

HOUSE BILL No. 2117

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

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

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

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

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

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

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

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

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

(1) The corporate parties thereto;
(2) the jurisdiction of incorporation of each corporate party;
(3) the time when such merger or consolidation became effective;
and

(4) that the resulting or surviving corporation is a corporation in good standing in such jurisdiction.

(b) Whenever any foreign corporation admitted to do business in this state shall amend its articles of incorporation in a manner that

affects any of the information contained on such corporation's application to do business in Kansas, the corporation shall file with the secretary of state, within 30 days after the amendment is adopted, a ~~certificate of the proper officer of the jurisdiction in which such corporation has been incorporated~~ *form prescribed by the secretary of state of this state* attesting to such amendment. In the alternative, any foreign corporation may amend its original application for authority to do business in Kansas by filing a certificate of amendment certifying that such amendment has been duly adopted and executed in accordance with K.S.A. 17-7908 through 17-7910, and amendments thereto.

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

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

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

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

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

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

(b) After receipt of the notice of the resignation of its resident agent, provided for in subsection (a), any covered entity 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. Such covered entity shall pay a fee if authorized by law, as provided by K.S.A. 17-7910, and amendments thereto, and file with the secretary of state a certificate setting forth the name and postal address of the successor resident agent. Upon such filing, the successor resident agent shall become the resident agent of such covered entity and the successor resident agent's postal address, as stated in such certificate, shall become the postal address of the covered entity's registered office in this state. If such covered entity 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 secretary of state shall declare the entity's organizing documents forfeited.

(c) After the resignation of the resident agent shall have become

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

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

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

- (1) The name of the limited partnership;
- (2) the address of the registered office and the name and address of the resident agent for service of process required to be maintained by K.S.A. 17-7925, and amendments thereto;
- (3) the name and the business or residence address of each general partner; *and*
- (4) ~~the latest date upon which the limited partnership is to dissolve; and~~
- ~~(5) any other matters the general partners determine to include in the certificate.~~

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

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

- (1) For issuing or filing and indexing any of the documents described below, a fee of \$20:
 - (A) A certificate of amendment of limited partnership;
 - (B) a restated certificate of limited partnership;
 - (C) a certificate of cancellation of limited partnership;
 - (D) a certificate of change of location of registered office or registered agent; and
 - (E) any certificate, affidavit, agreement or any other paper provided for in this act, for which no different fee is specifically prescribed;

(2) for certified copies, a fee of \$7.50 for each copy certified, regardless of whether the secretary of state supplies the copies;

(3) for each certificate of good standing issued by the secretary of state, a fee of \$7.50; and

(4) a fee of \$20 for a copy of an instrument on file or prepared by the secretary of state's office, whether or not the copy is certified.

(b) Every limited partnership hereafter formed in this state shall pay to the secretary of state at the time of filing its certificate of limited partnership, an application and recording fee ~~of established by rules and regulations of the secretary of state, but not exceeding \$150.~~

(c) At the time of filing its application to do business, every foreign limited partnership shall pay to the secretary of state an application and recording fee ~~of established by rules and regulations of the secretary of state, but not exceeding \$150.~~

(d) The secretary of state shall not charge any fees for the documents or services described in this section upon an official request by any agency of this state or of the United States, or by any officer or employee thereof.

Sec. 7. K.S.A. 17-2037, 17-7302, 17-78-110 and 17-7929 and K.S.A. 2024 Supp. 56-1a151 and 56-1a605 are hereby repealed.

Sec. 8. 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 HOUSE, and passed that body

Speaker of the House.

Chief Clerk of the House.

Passed the SENATE _____

President of the Senate.

Secretary of the Senate.

APPROVED _____

Governor.