

HOUSE BILL No. 2721

By Committee on Judiciary

2-14

1 AN ACT concerning business entities; relating to business formation and
2 filing requirements; enacting the business entity standard treatment act;
3 amending K.S.A. 17-6002, 17-7673, 17-7674 and 17-7677 and K.S.A.
4 2013 Supp. 17-6003 and 56a-1102 and repealing the existing sections;
5 also repealing K.S.A. 17-6003a, 17-6201, 17-6202, 17-6203, 17-6205,
6 17-6206, 17-7302, 17-7303, 17-7306, 17-7402, 17-7664, 17-7665, 17-
7 7666, 17-7676, 17-7683, 17-76,120, 17-76,121a, 17-76,123, 17-76,124,
8 17-76,125, 17-76,136, 17-76,142, 56-1a102, 56-1a103, 56-1a105, 56-
9 1a108, 56-1a154, 56-1a155, 56-1a501, 56-1a502, 56-1a503, 56-1a505,
10 56-1a506, 56-1a511, 56-1a605, 56a-1002, 56a-1101 and 56a-1104 and
11 K.S.A. 2013 Supp. 17-6204, 17-7301, 17-7506, 17-7678, 56-1a104, 56-
12 1a504, 56a-1005 and 56a-1106.

13

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

15 New Section 1. (a) This act shall be known and may be cited as the
16 business entity standard treatment act.

17 (b) The provisions of this act shall apply to all documents related to
18 corporations, limited liability companies, limited partnerships and limited
19 liability partnerships required to be filed with the secretary of state
20 pursuant to this act.

21 New Sec. 2. As used in this act:

22 (a) "Covered entity" means:

- 23 (1) A corporation;
24 (2) a limited partnership;
25 (3) a limited liability partnership; and
26 (4) a limited liability company.

27 (b) "Foreign covered entity" means a covered entity whose internal
28 affairs are governed by the laws of a jurisdiction other than this state.

29 (c) "Public organic document" means the public record the filing of
30 which creates an entity and any amendment to or restatement of that
31 record.

32 (d) "Governor" means a person by or under whose authority the
33 powers of an entity are exercised and under whose direction the business
34 and affairs of the entity are managed pursuant to the organic law and
35 organic rules of the entity.

36 (e) "Organic law" means the statutes, if any, other than this act,

1 governing the internal affairs of a covered entity.

2 (f) "Organic rules" means the public organic document and private
3 organic rules of an entity.

4 New Sec. 3. (a) The following documents related to corporations
5 shall be filed with the secretary of state:

6 (1) For-profit filings:

7 (A) For-profit articles of incorporation as set forth in K.S.A. 17-6002,
8 and amendments thereto;

9 (B) professional association articles of incorporation as set forth in
10 K.S.A. 17-2709, 17-2711 and 17-6002, and amendments thereto;

11 (C) close corporation articles of incorporation as set forth in K.S.A.
12 17-7201, 17-7202, 17-7203 and 17-6426, and amendments thereto;

13 (D) foreign for-profit application for authority as set forth in K.S.A.
14 17-7301, 17-7307, 17-7308, 17-7509 and 17-7510, and amendments
15 thereto;

16 (E) for-profit annual report as set forth in K.S.A. 17-7503 and 17-
17 7505, and amendments thereto;

18 (F) professional association annual report as set forth in K.S.A. 17-
19 2718, and amendments thereto;

20 (G) for-profit certificate of amendment as set forth in K.S.A. 17-
21 6003, 17-6601, 17-6602, 17-6603 and 17-6401, and amendments thereto;

22 (H) amendment to professional associations as set forth in K.S.A. 17-
23 2709, and amendments thereto;

24 (I) foreign for-profit corporation certificate of amendment as set forth
25 in K.S.A. 17-7302, and amendments thereto;

26 (J) restated articles of incorporation as set forth in K.S.A. 17-6605,
27 and amendments thereto;

28 (K) change of registered office or resident agent as set forth in section
29 26, and amendments thereto;

30 (L) for-profit certificate of correction as set forth in section 12, and
31 amendments thereto;

32 (M) mergers as set forth in K.S.A. 17-6701, 17-6702, 17-6703, 17-
33 6704, 17-6705, 17-6706, 17-6707 and 17-6708, and amendments thereto;

34 (N) foreign mergers as set forth in K.S.A. 17-7302, and amendments
35 thereto;

36 (O) certificate of amendment or termination of merger as set forth in
37 K.S.A. 17-6701, and amendments thereto;

38 (P) foreign corporation merger as set forth in K.S.A. 17-7302, and
39 amendments thereto;

40 (Q) certificate of reinstatement as set forth in K.S.A. 17-7002, and
41 amendments thereto;

42 (R) certificate of dissolution prior to commencing business as set
43 forth in K.S.A. 17-6803, and amendments thereto;

- 1 (S) certificate of dissolution by stockholder's meeting as set forth in
- 2 K.S.A. 17-6804, and amendments thereto;
- 3 (T) certificate of dissolution by written consent as set forth in K.S.A.
- 4 17-6804, and amendments thereto;
- 5 (U) foreign certificate of cancellation as set forth in section 36, and
- 6 amendments thereto; and
- 7 (V) certificate of revocation of dissolution as set forth in K.S.A. 17-
- 8 7001, and amendments thereto.
- 9 (2) Not-for-profit filings:
- 10 (A) Not-for-profit articles of incorporation as set forth in K.S.A. 17-
- 11 6002, and amendments thereto;
- 12 (B) foreign not-for-profit application for authority as set forth in
- 13 section 31, and amendments thereto;
- 14 (C) not-for-profit annual report as set forth in K.S.A. 17-7504, and
- 15 amendments thereto;
- 16 (D) not-for-profit certificate of amendment as set forth in K.S.A. 17-
- 17 6602, and amendments thereto
- 18 (E) not-for-profit certificate of correction as set forth in section 12,
- 19 and amendments thereto;
- 20 (F) not-for-profit change of registered office or resident agent as set
- 21 forth in section 34, and amendments thereto;
- 22 (G) not-for-profit certificate of reinstatement as set forth in K.S.A.
- 23 17-7002, and amendments thereto; and
- 24 (H) certificate of dissolution as set forth in K.S.A. 17-6803, 17-6804
- 25 and 17-6805, and amendments thereto;
- 26 (b) Fees for corporate documents filed and indexed or issued by the
- 27 secretary of state shall be determined as follows:
- 28 (1) The secretary of state shall charge each corporation a fee
- 29 established pursuant to rules and regulations, but not exceeding \$250, for
- 30 issuing or filing and indexing articles of incorporation of a for-profit or a
- 31 foreign corporation application;
- 32 (2) the secretary of state shall charge each corporation a fee
- 33 established by rules and regulations, but not exceeding \$50, for articles of
- 34 incorporation of a nonprofit corporation;
- 35 (3) the secretary of state shall charge each corporation a fee
- 36 established by rules and regulations, but not exceeding \$150, for issuing or
- 37 filing and indexing any of the corporate documents described below:
- 38 (A) Certificate of extension, restoration, renewal or revival of articles
- 39 of incorporation;
- 40 (B) certificate of amendment of articles of incorporation, either prior
- 41 to or after payment of capital;
- 42 (C) certificate of designation of preferences;
- 43 (D) certificate of retirement of preferred stock;

