

SENATE BILL No. 276

By Committee on Ways and Means

3-9

1 AN ACT concerning corporations and business entities; relating to
2 business filings with the secretary of state; limited liability companies;
3 amending K.S.A. 17-6601, 17-6602, 17-7002, 56-1a152 and 56-1a153
4 and K.S.A. 2014 Supp. 17-7673, 17-7674, 17-7675, 17-7677, 17-7680,
5 17-7681, 17-76,128, 17-76,143, 17-76,146, 17-7910, 17-7912, 17-
6 7916, 17-7918, 17-7931, 17-7932, 17-7933, 17-7934 and 17-7937 and
7 repealing the existing sections; also repealing K.S.A. 17-7304, 17-7308
8 and 56-1a508 and K.S.A. 2014 Supp. 17-7664, 17-7666, 17-7673a, 17-
9 7674a, 17-7676, 17-7677a, 17-7678, 17-7683, 17-76,121, 17-76,121a,
10 17-76,122, 17-76,123, 17-76,124, 17-76,125, 17-76,127 and 56-1a156.
11

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

13 Section 1. K.S.A. 17-6601 is hereby amended to read as follows: 17-
14 6601. (a) Before a corporation has received any payment for any of its
15 stock, it may amend its articles of incorporation at any time or times, in
16 any and as many respects as may be desired, so long as its articles of
17 incorporation, as amended, would contain only such provisions as it would
18 be lawful and proper to insert in an original articles of incorporation filed
19 at the time of filing the amendment.

20 (b) The amendment of the articles of incorporation authorized by this
21 section shall be adopted by a majority of the incorporators, if directors
22 were not named in the original articles of incorporation or have not yet
23 been elected, or, if directors were named in the original articles of
24 incorporation or have been elected and have qualified, by a majority of the
25 directors. A certificate setting forth the amendment and certifying that the
26 corporation has not received any payment for any of its stock and that the
27 amendment has been duly adopted in accordance with the provisions of
28 this section shall be executed and filed in accordance with K.S.A. ~~17-6603~~
29 *2014 Supp. 17-7910*, and amendments thereto. Upon such filing, the
30 corporation's articles of incorporation shall be deemed to be amended
31 accordingly as of the date on which the original articles of incorporation
32 became effective except as to those persons who are substantially and
33 adversely affected by the amendment and as to those persons the
34 amendment shall be effective from the filing date.

35 Sec. 2. K.S.A. 17-6602 is hereby amended to read as follows: 17-
36 6602. (a) After a corporation has received payment for any of its capital

1 stock, it may amend its articles of incorporation, from time to time, in any
2 and as many respects as may be desired, so long as its articles of
3 incorporation, as amended, would contain only such provisions as it would
4 be lawful and proper to insert in an original articles of incorporation filed
5 at the time of the filing of the amendment. If a change in stock or the rights
6 of stockholders, or an exchange, reclassification or cancellation of stock or
7 rights of stockholders is to be made, the amendment to the articles of
8 incorporation shall contain such provisions as may be necessary to effect
9 such change, exchange, reclassification or cancellation. In particular, and
10 without limitation upon such general power of amendment, a corporation
11 may amend its articles of incorporation, from time to time, so as:

12 (1) To change its corporate name;

13 (2) to change, substitute, enlarge or diminish the nature of its business
14 or its corporate powers and purposes;

15 (3) to increase or decrease its authorized capital stock or to reclassify
16 the same, by changing the number, par value, designations, preferences, or
17 relative, participating, optional or other special rights of the shares, or the
18 qualifications, limitations or restrictions of such rights, or by changing
19 shares with par value into shares without par value, or shares without par
20 value into shares with par value either with or without increasing or
21 decreasing the number of shares;

22 (4) to cancel or otherwise affect the right of the holders of the shares
23 of any class to receive dividends which have accrued but have not been
24 declared;

25 (5) to create new classes of stock having rights and preferences either
26 prior and superior or subordinate and inferior to the stock of any class then
27 authorized, whether issued or unissued; or

28 (6) to change the period of its duration. Any or all such changes or
29 alterations may be effected by one certificate of amendment.

