

MINUTES OF THE SENATE JUDICIARY COMMITTEE

The meeting was called to order by Chairman Thomas C. (Tim) Owens at 9:36 a.m. on February 3, 2009, in Room 545-N of the Capitol.

All members were present.

Committee staff present:

Jason Thompson, Office of the Revisor of Statutes
Doug Taylor, Office of the Revisor of Statutes
Athena Andaya, Kansas Legislative Research Department
Karen Clowers, Committee Assistant

Conferees appearing before the committee:

Stephanie Mickelsen, Deputy Assistant Secretary of State
Edwin W. Hecker, Jr., Professor of Law
Dianne Minear, Secretary of State's Office

Others attending:

See attached list.

The Chairman opened the hearing on **SB 85 - Secretary of state; return of filings.**

Stephanie Mickelsen testified in support indicating the bill will allow the Office of the Secretary of State to return a certified copy rather than original documents. Enactment will accommodate the anticipated move to electronic filing as well as reduce confusion among customers. ([Attachment 1](#))

There being no further conferees, the hearing on **SB 85** was closed.

The Chairman opened the hearing on **SB 86 - Secretary of state; letters of good standing.**

Stephanie Mickelsen testified in support stating enactment of **SB 86** will reduce redundancies and streamline services by incorporating information for corporations currently provided in the Letter of Good Standing into the Certificate of Good Standing. ([Attachment 2](#))

There being no further conferees, the hearing on **SB 86** was closed.

The Chairman opened the hearing on **SB 132 - Enacting business entity transaction act.**

Dianne Minear, proponent, reviewed the bill which would enact the Business Entity Transactions Act (BETA). The bill provides comprehensive statutory authority for business entities (corporations, partnerships, limited partnerships, and limited liability companies) to perform mergers, conversions, interest exchanges, and domestications with similar or dissimilar business entities. Ms. Minear also provided a amendment addressing a technical correction. ([Attachments 3 & 4](#))

Edwin Hecker appeared in support providing detailed information of the history and development of business entities. There are four major business entities, corporations, limited liability companies, partnerships and limited partnerships which are each governed by their own set of statutes. Currently there is no statute to allow partnerships or limited liability companies to convert into a corporation, a statute permitting corporations to convert into any other type of entity, or statutory authorization for mandatory interest exchanges or domestications. **SB 132** seeks to fill these voids, it is good public policy and good for business. Mr. Hecker indicated the American Bar Association and the Uniform Commissioners on State laws have endorsed the Business Entity Transactions Act. ([Attachment 5](#))

There being no further conferees, the hearing on **SB 132** was closed.

Approval of Minutes

CONTINUATION SHEET

Minutes of the Senate Judiciary Committee at 9:36 a.m. on February 3, 2009, in Room 545-N of the Capitol.

Senator Haley moved, Senator Pilcher-Cook seconded, to approve the minutes of January 20 and January 21. Motion carried.

The Chairman notified the Committee of his intention to refer **SB 27 - Presumption of paternity; genetic testing** to the Judicial Council for further review.

Senator Schmidt indicated following the Committees action passing **SB 28** a question was raised regarding complications arising from merger of misdemeanor and felony.

Senator Schmidt moved, Senator Vratil seconded, to reconsider **SB 28 – Driver’s license penalties for unlawful possession of a controlled substance or analog which occurs while transporting the substance or analog in a vehicle.** Motion carried.

The next meeting is scheduled for February 4, 2009.

The meeting was adjourned at 10:15 a.m.