- 1 (E) certificate of increase or reduction of capital;
 - 2 (F) certificate of dissolution, either prior to or after beginning
3 business;
 - 4 (G) certificate of revocation of voluntary dissolution;
 - 5 (H) certificate of change of location of registered office and resident
6 agent;
 - 7 (I) agreement of merger or consolidation;
 - 8 (J) certificate of ownership and merger;
 - 9 (K) certificate of extension, restoration, renewal or revival of a
10 certificate of authority of foreign corporation to do business in Kansas;
 - 11 (L) change of resident agent or amendment by foreign corporation;
 - 12 (M) certificate of withdrawal of foreign corporation;
 - 13 (N) certificate of correction of any of the documents designated in
14 this section;
 - 15 (O) reservation of corporate name; and
 - 16 (P) restated articles of incorporation.
- 17 New Sec. 4. (a) The following documents related to limited liability
18 companies shall be filed with the secretary of state:
- 19 (1) Articles of organization as set forth in K.S.A. 17-7673, and
20 amendments thereto;
 - 21 (2) professional articles of organization as set forth in K.S.A. 17-
22 7673, and amendments thereto;
 - 23 (3) series limited liability company articles of organization as set
24 forth in K.S.A. 2013 Supp. 17-76,143, and amendments thereto;
 - 25 (4) foreign limited liability company application for authority as set
26 forth in section 31, and amendments thereto;
 - 27 (5) foreign series limited liability company application for admission
28 to transact business as set forth in section 31 and K.S.A. 2013 Supp. 17-
29 76,143, and amendments thereto;
 - 30 (6) annual report as set forth in K.S.A. 17-76,139, and amendments
31 thereto;
 - 32 (7) certificate of amendment as set forth in K.S.A. 17-7674, and
33 amendments thereto;
 - 34 (8) restated articles of organization as set forth in K.S.A. 17-7680,
35 and amendments thereto;
 - 36 (9) series certificate of designation as set forth in K.S.A. 2013 Supp.
37 17-76,143, and amendments thereto;
 - 38 (10) certificate of amendment or termination to certificate of merger
39 or consolidation as set forth in K.S.A. 17-7681, and amendments thereto;
 - 40 (11) certificate of correction as set forth in section 12, and
41 amendments thereto;
 - 42 (12) foreign certificate of correction as set forth in section 12, and
43 amendments thereto;

1 (13) change of registered office or resident agent as set forth in
2 section 26, and amendments thereto;

3 (14) mergers as set forth in K.S.A. 17-7681, and amendments thereto;

4 (15) reinstatement as set forth in K.S.A. 17-76,139, and amendments
5 thereto;

6 (16) certificate of cancellation as set forth in K.S.A. 17-7675, and
7 amendments thereto; and

8 (17) foreign cancellation of registration as set forth in section 36, and
9 amendments thereto.

10 (b) Fees for limited liability company documents filed and indexed or
11 issued by the secretary of state shall be paid to the secretary of state as
12 follows:

13 (1) Every limited liability company hereafter formed in this state shall
14 pay a fee of \$150 at the time of filing its articles of organization or upon
15 submitting an agreement of merger;

16 (2) every foreign limited liability company shall pay a fee of \$150 at
17 the time of filing its application to do business or upon submitting an
18 agreement of merger;

19 (3) a fee of \$75 shall be paid for filing and indexing a certificate of
20 merger, consolidation or conversion; and

21 (4) a fee of \$20 shall be paid for issuing or filing and indexing any of
22 the following documents:

23 (A) A certificate of amendment of articles of organization;

24 (B) a restated articles of organization;

25 (C) a certificate of cancellation;

26 (D) a certificate of change of location of registered office or resident
27 agent; and

28 (E) any certificate, affidavit, agreement or any other document
29 provided for in this act, for which no fee is specifically prescribed.

30 New Sec. 5. (a) The following documents related to limited
31 partnerships shall be filed with the secretary of state:

32 (1) Certificate of limited partnership as set forth in K.S.A. 56-1a151,
33 and amendments thereto;

34 (2) foreign application for registration as set forth in section 31, and
35 amendments thereto;

36 (3) annual report as set forth in K.S.A. 56-1a606 and 56-1a607, and
37 amendments thereto;

38 (4) amendment to certificate as set forth in K.S.A. 56-1a152, and
39 amendments thereto;

40 (5) restated certificate as set forth in K.S.A. 56-1a160, and
41 amendments thereto;

42 (6) change of registered office or resident agent as set forth in section
43 26, and amendments thereto;

1 (7) foreign certificate of amendment or correction as set forth in
2 section 12, and amendments thereto;

3 (8) mergers as set forth in K.S.A. 2013 Supp. 17-78,201 through 17-
4 78,206, and amendments thereto;

5 (9) reinstatement as set forth in K.S.A. 56-1a606 and 56-1a607, and
6 amendments thereto;

7 (10) cancellation as set forth in K.S.A. 56-1a153, and amendments
8 thereto; and

9 (11) foreign cancellation of registration as set forth in section 36, and
10 amendments thereto.

11 (b) Fees for limited partnership documents filed and indexed or
12 issued by the secretary of state shall be paid to the secretary of state as
13 follows:

14 (1) A fee of \$150 shall be paid by limited partnerships hereafter
15 formed in this state for filing articles of organization or upon submitting an
16 agreement of merger;

17 (2) a fee of \$150 shall be paid by foreign limited partnerships for
18 filing an application to do business or upon submitting an agreement of
19 merger;

20 (3) a fee of \$75 shall be paid for filing and indexing a certificate of
21 merger;

22 (4) a fee of \$20 shall be paid for issuing or filing and indexing any of
23 the documents described below:

24 (A) Certificate of amendment of limited partnership;

25 (B) restated certificate of limited partnership;

26 (C) certificate of cancellation of limited partnership;

27 (D) certificate of change of location of registered office or resident
28 agent; and

29 (E) any certificate, affidavit, agreement or any other document
30 provided for in this act, for which no different fee is specifically
31 prescribed.

32 New Sec. 6. (a) The following documents related to limited liability
33 partnerships shall be filed with the secretary of state:

34 (1) Statement of qualification as set forth in K.S.A. 56a-1001, and
35 amendments thereto;

36 (2) foreign statement of qualification as set forth in section 31, and
37 amendments thereto;

38 (3) annual report as set forth in K.S.A. 56a-1201 and 56a-1202, and
39 amendments thereto;

40 (4) amendment to statement of qualification as set forth in K.S.A.
41 56a-105, and amendments thereto;

42 (5) change of registered office or resident agent as set forth in section
43 26, and amendments thereto;

1 (6) reinstatement as set forth in K.S.A. 56a-1201, and amendments
2 thereto;

3 (7) cancellation of statement as set forth in K.S.A. 56a-105, as
4 amendments thereto;

5 (8) statement of denial as set forth in K.S.A. 56a-304, and
6 amendments thereto;

7 (9) statement of dissociation as set forth in K.S.A. 56a-704, and
8 amendments thereto;

9 (10) statement of dissolution as set forth in K.S.A. 56a-105 and 56a-
10 805, and amendments thereto; and

11 (11) statement of merger as set forth in K.S.A. 56a-907, and
12 amendments thereto.

13 (b) Fees for limited liability partnership documents filed and indexed
14 or issued by the secretary of state shall be set by rules and regulations
15 issued by the secretary of state.

16 New Sec. 7. (a) The secretary of state shall by rules and regulations
17 establish fees, but not exceeding \$50 in addition to a reasonable fee per
18 page, for issuing certified copies, photocopies, certificates of good
19 standing, certificates of fact and any other certificate or filing for which a
20 filing or indexing fee is not prescribed by law.

21 (b) The secretary of state shall establish a reasonable fee for a report
22 of record search, but furnishing the following information shall not be
23 considered a record search and no charge shall be made therefor: Name of
24 the entity and the address of its registered office; name and address of the
25 resident agent; the state of the entity's formation; the date of filing of its
26 public organic document or annual report; and date of expiration.

27 (c) The secretary of state shall charge and collect an information and
28 services fee pursuant to K.S.A. 75-438, and amendments thereto. If fees or
29 charges for such information-related duties and services otherwise are
30 authorized by law, the information and service fees may be charged in
31 addition to designated fees for documents filed pursuant to this act, and the
32 existing information-related or service fee or charge.

33 (d) In addition to any other filing fees, the secretary of state shall
34 establish a technology communication fee, pursuant to K.S.A. 2013 Supp.
35 75-444, and amendments thereto, not exceeding \$5 to cover the cost of
36 technology systems that will support services provided pursuant to the
37 uniform electronic transactions act, K.S.A. 16-1601 et seq., and
38 amendments thereto.

39 (e) The secretary of state shall prescribe by rules and regulations any
40 fees required by this act.

41 New Sec. 8. All documents required by this act to be filed with the
42 secretary of state shall be executed as follows:

43 (a) Documents related to corporations shall be executed in the

1 following manner:

2 (1) The articles of incorporation for all corporations shall be signed
3 by the incorporator or incorporators, and any other document to be filed
4 before the election of the initial board of directors, if the initial directors
5 were not named in the articles of incorporation, shall be signed by the
6 incorporator or incorporators. If any incorporator is not available by reason
7 of death, incapacity or refusal or neglect to act, then the document may be
8 signed by any person for whom or on whose behalf such incorporator was
9 acting as an employee or agent. The document shall state that the
10 incorporator is not available and the reason therefore, that such
11 incorporator was acting as an employee or agent for or on behalf of such
12 person and that such person's signature is authorized.

