

HOUSE BILL No. 2117

By Committee on Commerce, Labor and Economic Development

Requested by Clay Barker on behalf of the Office of the Secretary of State

1-28

1 AN ACT concerning business entities; requiring a business trust to file a
2 certificate of dissolution or withdrawal with the secretary of state and
3 pay associated fees when surrendering authority to transact business in
4 Kansas; requiring a foreign corporation to use a form prescribed by the
5 secretary of state when filing merger or consolidation information or
6 amendments to such corporation's articles of incorporation; authorizing
7 professional corporations or limited liability companies formed or
8 organized to render a professional service to participate in transactions
9 under the business entity transactions act; making certain information
10 provided by registered agents a public record; modifying filing
11 requirements and associated fees for limited partnerships; amending
12 K.S.A. 17-2037, 17-7302, 17-78-110 and 17-7929 and K.S.A. 2024
13 Supp. 56-1a151 and 56-1a605 and repealing the existing sections.
14

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

16 Section 1. K.S.A. 17-2037 is hereby amended to read as follows: 17-
17 2037. (a) Any business trust, domestic or foreign, that has obtained
18 authority under this act to transact business in Kansas may surrender its
19 authority at any time by:

20 (1) Filing in the office of the secretary of state ~~a certified copy of a~~
21 ~~resolution duly adopted by its trustees declaring its intention to withdraw~~
22 ~~certificate of dissolution or withdrawal executed by an authorized person;~~

23 (2) ~~paying a withdrawal fee of \$20 the fee required by K.S.A. 17-~~
24 ~~7506, and amendments thereto, at the time the resolution certificate of~~
25 ~~dissolution or withdrawal is filed; and~~

26 (3) filing all business entity information reports and paying all fees
27 required by K.S.A. 17-2036, and amendments thereto, that such business
28 trust has not previously filed and paid.

29 (b) During a period of five years following the effective date of such
30 withdrawal the business trust shall nevertheless be entitled to convey and
31 dispose of its property and assets in this state, settle and close out its
32 business in this state, and perform any other act or acts pertinent to the
33 liquidation of its business, property, and assets in this state, and to
34 prosecute and defend all suits filed prior to the expiration of such five-year
35 period involving causes of action arising prior to the effective date of such

1 withdrawal or arising out of any act or transaction occurring during such
2 five-year period in the course of the liquidation of its business, property or
3 assets.

4 (c) The withdrawal of a business trust as provided in this section shall
5 have no effect upon any suit filed by or against it prior to the expiration of
6 such five-year period until such suit has been finally determined or
7 otherwise finally concluded and all judgments, orders and decrees entered
8 therein have been fully executed, even though such final determination,
9 conclusion, or execution occurs after the expiration of such five-year
10 period. With respect to a foreign business trust, withdrawal pursuant to this
11 section shall not affect its written consent to be sued in the courts of this
12 state, or the jurisdiction over such foreign business trust of the courts of
13 this state, with respect to any cause of action which arose prior to the
14 effective date of its withdrawal.

15 Sec. 2. K.S.A. 17-7302 is hereby amended to read as follows: 17-
16 7302. (a) Whenever any foreign corporation admitted to do business in this
17 state is a party to a merger or consolidation with any other foreign
18 corporation, whether or not admitted to do business in this state, such
19 foreign corporation shall file with the secretary of state of this state, within
20 30 days after the time the merger or consolidation becomes effective, ~~a~~
21 ~~certificate of the proper officer of the jurisdiction under the laws of which~~
22 ~~the merger or consolidation was effected, attesting to such merger or~~
23 ~~consolidation, or a form prescribed by the secretary of state of this state, in~~
24 ~~each case stating:~~

25 (1) The corporate parties thereto;
26 (2) the jurisdiction of incorporation of each corporate party;
27 (3) the time when such merger or consolidation became effective; and
28 (4) that the resulting or surviving corporation is a corporation in good
29 standing in such jurisdiction.

30 (b) Whenever any foreign corporation admitted to do business in this
31 state shall amend its articles of incorporation in a manner that affects any
32 of the information contained on such corporation's application to do
33 business in Kansas, the corporation shall file with the secretary of state,
34 within 30 days after the amendment is adopted, ~~a certificate of the proper~~
35 ~~officer of the jurisdiction in which such corporation has been incorporated~~
36 ~~form prescribed by the secretary of state of this state~~ attesting to such
37 amendment. In the alternative, any foreign corporation may amend its
38 original application for authority to do business in Kansas by filing a
39 certificate of amendment certifying that such amendment has been duly
40 adopted and executed in accordance with K.S.A. 17-7908 through 17-
41 7910, and amendments thereto.

42 Sec. 3. K.S.A. 17-78-110 is hereby amended to read as follows: 17-
43 78-110. The following entities may not participate in a transaction under

1 this act:

2 (a) Entities regulated under chapter 40 of the Kansas Statutes
3 Annotated;

4 (b) banks and trust companies organized under chapter 9 of the
5 Kansas Statutes Annotated; *and*

6 (c) credit unions organized under K.S.A. 17-2201 et seq., and
7 amendments thereto; ~~and~~

8 ~~(d) professional corporations formed under the Kansas professional~~
9 ~~corporation law or limited liability companies organized under the Kansas~~
10 ~~revised limited liability company act to render a professional service, as~~
11 ~~defined at K.S.A. 17-2707, and amendments thereto.~~

