commences the different tax period. The annual report shall be filed at the time prescribed by law for filing the limited partnership's annual Kansas income tax return.

(b) The annual report shall be made on a form prescribed by the secretary of state. The report shall contain the name of the limited partnership.

(c) Every foreign limited partnership subject to the provisions of this section which is a limited ~~corporate~~ *agricultural* partnership, as defined in K.S.A. 17-5903 and amendments thereto, and which holds agricultural land, as defined in K.S.A. 17-5903 and amendments thereto, within this state shall show the following additional information on the report:

(1) The number of acres and location, listed by section, range, township and county of agricultural land in this state owned or leased by the limited partnership; and

(2) whether any of the agricultural land held and reported under subsection (c)(1) was acquired after July 1, 1981.

(d) The annual report shall be *dated*, signed by the general partner or partners of the limited partnership, ~~sworn to before an officer duly authorized to administer oaths~~ *under penalty of perjury* and forwarded

to the secretary of state. At the time of filing the report, the foreign limited partnership shall pay to the secretary of state an annual report fee in an amount equal to \$40.

(e) The provisions of K.S.A. 17-7509 and amendments thereto, relating to penalties for failure of a corporation to file an annual report or pay the required annual report fee, and the provisions of subsection (b) of K.S.A. 17-7510 and amendments thereto, relating to forfeiture of a foreign corporation's authority to do business in this state for failure to file an annual report or pay the required annual report fee, shall be applicable to the authority of any foreign limited partnership which fails to file its annual report or pay the annual report fee within 90 days of the time prescribed in this section for filing and paying the same. Whenever the authority of a foreign limited partnership to do business in this state is forfeited for failure to file an annual report or to pay the required annual report fee, the foreign limited partnership's authority to do business in this state may be reinstated by filing a certificate of reinstatement, in the manner and form to be prescribed by the secretary of state and paying to the secretary of state all fees, including any penalties thereon, due to the state. The fee for filing a certificate of reinstatement shall be the same as that prescribed by K.S.A. 17-7506 and amendments thereto for filing a certificate of ~~extension, restoration, renewal or revival~~ *reinstatement* of a corporation's articles of incorporation.

Sec. 15. K.S.A. 56a-1201 is hereby amended to read as follows: 56a-1201. (a) Every limited liability partnership organized under the laws of this state shall make an annual report in writing to the secretary of state, stating the prescribed information concerning the limited liability partnership at the close of business on the last day of its tax period next preceding the date of filing. If the limited liability partnership's tax period is other than the calendar year, it shall give notice of its different tax period in writing to the secretary of state prior to December 31 of the year it commences the different tax period. The annual report shall be filed at the time prescribed by law for filing the limited liability partnership's annual Kansas income tax return.

(b) The annual report shall be made on a form prescribed by the secretary of state. The report shall contain the following information:

- (1) The name of the limited liability partnership; and
- (2) a list of the partners owning at least 5% of the capital of the partnership, with the address of each.

(c) The annual report shall be *dated*, signed by a partner of the limited liability partnership *under penalty of perjury* and forwarded to the secretary of state. At the time of filing the report, the limited liability partnership shall pay to the secretary of state an annual report fee in an amount equal to \$40.

(d) The provisions of K.S.A. 17-7509, and amendments thereto, relating to penalties for failure of a corporation to file an annual report or pay the required annual report fee, and the provisions of subsection (a) of K.S.A. 17-7510 and amendments thereto, relating to penalties for failure of a corporation to file an annual report or pay the required annual report fee, shall be applicable to the statement of qualification of any limited liability partnership which fails to file its annual report or pay the annual report fee within 90 days of the time prescribed in this section for filing and paying the same. Whenever the statement of qualification of a limited liability partnership is forfeited for failure to file an annual report or to pay the required annual report fee, the limited liability partnership may be reinstated by filing a certificate of reinstatement, in the manner and form to be prescribed by the secretary of state and paying to the secretary of state all fees, including any penalties thereon, due to the state. The fee for filing a certificate of reinstatement shall be the same as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a certificate of ~~extension, restoration, renewal or revival~~ *reinstatement* of a corporation's articles of incorporation.

Sec. 16. K.S.A. 56a-1202 is hereby amended to read as follows: 56a-1202. (a) Every foreign limited liability partnership shall make an annual report in writing to the secretary of state, stating the prescribed information concerning the foreign limited liability partnership at the close of business on the last day of its tax period next preceding the date of filing. If the foreign limited liability partnership's tax period is other than the

calendar year, it shall give notice in writing of its different tax period to the secretary of state prior to December 31 of the year it commences the different tax period. The annual report shall be filed at the time prescribed by law for filing the foreign limited liability partnership's annual Kansas income tax return.

(b) The annual report shall be made on a form prescribed by the secretary of state. The report shall contain the name of the foreign limited liability partnership.

(c) The annual report shall be *dated*, signed by a partner of the foreign limited liability partnership *under penalty of perjury* and forwarded to the secretary of state. At the time of filing the report, the foreign limited liability partnership shall pay to the secretary of state an annual report fee in an amount equal to \$40.

(d) The provisions of K.S.A. 17-7509, and amendments thereto, relating to penalties for failure of a corporation to file an annual report or pay the required annual report fee, and the provisions of subsection (a) of K.S.A. 17-7510, and amendments thereto, relating to penalties for failure of a corporation to file an annual report or pay the required annual report fee, shall be applicable to the statement of foreign qualification of any foreign limited liability partnership which fails to file its annual report or pay the annual report fee within 90 days of the time prescribed in this section for filing and paying the same. Whenever the statement of foreign qualification of a foreign limited liability partnership is forfeited for failure to file an annual report or to pay the required annual report fee, the statement of foreign qualification of the foreign limited liability partnership may be reinstated by filing a certificate of reinstatement, in the manner and form to be prescribed by the secretary of state and paying to the secretary of state all fees, including any penalties thereon, due to the state. The fee for filing a certificate of reinstatement shall be the same as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a certificate of ~~extension, restoration, renewal or revival~~ *reinstatement* of a corporation's articles of incorporation.

Sec. 17. K.S.A. 56-1a104, 56-1a504, 56-1a606, 56-1a607, 56a-1201 and 56a-1202 and K.S.A. 2006 Supp. 17-2036, 17-2718, 17-4634, 17-4677, 17-6202, 17-7002, 17-7304, 17-7666, 17-76,123 and 17-76,139 are hereby repealed.

Sec. 18. This act shall take effect and be in force from and after its publication in the statute book.

I hereby certify that the above BILL originated in the
SENATE, and passed that body

President of the Senate.

Secretary of the Senate.

Passed the HOUSE _____

Speaker of the House.

Chief Clerk of the House.

APPROVED _____

Governor.