13 (2) All documents related to a corporation that are not addressed by
14 subsection (a)(1), shall be signed: (A) By any authorized officer of the
15 corporation; (B) if it appears from the instrument that there are no such
16 officers, by a majority of the directors or by such directors as may be
17 designated by the board; (C) if it appears from the instrument that there are
18 no such officers or directors, by the holders of record, or such of them as
19 may be designated by the holders of record, of a majority of all
20 outstanding shares of stock; or (D) by the holders of record of all
21 outstanding shares of stock.

22 (b) Documents related to limited liability companies shall be
23 executed in the following manner: All documents shall be signed by one or
24 more authorized persons. Unless otherwise provided in an operating
25 agreement, any person may sign the articles, any certificate, any
26 amendment thereof, or enter into an operating agreement or amendment
27 thereof by an agent.

28 (c) Documents related to limited partnerships shall be executed in the
29 following manner:

30 (1) An initial certificate of limited partnership must be signed by all
31 general partners;

32 (2) a certificate of amendment must be signed by at least one general
33 partner and by each other general partner who is designated in the
34 certificate of amendment as a new general partner; and

35 (3) a certificate of cancellation must be signed by all general partners
36 or, if there is no general partner, by a majority of the limited partners.

37 (d) Documents related to limited liability partnerships shall be
38 executed by an authorized person.

39 New Sec. 9. The execution of any document required to be filed by
40 this act with the secretary of state shall constitute an oath or affirmation,
41 under the penalties of perjury, that the facts stated in the document are true
42 and that any power of attorney used in connection with the execution is in
43 proper form and substance.

1 New Sec. 10. When any document is required by this act to be filed
2 with the secretary of state, such requirement means that:

3 (a) The original signed document shall be delivered to the office of
4 the secretary of state, where the document shall be recorded in an
5 electronic medium. Any signature on documents authorized to be filed
6 with the secretary of state under the provisions of this act may be a
7 facsimile, a conformed signature or an electronically transmitted signature;

8 (b) all taxes and fees authorized by law to be collected by the
9 secretary of state in connection with the filing of the document shall be
10 tendered to the secretary of state;

11 (c) upon delivery of the document, and upon tender of the required
12 taxes and fees, the secretary of state shall certify that the document has
13 been filed in the office of the secretary of state by endorsing upon the
14 electronically-recorded document the word "Filed" and the date and hour
15 of its filing. This endorsement is the "filing date" of the instrument and is
16 conclusive of the date and time of its filing in the absence of actual fraud.
17 The secretary of state shall thereupon record the endorsed document in an
18 electronic medium and that electronic document shall become the original
19 document; and

20 (d) the secretary of state shall return a certified copy of the recorded
21 document to the person who filed the document or that person's
22 representative, except this provision shall not apply to annual reports.

23 New Sec. 11. Any document that is required by this act to be filed
24 with the secretary of state shall be effective upon its filing date. Any
25 document may provide that it is not to become effective until a specified
26 date subsequent to its filing date, but such date shall not be later than 90
27 days after its filing date. If any document filed in accordance with this act
28 provides for a future effective date and the transaction is terminated or its
29 terms are amended to change the future effective date prior to the future
30 effective date, the document shall be terminated or amended by the filing,
31 prior to the future effective date, of a certificate of termination or a
32 certificate of amendment of the original document, executed and filed in
33 accordance with this section. The certificate shall identify the document
34 which has been terminated or amended, and shall state that the document
35 has been terminated or the manner in which it has been amended.

36 New Sec. 12. When any document that is required by this act to be
37 filed with the secretary of state has been so filed and is an inaccurate
38 record of the covered entity action therein referred to, or was defectively
39 or erroneously executed, such document may be corrected by filing with
40 the secretary of state a certificate of correction of such document which
41 shall be executed and filed in accordance with this act. The certificate of
42 correction shall specify the inaccuracy or defect to be corrected and shall
43 set forth the portion of the document in corrected form. In lieu of filing a

1 certificate of correction, the document may be corrected by filing with the
2 secretary of state a corrected document which shall be executed and filed
3 in accordance with this act. A fee equal to the fee payable to the secretary
4 of state if the document being corrected were then being filed shall be paid
5 and collected by the secretary of state. The corrected document shall be
6 specifically designated as such in its heading, shall specify the inaccuracy
7 or defect to be corrected, and shall set forth the entire document in
8 corrected form. A document corrected in accordance with this section shall
9 be effective as of the date the original document was filed, except as to
10 those persons who are substantially and adversely affected by the
11 correction and as to those persons, the corrected document shall be
12 effective from the filing date.

13 New Sec. 13. If any document required to be filed by this act with the
14 secretary of state is filed and is inaccurately, defectively or erroneously
15 executed or otherwise defective in any respect, the secretary of state shall
16 not be liable to any person for the preclearance for filing, the acceptance
17 for filing or the filing and indexing of such document.

18 New Sec. 14. (a) Any document required to be filed by this act with
19 the secretary of state may be filed by telefacsimile communication. If such
20 telefacsimile communication is accompanied with the appropriate fees,
21 and meets the statutory requirements, it shall be effective upon its filing
22 date or future effective date as prescribed in the document. The secretary
23 of state shall prescribe a telefacsimile communication fee in addition to
24 any filing fees to cover the cost of the services. The fee must be paid prior
25 to acceptance of a telefacsimile communication under this section. The
26 telefacsimile communication fee shall be deposited into the information
27 and services fee fund.

28 (b) As used in this act, "telefacsimile communication" means the use
29 of electronic equipment to send or transfer a document. This section shall
30 not be construed so as to require the secretary of state to accept any filing
31 through electronic mail. The secretary of state may designate acceptable
32 types or formats of telefacsimile communication for filing documents
33 pursuant to this act.

34 New Sec. 15. Service of process in any action against a covered
35 entity shall be made in the manner described in K.S.A. 60-304, and
36 amendments thereto.

37 New Sec. 16. Any person may sign any document filed with the
38 secretary of state pursuant to this act by an attorney-in-fact, but a power of
39 attorney to sign a certificate relating to the admission of a general partner
40 must describe the admission. Powers of attorney relating to the signing of
41 a document by an attorney-in-fact need not be filed in the office of the
42 secretary of state but must be retained by the covered entity.

43 New Sec. 17. If a person required by this act to execute any document

1 fails or refuses to do so, any other person who is adversely affected by the
2 failure or refusal may petition the district court to direct the execution of
3 the document. If the court finds that it is proper for the document to be
4 executed and that the person required to execute the document has failed
5 or refused to do so, the court shall order the secretary of state to record an
6 appropriate document.

7 New Sec. 18. (a) Except as otherwise provided in subsection (b), the
8 names of all covered entities must be distinguishable on the records of the
9 office of the secretary of state from:

- 10 (1) The name of any other covered entity;
- 11 (2) the name of any non-covered entity, other than a general
12 partnership, that has filed with the office of the secretary of state; and
- 13 (3) any entity name reserved pursuant to section 23, and amendments
14 thereto.

15 (b) A covered entity may register under any name that is not
16 distinguishable on the records of the office of the secretary of state from
17 the name of any other covered entity or non-covered entity that has filed
18 with the office of the secretary of state with the written consent of the
19 other entity, which written consent shall be filed with the secretary of state.

20 (c) A covered entity may use a name that is not distinguishable from a
21 name described in subsection (a)(1) through (3) if the entity delivers to the
22 secretary of state a certified copy of a final judgment of a court of
23 competent jurisdiction establishing the right of the entity to use the name
24 in this state.

25 New Sec. 19. The name of a corporation, except for banks, shall
26 contain:

27 (a) One of the following words: "Association"; "church"; "college";
28 "company"; "corporation"; "club"; "foundation"; "fund"; "incorporated";
29 "institute"; "society"; "union"; "university"; "syndicate" or "limited";

30 (b) one of the following abbreviations: "Co."; "corp."; "inc." or
31 "Ltd."; or

32 (c) words or abbreviations of like import in other languages if they
33 are written in Roman characters or letters.

