

SENATE BILL No. 437

AN ACT concerning the secretary of state; relating to filing requirements for resident agents; amending K.S.A. 17-6204, 56a-1001 and 56a-1102 and repealing the existing sections.

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

New Section 1. (a) Each limited liability 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 liability partnership at the registered office, which agent may be:

(A) An individual;

(B) a domestic corporation, domestic limited partnership, domestic limited liability company or domestic business trust;

(C) a foreign corporation, foreign limited partnership, foreign limited liability company or foreign business trust authorized to transact business in this state; or

(D) the limited liability partnership itself.

(b) A resident agent may change the address of the registered office of the limited liability partnership or limited liability partnerships for which the agent is resident agent to another address in the state of Kansas by paying a fee and filing with the secretary of state a certificate executed by the resident agent. The certificate shall set forth the names of all the limited liability partnerships represented by such resident agent, and the address at which the resident agent has maintained the registered office for each of such limited liability 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 liability partnerships 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 certificate and, until further change of address as authorized by law, the registered office in the state of Kansas of each limited liability 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 statement of qualification of limited liability partnership of each limited liability partnership affected thereby, and each such limited liability partnership shall not be required to take any further action with respect thereto to amend its statement of qualification of limited liability partnership under K.S.A. 56a-1001, 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 liability partnership affected thereby. 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 liability partnerships may resign and appoint a successor resident agent by paying a fee 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 the certificate a statement executed by each affected limited liability partnership ratifying and approving such change of resident agent. Upon the filing, the successor resident agent shall become the resident agent of the limited liability 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 liability partnership's registered office in the state of Kansas. Filing of the certificate of resignation shall be deemed to be an amendment of the statement of qualification of limited liability partnership of each limited liability partnership affected thereby, and each such limited liability partnership shall not be required to take any further action with respect thereto to amend its statement of qualification of limited liability partnership under K.S.A. 56a-1001, and amendments thereto.

(d) The resident agent of one or more limited liability partnerships may resign without appointing a successor resident agent by paying a fee and filing a certificate with the secretary of state, stating that the resident agent resigns as resident agent for the limited liability 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 liability 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 liability partnerships 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 liability partnership. After receipt of the notice of the resignation of its resident agent, the limited liability 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 liability 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 statement of qualification of that limited liability 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 liability 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 liability partnership's resident agent dies or moves from the registered office, the limited liability 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 liability partnership may be made as prescribed in K.S.A. 60-304, and amendments thereto. If any domestic limited liability 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 statement of qualification of such limited liability partnership canceled.

New Sec. 2. (a) Each foreign limited liability 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 foreign limited liability partnership, which agent may be: (A) An individual resident of this state; (B) a domestic corporation, domestic limited partnership, domestic limited liability company or domestic business trust; or (C) a foreign corporation, foreign limited partnership, foreign limited liability company or foreign business trust authorized to transact business in this state, whose business office is identical with the limited liability partnership's registered office.

(b) A resident agent may change the address of the registered office of the foreign limited liability partnership or foreign limited liability partnerships for which the resident agent is resident agent to another address in the state of Kansas by paying a fee and filing with the secretary of state a certificate executed by the resident agent. The certificate shall set forth the names of all the foreign limited liability 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 liability partnerships and shall certify 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 partnerships 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 certificate and, until further change of address as authorized by law, the registered office in the state of Kansas of each foreign limited liability partnership recited in the certificate shall be located at the new address of the resident agent thereof given in the certificate. Filing of the certificate shall be considered an amendment of the statement of foreign qualification of each foreign limited liability partnership affected thereby, and each such foreign limited liability partnership shall not be required to take any further action with respect thereto

to amend its statement of foreign qualification under K.S.A. 56a-1102, 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 liability partnership affected thereby.

(c) The resident agent of one or more foreign limited liability partnerships may resign and appoint a successor registered agent by paying a fee and filing a certificate with the secretary of state, stating that the resident agent resigns as resident agent for the foreign limited liability 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 liability 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 liability 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 liability partnership's registered office in the state of Kansas. Filing of the certificate of resignation shall be deemed to be an amendment of the statement of foreign qualification of each foreign limited liability partnership affected thereby, and each such foreign limited liability partnership shall not be required to take any further action with respect thereto to amend its statement of foreign qualification under K.S.A. 56a-1102, and amendments thereto.

(d) The resident agent of one or more foreign limited liability partnerships may resign without appointing a successor resident agent by paying a fee and filing a certificate with the secretary of state stating that the resident agent resigns as resident agent for the foreign limited liability 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 liability 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 foreign limited liability 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 liability partnership. After receipt of the notice of the resignation of its resident agent, the foreign limited liability 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 liability 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 liability partnership shall not be permitted to do business in the state of Kansas and its statement of foreign qualification shall be considered canceled.

