

CHAPTER 38

SENATE BILL No. 441

AN ACT concerning corporations and business entities; relating to the merger of limited partnerships; amending section 11 of chapter 47 of the 2009 Session Laws of Kansas and repealing the existing section; also repealing K.S.A. 56-1a609.

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

Section 1. Section 11 of chapter 47 of the 2009 Session Laws of Kansas is hereby amended to read as follows: Sec. 11. (a) Except as otherwise provided in this section, by complying with sections 11 through 16 of chapter 47 of the 2009 Session Laws of Kansas, and amendments thereto:

(1) One or more domestic entities may merge with one or more domestic or foreign entities into a domestic or foreign surviving entity; and

(2) two or more foreign entities may merge into a domestic entity.

(b) Except as otherwise provided in this section, by complying with the provisions of sections 11 through 16 of chapter 47 of the 2009 Session Laws of Kansas, and amendments thereto, applicable to foreign entities a foreign entity may be a party to a merger under sections 11 through 16 of chapter 47 of the 2009 Session Laws of Kansas, and amendments thereto, or may be the surviving entity in such a merger if the merger is authorized by the law of the foreign entity's jurisdiction of organization.

(c) Sections 11 through 16 of chapter 47 of the 2009 Session Laws of Kansas, and amendments thereto, do not apply to the following mergers:

(1) A merger between any two or more domestic corporations or one or more domestic corporations and one or more foreign corporations pursuant to K.S.A. 17-6701 et seq., and amendments thereto;

~~(2) a merger between any two or more domestic limited partnerships or one or more domestic limited partnerships and one or more foreign limited partnerships pursuant to K.S.A. 56-1a609, and amendments thereto;~~

~~—(3) a merger between any two or more partnerships pursuant to K.S.A. 56a-905, and amendments thereto; or~~

~~(4) (3) a merger between any two or more domestic limited liability companies or one or more domestic limited liability companies and one or more foreign limited liability companies pursuant to K.S.A. 17-7681, and amendments thereto.~~

Sec. 2. Section 11 of chapter 47 of the 2009 Session Laws of Kansas and K.S.A. 56-1a609 are hereby repealed.

Sec. 3. This act shall take effect and be in force from and after its publication in the statute book.

Approved March 26, 2010.

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