34 New Sec. 20. (a) The name of a limited liability company shall
35 contain:

36 (1) One of the following phrases: "limited liability company" or
37 "limited company";

38 (2) one of the following abbreviations: "L.L.C." or "L.C."; or

39 (3) one of the following designations: "LLC" or "LC."

40 (b) The name of a limited liability company may contain the name of
41 a member or manager.

42 (c) The name of a limited liability company may contain one or more
43 of the following words: "Company"; "association"; "club"; "foundation";

1 "fund"; "institute"; "society"; "union"; "syndicate"; "limited"; "trust" or
2 abbreviations of like import.

3 New Sec. 21. (a) The name of each limited partnership, as set forth in
4 its certificate of limited partnership, shall contain the words "Limited
5 Partnership" or the abbreviation "L.P." or "LP";

6 (b) The name of each limited partnership, as set forth in its certificate
7 of limited partnership, may not contain the name of a limited partner
8 unless:

9 (1) The name of the limited partner is also the name of a general
10 partner or the corporate name of a corporate general partner; or

11 (2) the business of the limited partnership had been carried on under
12 that name before the admission of that limited partner.

13 (c) The name of each limited partnership, as set forth in its certificate
14 of limited partnership, may contain the following words: "Company";
15 "association"; "club"; "foundation"; "fund"; "institute"; "society"; "union";
16 "syndicate"; "limited"; or "trust" or abbreviations of similar import.

17 New Sec. 22. The name of a limited liability partnership must end
18 with "registered limited liability partnership," "limited liability
19 partnership," "R.L.L.P.," "L.L.P.," "RLLP" or "LLP".

20 New Sec. 23. (a) The exclusive right to the use of an entity name may
21 be reserved by:

22 (1) Any person intending to organize a covered entity under the laws
23 of this state;

24 (2) any domestic covered entity intending to change its name;

25 (3) any foreign covered entity intending to make application for a
26 certificate of authority to transact business in this state;

27 (4) any foreign covered entity authorized to transact business in this
28 state, and intending to change its name; and

29 (5) any person intending to organize a foreign covered entity, and
30 intending to have such entity make application for a certificate of authority
31 to transact business in this state.

32 (b) The reservation shall be made by filing with the secretary of state
33 an application to reserve a specific covered entity name, executed by the
34 applicant. The reservation may be filed by telefacsimile communication as
35 prescribed by section 14, and amendments thereto. If the secretary of state
36 finds that the name is available, the secretary of state shall reserve the
37 same for the exclusive use of the applicant for a period of 120 days.

38 (c) The right to exclusive use of a specified entity name, reserved
39 pursuant to this section, may be transferred to any other person or covered
40 entity by filing in the office of the secretary of state, a notice of such
41 transfer, executed by the applicant for whom the name was reserved, and
42 specifying the name and address of the transferee.

43 New Sec. 24. (a) Every covered entity shall have and maintain in this

1 state a registered office which may, but need not be, the same as its place
2 of business.

3 (b) Unless the context otherwise requires, whenever the term
4 "principal office or place of business in this state" or "principal office or
5 place of business of the (applicable covered entity) in this state," or other
6 term of like import, is or has been used in the covered entity's public
7 organic documents, or in any other document or in any statute other than
8 the Kansas uniform commercial code, it shall be deemed to mean and refer
9 to the covered entity's registered office required by this section; and it shall
10 not be necessary for any covered entity to amend its public organic
11 documents or any other document to comply with this section.

12 New Sec. 25. (a) Every covered entity shall have and maintain in this
13 state a resident agent, which agent may be either:

14 (1) The covered entity itself;

15 (2) an individual resident in this state;

16 (3) a domestic corporation, a domestic limited partnership, a domestic
17 limited liability company or a domestic business trust; or

18 (4) a foreign corporation, a foreign limited partnership, a foreign
19 limited liability company or a foreign business trust authorized to transact
20 business in this state.

21 (b) The resident agent shall have a business office identical with the
22 registered office which is generally open during normal business hours to
23 accept service of process and otherwise perform the functions of a resident
24 agent.

25 (c) Unless the context otherwise requires, whenever the term
26 "resident agent" or "registered agent" or "resident agent in charge of a
27 (applicable covered entity's) principal office or place of business in this
28 state," or other term of like import which refers to a covered entity's agent
29 required by statute to be located in this state, is or has been used in a
30 covered entity's public organic documents, or in any other document, or in
31 any statute, it shall be deemed to mean and refer to the covered entity's
32 resident agent required by this section; and it shall not be necessary for any
33 covered entity to amend its public organic documents, or any other
34 document, to comply with this section.

35 New Sec. 26. (a) Any covered entity, by action of its governing body
36 or by any other means set forth in its organic rules, may change the
37 location of its registered office in this state to any other place in this state
38 and the resident agent may be changed to any other person described in
39 section 25(a), and amendments thereto. A certificate certifying the change
40 shall be executed and filed with the secretary of state in accordance with
41 sections 8 through 10, and amendments thereto.

42 (b) If a covered entity's resident agent dies or moves from the
43 registered office, the entity shall designate and certify to the secretary of

1 state the name and address of another resident agent, in the manner
2 provided in subsection (a), within 30 days of such death or move. If no
3 new resident agent is designated in the time and manner as provided in this
4 subsection, service of legal process on such entity may be made as
5 prescribed by K.S.A. 60-304, and amendments thereto. If any covered
6 entity fails to designate a new resident agent as required by this subsection,
7 the secretary of state after giving 30 days notice of the intended action may
8 declare the entity's public organic document forfeited or, in the case of a
9 foreign entity, the secretary may declare the foreign entity's authority to do
10 business in this state forfeited.

11 (c) Any covered entity which files a certificate under this section
12 shall not be required to take any further action to amend its public organic
13 documents to reflect a change of registered office or resident agent.

14 New Sec. 27. (a) A resident agent may change the address of the
15 registered office of any covered entities for which such agent is resident
16 agent to another address in this state by paying a fee and filing with the
17 secretary of state a certificate, executed by such resident agent, setting
18 forth the names of all the covered entities represented by such resident
19 agent, and the address at which such resident agent has maintained the
20 registered office for each of such covered entities, and further certifying to
21 the new address to which each such registered office will be changed on a
22 given day, and at which new address such resident agent will thereafter
23 maintain the registered office for each of the covered entities recited in the
24 certificate. Upon the filing of such certificate, the secretary of state shall
25 furnish to the resident agent a certified copy of the certificate, and
26 thereafter, or until further change of address, as authorized by law, the
27 registered office in this state of each of the covered entities recited in the
28 certificate shall be located at the new address of the resident agent thereof
29 as given in the certificate.

30 (b) Whenever the location of a resident agent's office is moved to
31 another room or suite within the same structure and such change is
32 reported in writing to the secretary of state, no fee shall be charged for
33 recording such change on the appropriate records on file with the secretary
34 of state.

35 (c) In the event of a change of name of any person acting as resident
36 agent in this state, such resident agent shall pay a fee and file with the
37 secretary of state a certificate, executed by such resident agent, setting
38 forth the new name of such resident agent, the name of such resident agent
39 before it was changed, the names of all the covered entities represented by
40 such resident agent, and the address at which such resident agent has
41 maintained the registered office for each of such covered entities.

42 (d) In the event of both a change of name of any person acting as
43 resident agent for any covered entity and a change of address, such

1 resident agent shall pay a fee and file with the secretary of state a
2 certificate, executed by such resident agent, setting forth the new name of
3 such resident agent, the name of such resident agent before it was changed,
4 the names of all the covered entities represented by such resident agent
5 and the address at which such resident agent has maintained the registered
6 office for each such covered entity, and further certifying to the new
7 address to which each such registered office will be changed on a given
8 day, and at which new address such resident agent will thereafter maintain
9 the registered office for each of the covered entities recited in the
10 certificate. Upon the filing of such certificate, and thereafter, or until
11 further change of address or change of name, as authorized by law, the
12 registered office in this state of each of the covered entities recited in the
13 certificate shall be located at the new address of the resident agent as given
14 in the certificate and the change of name shall be effective.