Sec. 3. K.S.A. 17-6204 is hereby amended to read as follows: 17-6204. (a) A resident agent may change the address of the registered office of the corporation or corporations for which such agent is resident agent to another address in this state by filing with the secretary of state a certificate, executed by such resident agent, setting forth the names of all the corporations represented by such resident agent, and the address at which such resident agent has maintained the registered office for each of such corporations, 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 corporations recited in the certificate. Upon the filing of such certificate, and thereafter, or until further change of address, as authorized by law, the registered office in this state of each of the corporations recited in the certificate shall be located at the new address of the resident agent thereof as given in the certificate.

(b) Whenever the location of a resident agent's office is moved to another room or suite within the same structure and such change is reported in writing to the secretary of state, no fee shall be charged for

recording such change on the appropriate records on file with the secretary of state.

(c) In the event of a change of name of any person or corporation acting as resident agent in this state, 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 corporations represented by such resident agent, and the address at which such resident agent has maintained the registered office for each of such corporations.

*(d) In the event of both a change of name of any person or corporation acting as resident agent and a change of address, 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 corporations represented by such resident agent and the address at which such resident agent has maintained the registered office for each of such corporations, 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 corporations recited in the certificate. Upon the filing of such certificate, and thereafter, or until further change of address or change of name, as authorized by law, the registered office in this state of each of the corporations recited in the certificate shall be located at the new address of the resident agent as given in the certificate and the change of name shall be effective.*

Sec. 4. K.S.A. 56a-1001 is hereby amended to read as follows: 56a-1001. (a) A partnership may become a limited liability partnership pursuant to this section.

(b) The terms and conditions on which a partnership becomes a limited liability partnership must be approved by the vote necessary to amend the partnership agreement except, in the case of a partnership agreement that expressly considers contribution obligations, the vote necessary to amend those provisions.

(c) After the approval required by subsection (b), a partnership may become a limited liability partnership by filing a statement of qualification. The statement must contain:

- (1) The name of the partnership;
- (2) ~~the street address of the partnership's principal office and, if different, the street address of an office in this state, if any;~~
- ~~(3) if there is no office in this state, the name and street address of the partnership's agent for service of process who must be an individual resident of this state or any other person authorized to do business in this state; the address of the registered office and the name of the resident agent for service of process required to be maintained pursuant to section 1, and amendments thereto;~~

~~(4)~~ (3) a statement that the partnership elects to be a limited liability partnership; and

~~(5)~~ (4) a deferred effective date, if any.

(d) The status of a partnership as a limited liability partnership is effective on the later of the filing of the statement or a date specified in the statement. The status remains effective, regardless of changes in the partnership, until it is canceled pursuant to subsection (d) of K.S.A. 56a-105, *and amendments thereto*, or revoked pursuant to K.S.A. 56a-1201, *and amendments thereto*.

(e) The status of a partnership as a limited liability partnership and the liability of its partners is not affected by errors or later changes in the information required to be contained in the statement of qualification under subsection (c).

(f) The filing of a statement of qualification establishes that a partnership has satisfied all conditions precedent to the qualification of the partnership as a limited liability partnership.

(g) An amendment or cancellation of a statement of qualification is effective when it is filed or on a deferred effective date specified in the amendment or cancellation.

Sec. 5. K.S.A. 56a-1102 is hereby amended to read as follows: 56a-1102. (a) Before transacting business in this state, a foreign limited lia-

bility partnership must file a statement of foreign qualification. The statement must contain:

(1) The name of the foreign limited liability partnership which satisfies the requirements of the state or other jurisdiction under whose laws it is formed and ends with “registered limited liability partnership,” “limited liability partnership,” “R.L.L.P.,” “L.L.P.,” “RLLP” or “LLP;”

(2) ~~the street address of the partnership’s principal office and, if different, the street address of an office in this state, if any;~~

~~—(3) if there is no office in this state, the name and street address of the partnership’s agent for service of process who must be an individual resident of this state or any other person authorized to do business in this state the address of the registered office and the name of the resident agent for service of process required to be maintained pursuant to section 2, and amendments thereto; and~~

~~(4)~~ (3) a deferred effective date, if any.

(b) The status of a partnership as a foreign limited liability partnership is effective on the later of the filing of the statement of foreign qualification or a date specified in the statement. The status remains effective, regardless of changes in the partnership, until it is canceled pursuant to subsection (d) of K.S.A. 56a-105, *and amendments thereto*, or revoked pursuant to K.S.A. ~~56a-1201~~ 56a-1202, *and amendments thereto*.

(c) An amendment or cancellation of a statement of foreign qualification is effective when it is filed or on a deferred effective date specified in the amendment or cancellation.

Sec. 6. K.S.A. 17-6204, 56a-1001 and 56a-1102 are hereby repealed.

Sec. 7. 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

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\_\_\_\_\_  
*President of the Senate.*

\_\_\_\_\_  
*Secretary of the Senate.*

Passed the HOUSE \_\_\_\_\_

\_\_\_\_\_  
*Speaker of the House.*

\_\_\_\_\_  
*Chief Clerk of the House.*

APPROVED \_\_\_\_\_

\_\_\_\_\_  
*Governor.*