30 (b) Notwithstanding the provisions of subsection (c), the board of
31 directors of a corporation that is registered or intends to register as an
32 open-end investment company under the investment company act of 1940,
33 15 § U.S.C. 80a-1 et seq., after the registration takes effect, by resolution,
34 may approve the amendment of the articles of incorporation of the
35 corporation to: (1) Increase or decrease the aggregate number of shares of
36 stock or the number of shares of any class of stock that the corporation has
37 authority to issue; or (2) authorize the issuance of an indefinite number of
38 shares of any such stock, unless a provision has been included in the
39 charter of the corporation after July 1, 1995, prohibiting such action by the
40 board of directors without stockholder approval. A certificate setting forth
41 the amendment and certifying that such amendment has been duly adopted
42 in accordance with the provisions of this section shall be executed and
43 filed, and shall become effective, in accordance with K.S.A. ~~17-6003~~ 2014

1 *Supp. 17-7910*, and amendments thereto. If the board of directors
2 authorizes the issuance of an indefinite number of shares of any class of
3 stock of the corporation pursuant to this subsection, such authorization
4 shall be disclosed wherever the corporation would otherwise be required
5 by law to disclose the total number of authorized shares of any such class
6 of stock of the corporation.

7 (c) Except as provided in subsection (b), every amendment authorized
8 by subsection (a) shall be made and effected in the following manner:

9 (1) If the corporation has capital stock, its board of directors shall
10 adopt a resolution setting forth the amendment proposed, declaring its
11 advisability, and either calling a special meeting of the stockholders
12 entitled to vote for the consideration of such amendment or directing that
13 the amendment proposed be considered at the next annual meeting of the
14 stockholders. Such special or annual meeting shall be called and held upon
15 notice in accordance with K.S.A. 17-6512, and amendments thereto. The
16 notice shall set forth such amendment in full or a brief summary of the
17 changes to be effected thereby, as the directors shall deem advisable. At
18 the meeting a vote of the stockholders entitled to vote shall be taken for
19 and against the proposed amendment. If a majority of the outstanding
20 stock entitled to vote, and a majority of the outstanding stock of each class
21 entitled to vote as a class has been voted in favor of the amendment, a
22 certificate setting forth the amendment and certifying that such amendment
23 has been duly adopted in accordance with the provisions of this section
24 shall be executed and filed, and shall become effective, in accordance with
25 K.S.A. ~~17-6003~~ *2014 Supp. 17-7910*, and amendments thereto.

26 (2) The holders of the outstanding shares of a class shall be entitled to
27 vote as a class upon a proposed amendment, whether or not entitled to vote
28 by the provisions of the articles of incorporation, if the amendment would
29 increase or decrease the aggregate number of authorized shares of such
30 class, increase or decrease the par value of the shares of such class, or alter
31 or change the powers, preferences or special rights of the shares of such
32 class so as to affect them adversely. If any proposed amendment would
33 alter or change the powers, preferences or special rights of one or more
34 series of any class so as to affect them adversely, but does not affect the
35 entire class, then only the shares of the series affected by the amendment
36 shall be considered a separate class for the purposes of this subsection. The
37 number of authorized shares of any such class or classes of stock may be
38 increased or decreased, but not below the number of shares then
39 outstanding, by the affirmative vote of the holders of a majority of the
40 stock of the corporation entitled to vote, if so provided in the original
41 articles of incorporation or in any amendment which created such class or
42 classes of stock or in any amendment which was authorized by a
43 resolution or resolutions adopted by the affirmative vote of the holders of a

1 majority of such class or classes of stock.

2 (3) If the corporation has no capital stock, then the governing body of
3 the corporation shall adopt a resolution setting forth the amendment
4 proposed and declaring its advisability. If at a subsequent meeting, held
5 not earlier than 15 days and not later than 60 days from the meeting at
6 which such resolution has been passed, a majority of all the members of
7 the governing body shall vote in favor of such amendment, a certificate
8 thereof shall be executed and filed, and shall become effective, in
9 accordance with K.S.A. ~~17-6003~~ *2014 Supp. 17-7910*, and amendments
10 thereto. The articles of incorporation of any such corporation without
11 capital stock may contain a provision requiring any amendment to be
12 approved by a specified number or percentage of the members or of any
13 specified class of members of such corporation, in which event only one
14 meeting of the governing body thereof shall be necessary, and such
15 proposed amendment shall be submitted to the members or to any
16 specified class of members of such corporation without capital stock in the
17 same manner, so far as applicable, as is provided in this section for an
18 amendment to the articles of incorporation of a stock corporation. In the
19 event of the adoption of such amendment, a certificate evidencing such
20 amendment shall be executed and filed and shall become effective in
21 accordance with K.S.A. ~~17-6003~~ *2014 Supp. 17-7910*, and amendments
22 thereto.

23 (4) Whenever the articles of incorporation shall require for action by
24 the board of directors, by the holders of any class or series of shares or by
25 the holders of any other securities having voting power the vote of a
26 greater number or proportion than is required by any section of this act, the
27 provision of the articles of incorporation requiring such greater vote shall
28 not be altered, amended or repealed except by such greater vote.