15 New Sec. 28. (a) The resident agent of one or more covered entities
16 may resign and appoint a successor resident agent by paying a fee and
17 filing a certificate with the secretary of state, stating that the resident agent
18 resigns and the name and address of the successor agent. There shall be
19 attached to such certificate a statement executed by each affected covered
20 entity ratifying and approving such change of resident agent. Upon such
21 filing, the successor resident agent shall become the resident agent of such
22 covered entities as have ratified and approved such substitution and the
23 successor resident agent's address, as stated in such certificate, shall
24 become the address of each such covered entity's registered office in this
25 state.

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

30 New Sec. 29. (a) The resident agent of one or more covered entities
31 may resign without appointing a successor by paying a fee and filing a
32 certificate with the secretary of state stating that the resident agent resigns
33 as resident agent for the covered entities identified in the certificate, but
34 such resignation shall not become effective until 60 days after the
35 certificate is filed. There shall be attached to such certificate an affidavit of
36 such resident agent, if an individual, or of an authorized governor, if an
37 entity, that at least 30 days prior to the filing of such certificate, due notice
38 was sent by certified or registered mail to the covered entities for which
39 such resident agent is resigning as resident agent, at the principal office
40 thereof within or outside the state of Kansas, if known to such resident
41 agent, or if not so known, to the last known address of the individual at
42 whose request such resident agent was appointed for such entity, of the
43 resignation of such resident agent.

1 (b) After receipt of the notice of the resignation of its resident agent,
2 provided for in subsection (a), any covered entity for which such resident
3 agent was acting shall obtain and designate a new resident agent to
4 succeed the resident agent so resigning. Such covered entity shall pay a fee
5 and file with the secretary of state a certificate setting forth the name and
6 address of the successor resident agent. Upon such filing, the successor
7 resident agent shall become the resident agent of such covered entity and
8 the successor resident agent's address, as stated in such certificate, shall
9 become the address of the covered entity's registered office in this state. If,
10 prior to the expiration of the period of 60 days after the filing by the
11 resident agent of the certificate of resignation, such covered entity fails to
12 obtain and designate a new resident agent, as required by this subsection,
13 the secretary of state may declare the entity's organizing documents
14 forfeited or, in the case of a foreign entity, the secretary may declare the
15 foreign entity's authority to do business in this state forfeited.

16 (c) After the resignation of the resident agent shall have become
17 effective, as provided in subsection (a), and if no new resident agent shall
18 have been obtained and designated in the time and manner provided for in
19 subsection (b), service of legal process against the covered entity for
20 which the resigned resident agent had been acting shall thereafter be upon
21 the secretary of state in the manner prescribed by K.S.A. 60-304, and
22 amendments thereto.

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

27 New Sec. 30. (a) Subject to the constitution of the state of Kansas:

28 (1) The laws of the state, territory, possession, county or other
29 jurisdiction under which a foreign covered entity is organized govern its
30 organization and internal affairs and the liability of its members and
31 governors; and

32 (2) a foreign covered entity may not be denied registration by reason
33 of any difference between those laws and the laws of the state of Kansas.

34 (b) Registration with the secretary of state does not authorize a
35 foreign covered entity to engage in any business or exercise any power
36 that a covered entity may not engage in or exercise in this state as a foreign
37 covered entity.

38 (c) A foreign covered entity may conduct or promote any lawful
39 business or purposes, except as otherwise provided by the laws of this
40 state.

41 New Sec. 31. (a) Before doing business in the state of Kansas, a
42 foreign covered entity shall register with the secretary of state. In order to
43 register, a foreign covered entity shall submit to the secretary of state,

1 together with payment of the fee required by this act, an original copy
2 executed by a governor, of an application for registration as a foreign
3 covered entity, setting forth:

4 (1) The name of the foreign covered entity;
5 (2) the state or other jurisdiction or country where organized;
6 (3) the date of its organization;
7 (4) a statement issued by an appropriate authority in that jurisdiction
8 or by a third-party agent authorized by the secretary of state that the
9 foreign covered entity exists in good standing under the laws of the
10 jurisdiction of its organization;

11 (5) the nature of the business or purposes to be conducted or
12 promoted in the state of Kansas;

13 (6) the address of the registered office and the name and address of
14 the resident agent for service of process required to be maintained by this
15 act;

16 (7) an irrevocable written consent of the foreign covered entity that
17 actions may be commenced against it in the proper court of any county
18 where there is proper venue by the service of process on the secretary of
19 state as provided for in K.S.A. 60-304, and amendments thereto, and
20 stipulating and agreeing that such service shall be taken and held, in all
21 courts, to be as valid and binding as if due service had been made upon the
22 governors of the foreign covered entity;

23 (8) the name and business, residence or mailing address of each of the
24 governors; and

25 (9) the date on which the foreign covered entity first did, or intends to
26 do, business in the state of Kansas.

27 (b) A person shall not be deemed to be doing business in the state of
28 Kansas solely by reason of being a member or governor of a domestic
29 covered entity or a foreign covered entity.

30 New Sec. 32. (a) Activities of a foreign covered entity which do not
31 constitute doing business within the meaning of section 31, and
32 amendments thereto, include:

33 (1) Maintaining, defending or settling an action or proceeding;

34 (2) holding meetings or carrying on any other activity concerning its
35 internal affairs;

36 (3) maintaining bank accounts;

37 (4) maintaining offices or agencies for the transfer, exchange or
38 registration of the covered entity's own securities or maintaining trustees
39 or depositories with respect to those securities;

40 (5) selling through independent contractors;

41 (6) soliciting or obtaining orders, whether by mail or through
42 employees or agents or otherwise, if the orders require acceptance outside
43 this state before they become contracts;

1 (7) selling, by contract consummated outside the state of Kansas, and
2 agreeing, by the contract, to deliver into the state of Kansas machinery,
3 plants or equipment, the construction, erection or installation of which
4 within the state requires the supervision of technical engineers or skilled
5 employees performing services not generally available, and as part of the
6 contract of sale agreeing to furnish such services, and such services only,
7 to the vendee at the time of construction, erection or installation;

8 (8) creating, as borrower or lender, or acquiring indebtedness,
9 mortgages or security interests with or without a mortgage or other
10 security interest in real or personal property;

11 (9) securing or collecting debts or foreclosing mortgages or other
12 security interests in property securing the debts, and holding, protecting
13 and maintaining property so acquired;

14 (10) conducting an isolated transaction that is completed within 30
15 days and is not one in the course of similar transactions of like nature; and

16 (11) transacting business in interstate commerce.

17 (b) The ownership in this state of income producing real property or
18 tangible personal property, other than property excluded under subsection
19 (a), constitutes doing business in this state.

20 (c) A person shall not be deemed to be doing business in the state of
21 Kansas solely by reason of being a member, stockholder, limited partner or
22 governor of a domestic covered entity or a foreign covered entity.

23 (d) This section does not apply in determining the contacts or
24 activities that may subject a foreign covered entity to service of process,
25 taxation or regulation under any other law of this state.

26 New Sec. 33. The secretary of state shall not issue a registration to a
27 foreign covered entity unless the name of such covered entity is such as to
28 distinguish it upon the records of the office of the secretary of state from
29 the names of limited liability companies, corporations, limited
30 partnerships or limited liability partnerships organized under the laws of
31 this state or reserved or registered as a foreign limited liability company,
32 foreign corporation, foreign limited partnership or foreign limited liability
33 partnership under the laws of this state, except that a foreign covered entity
34 may register under a name which is not such as to distinguish it upon the
35 records of the office of the secretary of state from the name of other
36 limited liability companies, corporations, limited partnerships or limited
37 liability partnerships organized under the laws of this state or reserved or
38 registered as a foreign limited liability company, foreign corporation,
39 foreign limited partnership or foreign limited liability partnership under
40 the laws of this state if:

41 (a) Written consent is obtained from the other domestic or foreign
42 limited liability company, corporation, limited partnership or foreign
43 limited liability partnership and filed with the secretary of state; or

1 (b) the foreign covered entity indicates, as a means of identification
2 and in its advertising within this state, the state in which the foreign
3 covered entity was formed, and the application sets forth this condition.