12 Sec. 4. K.S.A. 17-7929 is hereby amended to read as follows: 17-
13 7929. (a) The resident agent of a covered entity, including a resident agent
14 that no longer qualifies to be a resident agent under K.S.A. 17-7925, and
15 amendments thereto, may resign without appointing a successor by paying
16 a fee if authorized by law, as provided by K.S.A. 17-7910, and
17 amendments thereto, and filing a certificate of resignation, with the
18 secretary of state stating that the resident agent resigns as resident agent
19 for the covered entity or entities identified in the certificate, but such
20 resignation shall not become effective until 30 days after the certificate is
21 filed. The certificate shall be executed by the resident agent, shall contain a
22 statement that written notice of resignation was given to each affected
23 covered entity at least 30 days prior to the filing of the certificate by
24 mailing or delivering such notice to the covered entity at its address last
25 known to the resident agent and shall set forth the date of such notice. The
26 certificate shall also include the postal address and name and contact
27 information of an officer, director, employee or designated agent who is
28 then authorized to receive communications from the resident agent with
29 respect to the affected covered entities last known to the resident agent,
30 ~~and such information shall not be deemed public information and will not~~
31 ~~constitute a public record as defined in K.S.A. 45-217, and amendments~~
32 ~~thereto.~~

33 (b) After receipt of the notice of the resignation of its resident agent,
34 provided for in subsection (a), any covered entity for which such resident
35 agent was acting shall obtain and designate a new resident agent to take
36 the place of the resident agent so resigning. Such covered entity shall pay a
37 fee if authorized by law, as provided by K.S.A. 17-7910, and amendments
38 thereto, and file with the secretary of state a certificate setting forth the
39 name and postal address of the successor resident agent. Upon such filing,
40 the successor resident agent shall become the resident agent of such
41 covered entity and the successor resident agent's postal address, as stated
42 in such certificate, shall become the postal address of the covered entity's
43 registered office in this state. If such covered entity fails to obtain and

1 designate a new resident agent as aforesaid, prior to the expiration of the
2 period of 60 days after the filing by the resident agent of the certificate of
3 resignation, the secretary of state shall declare the entity's organizing
4 documents forfeited.

5 (c) After the resignation of the resident agent shall have become
6 effective, as provided in subsection (a), and if no new resident agent shall
7 have been obtained and designated in the time and manner provided for in
8 subsection (b), service of legal process against the covered entity, or in the
9 case of a domestic or foreign limited liability company, any series of such
10 limited liability company, for which the resigned resident agent had been
11 acting shall thereafter be upon the secretary of state in the manner
12 prescribed by K.S.A. 60-304, and amendments thereto.

13 (d) Any covered entity affected by the filing of a certificate under this
14 section shall not be required to take any further action to amend its public
15 organic documents to reflect a change of registered office or resident
16 agent.

17 Sec. 5. K.S.A. 2024 Supp. 56-1a151 is hereby amended to read as
18 follows: 56-1a151. (a) In order to form a limited partnership, a certificate
19 of limited partnership must be executed and filed in the office of the
20 secretary of state. Such certificate shall set forth:

21 (1) The name of the limited partnership;

22 (2) the address of the registered office and the name and address of
23 the resident agent for service of process required to be maintained by
24 K.S.A. 17-7925, and amendments thereto;

25 (3) the name and the business or residence address of each general
26 partner; *and*

27 ~~(4) the latest date upon which the limited partnership is to dissolve;~~
28 ~~and~~

29 ~~(5) any other matters the general partners determine to include in the~~
30 ~~certificate.~~

31 (b) A limited partnership is formed at the time of the filing of the
32 initial certificate of limited partnership in the office of the secretary of
33 state or at any later time specified in the certificate of limited partnership
34 if, in either case, there has been substantial compliance with the
35 requirements of this section.

36 Sec. 6. K.S.A. 2024 Supp. 56-1a605 is hereby amended to read as
37 follows: 56-1a605. (a) The secretary of state shall charge each domestic
38 and foreign limited partnership the following fees:

39 (1) For issuing or filing and indexing any of the documents described
40 below, a fee of \$20:

41 (A) A certificate of amendment of limited partnership;

42 (B) a restated certificate of limited partnership;

43 (C) a certificate of cancellation of limited partnership;

- 1 (D) a certificate of change of location of registered office or
- 2 registered agent; and
- 3 (E) any certificate, affidavit, agreement or any other paper provided
- 4 for in this act, for which no different fee is specifically prescribed;
- 5 (2) for certified copies, a fee of \$7.50 for each copy certified,
- 6 regardless of whether the secretary of state supplies the copies;
- 7 (3) for each certificate of good standing issued by the secretary of
- 8 state, a fee of \$7.50; and
- 9 (4) a fee of \$20 for a copy of an instrument on file or prepared by the
- 10 secretary of state's office, whether or not the copy is certified.
- 11 (b) Every limited partnership hereafter formed in this state shall pay
- 12 to the secretary of state at the time of filing its certificate of limited
- 13 partnership, an application and recording fee ~~of~~ *established by rules and*
- 14 *regulations of the secretary of state, but not exceeding \$150.*
- 15 (c) At the time of filing its application to do business, every foreign
- 16 limited partnership shall pay to the secretary of state an application and
- 17 recording fee ~~of~~ *established by rules and regulations of the secretary of*
- 18 *state, but not exceeding \$150.*
- 19 (d) The secretary of state shall not charge any fees for the documents
- 20 or services described in this section upon an official request by any agency
- 21 of this state or of the United States, or by any officer or employee thereof.
- 22 Sec. 7. K.S.A. 17-2037, 17-7302, 17-78-110 and 17-7929 and K.S.A.
- 23 2024 Supp. 56-1a151 and 56-1a605 are hereby repealed.
- 24 Sec. 8. This act shall take effect and be in force from and after its
- 25 publication in the statute book.