29 (d) The resolution authorizing a proposed amendment to the articles
30 of incorporation may provide that at any time prior to the filing of the
31 amendment with the secretary of state, notwithstanding authorization of
32 the proposed amendment by the stockholders of the corporation or by the
33 members of a nonstock corporation, the board of directors or governing
34 body may abandon such proposed amendment without further action by
35 the stockholders or members.

36 Sec. 3. K.S.A. 17-7002 is hereby amended to read as follows: 17-
37 7002. (a) Any corporation may procure an extension, renewal or
38 reinstatement of its articles of incorporation, if a domestic corporation, or
39 its authority to engage in business, if a foreign corporation, together with
40 all the rights, franchises, privileges and immunities and subject to all of its
41 duties, debts and liabilities which had been secured or imposed by its
42 original articles of incorporation, and all amendments thereto, or by its
43 authority to engage in business, as the case may be, and may designate a

1 new registered office and resident agent in the following instances:

2 (1) At any time before the expiration of the time limited for the
3 corporation's existence;

4 (2) at any time, where the corporation's articles of incorporation, if a
5 domestic corporation, or the authority to engage in business, if a foreign
6 corporation, has become inoperative by law for nonpayment of taxes or
7 fees, or failure to file its annual report;

8 (3) at any time, where the articles of incorporation of a domestic
9 corporation or the authority to engage in business of a foreign corporation
10 has expired by reason of failure to renew it;

11 (4) at any time, where the articles of incorporation of a domestic
12 corporation or the authority to engage in business of a foreign corporation
13 has been renewed, but through failure to comply strictly with the
14 provisions of this act, the validity of such renewal has been brought into
15 question; and

16 (5) at any time, where the articles of incorporation of a domestic
17 corporation or the authority to engage in business of a foreign corporation
18 has been forfeited pursuant to ~~subsection (e) of K.S.A. 17-6206~~ 2014
19 *Supp. 17-7929*, and amendments thereto.

20 (b) The extension, renewal or reinstatement of the articles of
21 incorporation or authority to engage in business may be procured by
22 executing and filing a certificate in accordance with ~~K.S.A. 17-6003~~ 2014
23 *Supp. 17-7910*, and amendments thereto.

24 (c) The certificate required by subsection (b) shall state:

25 (1) The name of the corporation, which shall be the existing name of
26 the corporation or the name it bore when its articles of incorporation or
27 authority to engage in business expired, except as provided in subsection
28 (e);

29 (2) if a new registered office and resident agent is designated, the
30 address of the corporation's registered office in this state, which shall
31 include the street, city and zip code and the name of its resident agent at
32 such address;

33 (3) whether or not the renewal, or reinstatement is to be perpetual
34 and, if not perpetual, the time for which the renewal or reinstatement is to
35 continue; and, in case of renewal before the expiration of the time limited
36 for its existence, the date when the renewal is to commence, which shall be
37 prior to the date of the expiration of the old articles of incorporation or
38 authority to engage in business which it is desired to renew;

39 (4) that the corporation desiring to be renewed or reinstated and so
40 renewing or reinstating its corporate existence was duly organized under
41 the laws of the state of its original incorporation;

42 (5) the date when the articles of incorporation or the authority to
43 engage in business would expire, if such is the case, or such other facts as

1 may show that the articles of incorporation or the authority to engage in
2 business has become inoperative or void or that the validity of any renewal
3 has been brought into question; and

4 (6) that the certificate for reinstatement is filed by authority of those
5 who were directors or members of the governing body of the corporation
6 at the time its articles of incorporation or the authority to engage in
7 business expired, or who were elected directors or members of the
8 governing body of the corporation as provided in subsection (g).

9 (d) Upon the filing of the certificate in accordance with K.S.A. ~~47-~~
10 ~~6003~~ *2014 Supp. 17-7910*, and amendments thereto, the corporation shall
11 be renewed or reinstated with the same force and effect as if its articles of
12 incorporation had not become inoperative and void or had not expired by
13 limitation. Such reinstatement shall validate all contracts, acts, matters and
14 things made, done and performed within the scope of its articles of
15 incorporation by the corporation, its officers and agents during the time
16 when its articles of incorporation were inoperative or void or after their
17 expiration by limitation, with the same force and effect and to all intents
18 and purposes as if the articles of incorporation had at all times remained in
19 full force and effect. All real and personal property, rights and credits,
20 which belonged to the corporation at the time its articles of incorporation
21 became inoperative or void, or expired by limitation and which were not
22 disposed of prior to the time of its renewal or reinstatement shall be vested
23 in the corporation after its renewal or reinstatement, as fully and amply as
24 they were held by the corporation at and before the time its articles of
25 incorporation became inoperative or void or expired by limitation, and the
26 corporation after its renewal or reinstatement shall be as exclusively liable
27 for all contracts, acts, matters and things made, done or performed in its
28 name and on its behalf by its officers and agents prior to its reinstatement,
29 as if its articles of incorporation had remained at all times in full force and
30 effect.