4 New Sec. 34. (a) Each foreign covered entity shall have and maintain
5 in the state of Kansas:

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

8 (2) a resident agent for service of process on the covered entity,
9 which agent may be the foreign covered entity itself, an individual resident
10 of the state of Kansas, a domestic corporation, a domestic limited
11 partnership, a domestic limited liability company, a domestic business
12 trust, or a foreign corporation, foreign limited partnership, foreign limited
13 liability company or foreign business trust authorized to do business in the
14 state of Kansas whose business office is identical with the covered entity's
15 registered office.

16 (b) A resident agent may change the address of the registered office
17 of the foreign covered entity for which the resident agent is resident agent
18 to another address in the state of Kansas by:

19 (1) Paying the fee required by this act;

20 (2) filing with the secretary of state a certificate executed by the
21 resident agent, setting forth the names of all the foreign covered entities
22 represented by the resident agent and the address at which the resident
23 agent has maintained the registered office for each of such foreign covered
24 entity; and

25 (3) certifying to the new address to which each such registered office
26 will be changed on a given day and at which the resident agent will
27 thereafter maintain the registered office for each of the foreign covered
28 entities recited in the certificate. Upon the filing of the certificate, the
29 secretary of state shall furnish to the resident agent a certified copy of such
30 certificate. Thereafter, or until further change of address, as authorized by
31 law, the registered office in the state of Kansas of each of the foreign
32 covered entities recited in the certificate shall be located at the new
33 address of the resident agent of the entity given in the certificate. Filing of
34 the certificate shall be considered an amendment of the application of each
35 foreign covered entity affected by the certificate, and the foreign covered
36 entity shall not be required to take any further action with respect thereto,
37 to amend its application. Any resident agent filing a certificate under this
38 section, upon such filing, shall deliver promptly a copy of such certificate
39 to each foreign covered entity affected thereby.

40 (c) The resident agent of one or more foreign covered entities may
41 resign and appoint a successor resident agent by paying the fee required by
42 this act and filing a certificate with the secretary of state, stating that the
43 resident agent resigns as resident agent for the foreign covered entity

1 identified in the certificate and giving the name and address of the
2 successor resident agent. There shall be attached to the certificate a
3 statement executed by each affected foreign covered entity ratifying and
4 approving the change of resident agent. Upon the filing, the successor
5 resident agent shall become the resident agent of those foreign covered
6 entities that have ratified and approved the substitution and the successor
7 resident agent's address, as stated in the certificate, shall become the
8 address of each such foreign covered entities' registered office in the state
9 of Kansas. Filing of the certificate of resignation shall be deemed to be an
10 amendment of the application of each foreign covered entity affected by
11 the certificate, and the foreign covered entity shall not be required to take
12 any further action with respect thereto, to amend its application.

13 (d) The resident agent of one or more foreign covered entities may
14 resign without appointing a successor resident agent by paying the fee
15 required by this act and filing a certificate with the secretary of state
16 stating that the resident agent resigns as resident agent for the foreign
17 covered entities identified in the certificate, but the resignation shall not
18 become effective until 60 days after the certificate is filed. There shall be
19 attached to the certificate an affidavit that, at least 30 days prior to the date
20 of the filing of the certificate, notice of the resignation of the resident
21 agent was sent by certified or registered mail to each foreign covered
22 entity for which the resident agent is resigning as resident agent. The
23 affidavit shall state that the notice was sent to the principal office of each
24 of the foreign covered entity within or outside the state of Kansas, if
25 known to the resident agent or, if not, to the last known address of the
26 individual at whose request the resident agent was appointed for the
27 foreign covered entity. After receipt of the notice of the resignation of its
28 resident agent, the foreign covered entity for which the resident agent was
29 acting shall obtain and designate a new resident agent, to take the place of
30 the resident agent resigning. If a foreign covered entity fails to obtain and
31 designate a new resident agent within 60 days after the filing by the
32 resident agent of the certificate of resignation, that foreign covered entity
33 shall not be permitted to do business in the state of Kansas and its
34 registration shall be considered forfeited.

35 New Sec. 35. If any statement in the application for registration of a
36 foreign covered entity was false in any material respect when made or any
37 arrangements or other facts described have changed, making the
38 application inaccurate in any material respect, the foreign covered entity
39 shall file promptly with the secretary of state a certificate, executed by an
40 authorized person, correcting the statement, together with the fee required
41 by this act.

42 New Sec. 36. (a) A foreign covered entity, other than a limited
43 liability partnership, may cancel its registration by filing with the secretary

1 of state a certificate of cancellation executed by an authorized person,
2 together with the fee required by this act and the annual report and annual
3 report fee for any tax period which has ended. A cancellation does not
4 terminate the authority of the secretary of state to accept service of process
5 on the foreign covered entity with respect to causes of action arising out of
6 the doing of business in the state of Kansas.

7 (b) The filing of a certificate of dissolution or certificate of
8 cancellation issued by the proper official of the state or other jurisdiction
9 in which a foreign covered entity is organized shall have the same effect as
10 the filing of a certificate of cancellation as provided for in subsection (a)
11 above.

12 New Sec. 37. A certified copy of the document from the secretary of
13 state conclusively establishes that the original document is on file with the
14 secretary of state.

15 New Sec. 38. If any provision of this act or its application to any
16 person or circumstance is held invalid, the invalidity does not affect other
17 provisions or applications of the act which can be given effect without the
18 invalid provision or application. To this end, the provisions of this act are
19 severable.

20 Sec. 39. K.S.A. 17-6002 is hereby amended to read as follows: 17-
21 6002. (a) The articles of incorporation shall set forth:

22 (1) ~~The name of the corporation which, except for banks, shall~~
23 ~~contain one of the words "association," "church," "college," "company,"~~
24 ~~"corporation," "club," "foundation," "fund," "incorporated," "institute,"~~
25 ~~"society," "union," "university," "syndicate" or "limited," or one of the~~
26 ~~abbreviations "co.," "corp.," "inc.," "Ltd.," or words or abbreviations of like~~
27 ~~import in other languages if they are written in Roman characters or~~
28 ~~letters, and which shall be such as to distinguish it upon the records in the~~
29 ~~office of the secretary of state from the names of other corporations,~~
30 ~~limited liability companies and limited partnerships organized, reserved or~~
31 ~~registered under the laws of this state, unless there shall be obtained the~~
32 ~~written consent of such other corporation, limited liability company or~~
33 ~~limited partnership executed and filed in accordance with K.S.A. 17-6003,~~
34 ~~and amendments thereto. The name of every corporation heretofore~~
35 ~~organized, except for banks, may be changed to conform to the provisions~~
36 ~~of this section, but such change of name for existing corporations shall not~~
37 ~~be required, and nothing herein shall be construed as requiring any~~
38 ~~corporation which is subject to special statutory regulation to include any~~
39 ~~of such names or abbreviations in the name of such corporation if such~~
40 ~~name or abbreviation would be inconsistent or in conflict with such special~~
41 ~~statutory regulation pursuant to sections 18 and 19, and amendments~~
42 ~~thereto, of the business entity standard treatment act;~~

43 (2) the address, which shall include the street, number, city and zip

1 code of the corporation's registered office in this state, and the name of its
2 resident agent at such address;

3 (3) the nature of the business or purposes to be conducted or
4 promoted. It shall be sufficient to state, either alone or with other
5 businesses or purposes, that the purpose of the corporation is to engage in
6 any lawful act or activity for which corporations may be organized under
7 the Kansas general corporation code, and by such statement all lawful acts
8 and activities shall be within the purposes of the corporation, except for
9 express limitations, if any;

10 (4) if the corporation is to be authorized to issue only one class of
11 stock, the total number of shares of stock which the corporation shall have
12 authority to issue and the par value of each of such shares, or a statement
13 that all such shares are to be without par value. If the corporation is to be
14 authorized to issue more than one class of stock, the articles of
15 incorporation shall set forth the total number of shares of all classes of
16 stock which the corporation shall have authority to issue and the number
17 of shares of each class, and shall specify each class the shares of which are
18 to be without par value, and each class the shares of which are to have a
19 par value and the par value of the shares of each such class. The articles of
20 incorporation shall also set forth a statement of the designations and the
21 powers, preferences and rights, and the qualifications, limitations or
22 restrictions thereof, which are permitted by K.S.A. 17-6401, and
23 amendments thereto, in respect to any class or classes of stock or any
24 series of any class of stock of the corporation and the fixing of which by
25 the articles of incorporation is desired, and an express grant of such
26 authority as it may then be desired to grant to the board of directors to fix
27 by resolution or resolutions any thereof that may be desired but which
28 shall not be fixed by the articles of incorporation. The provisions of this
29 subsection shall not apply to corporations which are not organized for
30 profit and which are not to have authority to issue capital stock. In the case
31 of such corporations, the fact that they are not to have authority to issue
32 capital stock shall be stated in the articles of incorporation and unless
33 otherwise provided in the articles of incorporation or bylaws, the directors
34 of such corporation shall be members for all purposes under the Kansas
35 general corporation code. The conditions of membership of such
36 corporations shall likewise be stated in the articles of incorporation or the
37 articles may provide that the conditions of membership shall be stated in
38 the bylaws, and if a corporation not organized for profit is to have
39 authority to issue capital stock, such fact shall be stated in the articles of
40 incorporation;

41 (5) the name and mailing address of the incorporator or incorporators;
42 and

43 (6) if the powers of the incorporator or incorporators are to terminate

1 upon the filing of the articles of incorporation, the names and mailing
2 addresses of the persons who are to serve as directors until the first annual
3 meeting of stockholders or until their successors are elected and qualify.

4 (b) In addition to the matters required to be set forth in the articles of
5 incorporation by subsection (a), the articles of incorporation may also
6 contain any or all of the following matters:

7 (1) Any provision for the management of the business and for the
8 conduct of the affairs of the corporation, and any provision creating,
9 defining, limiting and regulating the sale or other disposition of stock and
10 the powers of the corporation, the directors and the stockholders, or any
11 class of the stockholders, or the members of a nonstock corporation, if
12 such provisions are not contrary to the laws of this state. Any provision
13 which is required or permitted by any section of this act to be stated in the
14 bylaws may be stated instead in the articles of incorporation;

15 (2) the following provisions, in these words: "Whenever a
16 compromise or arrangement is proposed between this corporation and its
17 creditors or any class of them or between this corporation and its
18 stockholders or any class of them, any court of competent jurisdiction
19 within the state of Kansas, on the application in a summary way of this
20 corporation or of any creditor or stockholder thereof or on the application
21 of any receiver or receivers appointed for this corporation under the
22 provisions of K.S.A. 17-6808 and 17-6901, and amendments thereto, may
23 order a meeting of the creditors or class of creditors, or of the stockholders
24 or class of stockholders of this corporation, as the case may be, to be
25 summoned in such manner as the court directs. If a majority in number
26 representing $\frac{3}{4}$ in value of the creditors or class of creditors, or of the
27 stockholders or class of stockholders of this corporation, as the case may
28 be, agree to any compromise or arrangement and to any reorganization of
29 this corporation as consequence of such compromise or arrangement and
30 the reorganization, if sanctioned by the court to which the application has
31 been made, shall be binding on all the creditors or class of creditors, or on
32 all the stockholders or class of stockholders, of this corporation, as the
33 case may be, and also on this corporation";

34 (3) such provisions as may be desired granting to the holders of the
35 stock of the corporation, or the holders of any class or series of a class
36 thereof, the preemptive right to subscribe to any or all additional issues of
37 stock of the corporation of any or all classes or series thereof, or to any
38 securities of the corporation convertible into such stock. No stockholder
39 shall have any preemptive right to subscribe to an additional issue of stock
40 or to any security convertible into such stock unless, and except to the
41 extent that, such right is expressly granted to such stockholder in the
42 articles of incorporation. All such rights in existence on July 1, 1972, shall
43 remain in existence unaffected by this paragraph (3) unless and until

1 changed or terminated by appropriate action which expressly provides for
2 such change or termination;

3 (4) provisions requiring for any corporate action, the vote of a larger
4 portion of the stock or of any class or series thereof, or of any other
5 securities having voting power, or a larger number of the directors, than is
6 required by this act;

7 (5) a provision limiting the duration of the corporation's existence to a
8 specified date; otherwise, the corporation shall have perpetual existence;

9 (6) a provision imposing personal liability for the debts of the
10 corporation on its stockholders or members to a specified extent and upon
11 specified conditions; otherwise, the stockholders or members of a
12 corporation shall not be personally liable for the payment of the
13 corporation's debts except as they may be liable by reason of their own
14 conduct or acts;

15 (7) the manner of adoption, alteration and repeal of bylaws; and

16 (8) a provision eliminating or limiting the personal liability of a
17 director to the corporation or its stockholders, policyholders or members
18 for monetary damages for breach of fiduciary duty as a director, provided
19 that such provision shall not eliminate or limit the liability of a director (A)
20 for any breach of the director's duty of loyalty to the corporation or its
21 stockholders, policyholders or members, (B) for acts or omissions not in
22 good faith or which involve intentional misconduct or a knowing violation
23 of law, (C) under the provisions of K.S.A. 17-6424, and amendments
24 thereto, or (D) for any transaction from which the director derived an
25 improper personal benefit. No such provision shall eliminate or limit the
26 liability of a director for any act or omission occurring prior to the date
27 when such provision becomes effective. All references in this subsection to
28 a director shall be deemed also to refer to a member of the governing body
29 of a corporation which is not authorized to issue capital stock.

30 (c) It shall not be necessary to set forth in the articles of incorporation
31 any of the powers conferred on corporations by this act.

32 Sec. 40. K.S.A. 2013 Supp. 17-6003 is hereby amended to read as
33 follows: 17-6003. ~~(a) When any provision of this act requires any~~
34 ~~instrument to be filed with the secretary of state or in accordance with this~~
35 ~~section, such instrument shall be executed as follows:~~

36 ~~(1) The articles of incorporation shall be signed by the incorporator or~~
37 ~~incorporators, and any other instrument to be filed before the election of~~
38 ~~the initial board of directors, if the initial directors were not named in the~~
39 ~~articles of incorporation, shall be signed by the incorporator or~~
40 ~~incorporators. If any incorporator is not available by reason of death,~~
41 ~~incapacity, refusal or neglect to act, then the instrument may be signed by~~
42 ~~any person for whom or on whose behalf such incorporator was acting as~~
43 ~~employee or agent. The instrument shall state that the incorporator is not~~

1 available and the reason therefor; that such incorporator was acting as
2 employee or agent for or on behalf of such person; and that such person's
3 signature is authorized.

4 (2) All other instruments shall be signed: (i) By any authorized
5 officer of the corporation; (ii) if it appears from the instrument that there
6 are no such officers, by a majority of the directors or by such directors as
7 may be designated by the board; (iii) if it appears from the instrument that
8 there are no such officers or directors, by the holders of record, or such of
9 them as may be designated by the holders of record, of a majority of all
10 outstanding shares of stock; or (iv) by the holders of record of all
11 outstanding shares of stock.

12 (b) The execution of any document required to be filed with the
13 secretary of state pursuant to chapter 17 of the Kansas Statutes Annotated
14 shall constitute an oath or affirmation, under the penalties of perjury, that
15 the facts stated in the document are true.

16 (c) When any provision of this act requires any instrument to be filed
17 with the secretary of state or in accordance with this section, such
18 requirement means that:

19 (1) The original signed instrument shall be delivered to the office of
20 the secretary of state, where the instrument shall be recorded in an
21 electronic medium. Any signature on documents authorized to be filed
22 with the secretary of state under the provisions of this act may be a
23 facsimile, a conformed signature or an electronically transmitted signature;

24 (2) all taxes and fees authorized by law to be collected by the
25 secretary of state in connection with the filing of the instrument shall be
26 tendered to the secretary of state;

27 (3) upon delivery of the instrument, and upon tender of the required
28 taxes and fees, the secretary of state shall certify that the instrument has
29 been filed in the office of secretary of state by endorsing upon the
30 electronically recorded document the word "Filed" and the date and hour
31 of its filing. This endorsement is the "filing date" of the instrument and is
32 conclusive of the date and time of its filing in the absence of actual fraud.
33 The secretary of state shall thereupon record the endorsed instrument in an
34 electronic medium; and

35 (4) the secretary of state shall return a certified copy of the recorded
36 document, except this provision shall not apply to annual reports.

37 (d) Any instrument filed in accordance with subsection (c) shall be
38 effective upon its filing date. Except where it has been determined
39 otherwise by a court of competent jurisdiction, any instrument filed in
40 accordance with subsections (c)(1) through (c)(4) prior to July 1, 1998,
41 shall be deemed to be effective on the date it was so filed, unless a
42 different effective date was specified for the instrument in accordance with
43 this subsection, and the recording of such instrument with a register of

1 deeds shall not be required in order for the instrument to take effect. Any
2 instrument may provide that it is not to become effective until a specified
3 date subsequent to its filing date, but such date shall not be later than 90
4 days after its filing date. If any instrument filed in accordance with
5 subsection (c) provides for a future effective date and the transaction is
6 terminated or its terms are amended to change the future effective date
7 prior to the future effective date, the instrument shall be terminated or
8 amended by the filing, prior to the future effective date, of a certificate of
9 termination or a certificate of amendment of the original instrument,
10 executed and filed in accordance with this section. The certificate shall
11 identify the instrument which has been terminated or amended, and shall
12 state that the instrument has been terminated or the manner in which it has
13 been amended.

14 (e) If another section of this act or any other law of this state
15 specifically prescribes a manner of executing or filing a specified
16 instrument or a time when such instrument shall become effective, which
17 differs from the corresponding provisions of this section, then the
18 provisions of such other section shall govern.

19 (f) When any instrument authorized to be filed with the secretary of
20 state under any provision of this act has been so filed and is an inaccurate
21 record of the corporate action therein referred to, or was defectively or
22 erroneously executed, such instrument may be corrected by filing with the
23 secretary of state a certificate of correction of such instrument which shall
24 be executed and filed in accordance with this section. The certificate of
25 correction shall specify the inaccuracy or defect to be corrected and shall
26 set forth the portion of the instrument in corrected form. In lieu of filing a
27 certificate of correction, the instrument may be corrected by filing with the
28 secretary of state a corrected instrument which shall be executed and filed
29 in accordance with this section. The corrected instrument shall be
30 specifically designated as such in its heading, shall specify the inaccuracy
31 or defect to be corrected, and shall set forth the entire instrument in
32 corrected form. An instrument corrected in accordance with this section
33 shall be effective as of the date the original instrument was filed, except as
34 to those persons who are substantially and adversely affected by the
35 correction and as to those persons, the corrected instrument shall be
36 effective from the filing date.

37 (g)(b) When any corporation conveys any lands or interests therein by
38 deed or other appropriate instrument of conveyance, such deed or
39 instrument shall be executed on behalf of the corporation by any
40 authorized officer of the corporation. Such deed or instrument, when
41 acknowledged by such officer to be the act of the corporation, or proved in
42 the same manner provided for other conveyances of lands, may be
43 recorded in the same manner and with the same effect as other deeds.

1 Corporations likewise shall have power to convey by an agent or attorney
2 so authorized under power of attorney or other instrument containing a
3 power to convey real estate or any interest therein, which power of
4 attorney shall be executed by the corporation in the same manner as herein
5 provided for the execution of deeds or other instruments of conveyance.

6 ~~(h) If any instrument authorized to be filed with the secretary of state
7 is filed and is inaccurately, defectively or erroneously executed or
8 otherwise defective in any respect, the secretary of state shall not be liable
9 to any person for the preclearance for filing, the acceptance for filing or
10 the filing and indexing such instrument.~~

11 Sec. 41. K.S.A. 17-7673 is hereby amended to read as follows: 17-
12 7673. (a) In order to form a limited liability company, articles of
13 organization shall be filed with the secretary of state and set forth:

- 14 (1) The name of the limited liability company;
- 15 (2) the address of the registered office and the name and address of
16 the resident agent for service of process required to be maintained by
17 K.S.A. 17-7666, and amendments thereto;
- 18 (3) any other matters the members determine to include therein; and
- 19 (4) if the limited liability company is organized to exercise the
20 powers of a professional association or corporation, each such profession
21 shall be stated.

22 ~~(b) A limited liability company is formed at the time of the filing of
23 the initial articles of organization with the secretary of state or at any later
24 date or time specified in the articles of organization which is not later than
25 90 days after the date of filing, if, in either case, there has been substantial
26 compliance with the requirements of this section. A limited liability
27 company formed under this act shall be a separate legal entity, the
28 existence of which as a separate legal entity shall continue until
29 cancellation of the limited liability company's articles of organization.~~

30 (c) An operating agreement may be entered into either before, after or
31 at the time of the filing of the articles of organization and, whether entered
32 into before, after or at the time of such filing, may be made effective as of
33 the formation of the limited liability company or at such other time or date
34 as provided in the operating agreement.

35 Sec. 42. K.S.A. 17-7674 is hereby amended to read as follows: 17-
36 7674. (a) Articles of organization are amended by filing a certificate of
37 amendment thereto with the secretary of state. The certificate of
38 amendment shall set forth:

- 39 (1) The name of the limited liability company; and
 - 40 (2) the amendment to the articles of organization.
- 41 (b) A manager or, if there is no manager, then any member who
42 becomes aware that any statement in the articles of organization was false
43 when made, or that any matter described has changed making the articles

1 of organization false in any material respect, shall promptly amend the
2 articles of organization.

3 (c) Articles of organization may be amended at any time for any other
4 proper purpose.

5 ~~(d) Unless otherwise provided in this act or unless a later effective~~
6 ~~date or time (which shall be a date or time certain within 90 days of the~~
7 ~~date of filing) is provided for in the certificate of amendment, a certificate~~
8 ~~of amendment shall be effective at the time of its filing with the secretary~~
9 ~~of state.~~

10 Sec. 43. K.S.A. 17-7677 is hereby amended to read as follows: 17-
11 7677. (a) ~~If a person required to execute a certificate required by this act~~
12 ~~fails or refuses to do so, any other person who is adversely affected by the~~
13 ~~failure or refusal may petition the district court to direct the execution of~~
14 ~~the certificate. If the court finds that the execution of the certificate is~~
15 ~~proper and that any person so designated has failed or refused to execute~~
16 ~~the certificate, it shall order the secretary of state to record an appropriate~~
17 ~~certificate.~~

18 ~~(b) If a person required to execute an operating agreement or~~
19 ~~amendment thereof fails or refuses to do so, any other person who is~~
20 ~~adversely affected by the failure or refusal may petition the district court to~~
21 ~~direct the execution of the operating agreement or amendment thereof. If~~
22 ~~the court finds that the operating agreement or amendment thereof should~~
23 ~~be executed and that any person required to execute the operating~~
24 ~~agreement or amendment thereof has failed or refused to do so, it shall~~
25 ~~enter an order granting appropriate relief.~~

26 Sec. 44. K.S.A. 2013 Supp. 56a-1102 is hereby amended to read as
27 follows: 56a-1102. (a) ~~Before transacting business in this state, a foreign~~
28 ~~limited liability partnership must file a statement of foreign qualification.~~
29 ~~The statement must contain:~~

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

34 ~~(2) the address of the registered office and the name of the resident~~
35 ~~agent for service of process required to be maintained pursuant to K.S.A.~~
36 ~~2013 Supp. 56a-1106, and amendments thereto; and~~

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

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

1 (e)(b) An amendment or cancellation of a statement of foreign
2 qualification is effective when it is filed or on a deferred effective date
3 specified in the amendment or cancellation.

4 Sec. 45. K.S.A. 17-6002, 17-6003a, 17-6201, 17-6202, 17-6203, 17-
5 6205, 17-6206, 17-7302, 17-7303, 17-7306, 17-7402, 17-7664, 17-7665,
6 17-7666, 17-7673, 17-7674, 17-7676, 17-7677, 17-7683, 17-76,120, 17-
7 76,121a, 17-76,123, 17-76,124, 17-76,125, 17-76,136, 17-76,142, 56-
8 1a102, 56-1a103, 56-1a105, 56-1a108, 56-1a154, 56-1a155, 56-1a501, 56-
9 1a502, 56-1a503, 56-1a505, 56-1a506, 56-1a511, 56-1a605, 56a-1002,
10 56a-1101 and 56a-1104 and K.S.A. 2013 Supp. 17-6003, 17-6204, 17-
11 7301, 17-7506, 17-7678, 56-1a104, 56-1a504, 56a-1005, 56a-1102 and
12 56a-1106 are hereby repealed.

13 Sec. 46. This act shall take effect and be in force from and after July
14 1, 2015 and its publication in the statute book.