31 (e) If, since the articles of incorporation became inoperative or void
32 for nonpayment of taxes or fees, or, failure to file annual reports or expired
33 by limitation, any other corporation organized under the laws of this state
34 shall have adopted the same name as the corporation sought to be renewed
35 or reinstated or shall have adopted a name so nearly similar thereto as not
36 to distinguish it from the corporation to be renewed or reinstated, or any
37 foreign corporation ~~qualified~~ *registered* in accordance with K.S.A. ~~47-~~
38 ~~7301~~ *2014 Supp. 17-7931*, and amendments thereto, shall have adopted the
39 same name as the corporation sought to be renewed or reinstated, or shall
40 have adopted a name so nearly similar thereto as not to distinguish it from
41 the corporation to be renewed or reinstated, then in such case the
42 corporation to be renewed or reinstated shall not be renewed under the
43 same name which it bore when its articles of incorporation became

1 inoperative or void or expired, but shall be renewed under some other
2 name; and in such case the certificate to be filed under the provisions of
3 this section shall set forth the name borne by the corporation at the time its
4 articles of incorporation became inoperative or void or expired and the
5 new name under which the corporation is to be renewed or reinstated.

6 (f) Any corporation seeking to renew or reinstate its articles of
7 incorporation under the provisions of this act shall file all annual reports
8 and pay to the secretary of state an amount equal to all fees and any
9 penalties thereon due. Nonprofit corporations shall file only the annual
10 reports for the three most recent reporting periods, but shall pay all fees
11 due.

12 (g) If a sufficient number of the last acting officers of any corporation
13 desiring to renew or reinstate its articles of incorporation are not available
14 by reason of death, unknown address or refusal or neglect to act, the
15 directors of the corporation or those remaining on the board, even if only
16 one, may elect successors to such officers. In any case where there shall be
17 no directors of the corporation available for the purposes aforesaid, the
18 stockholders may elect a full board of directors, as provided by the bylaws
19 of the corporation, and the board shall then elect such officers as are
20 provided by law, by the articles of incorporation or by the bylaws to carry
21 on the business and affairs of the corporation. A special meeting of the
22 stockholders for the purpose of electing directors may be called by any
23 officer, director or stockholder upon notice given in accordance with
24 K.S.A. 17-6512, and amendments thereto.

25 (h) After a reinstatement of the articles of incorporation of the
26 corporation shall have been effected, except where a special meeting of
27 stockholders has been called in accordance with the provisions of
28 subsection (g), the officers who signed the certificate of reinstatement
29 jointly shall call forthwith a special meeting of the stockholders of the
30 corporation upon notice given in accordance with K.S.A. 17-6512, and
31 amendments thereto, and at the special meeting the stockholders shall elect
32 a full board of directors, which board shall then elect such officers as are
33 provided by law, by the articles of incorporation or the bylaws to carry on
34 the business and affairs of the corporation.

35 (i) Whenever it shall be desired to renew or reinstate the articles of
36 incorporation of any corporation not for profit and having no capital stock,
37 the governing body shall perform all the acts necessary for the renewal or
38 reinstatement of the articles of incorporation of the corporation which are
39 performed by the board of directors in the case of a corporation having
40 capital stock. The members of any corporation not for profit and having no
41 capital stock who are entitled to vote for the election of members of its
42 governing body shall perform all the acts necessary for the renewal or
43 reinstatement of the articles of the corporation which are performed by the

1 stockholders in the case of a corporation having capital stock. In all other
2 respects, the procedure for the renewal or reinstatement of the articles of
3 incorporation of a corporation not for profit and having no capital stock
4 shall conform, as nearly as may be applicable, to the procedure prescribed
5 in this section for the renewal or reinstatement of the articles of
6 incorporation of a corporation having capital stock.

7 Sec. 4. K.S.A. 2014 Supp. 17-7673 is hereby amended to read as
8 follows: 17-7673. (a) In order to form a limited liability company, one or
9 more authorized persons must execute articles of organization. The articles
10 of organization shall be filed with the secretary of state and set forth:

11 (1) The name of the limited liability company;

12 (2) the address of the registered office *required to be maintained by*
13 *K.S.A. 2014 Supp. 17-7924, and amendments thereto*, and the name ~~and~~
14 ~~address~~ of the resident agent for service of process required to be
15 maintained by K.S.A. ~~17-7666~~ *2014 Supp. 17-7925*, and amendments
16 thereto;

17 (3) any other matters the members determine to include therein;

18 (4) if the limited liability company is organized to exercise the
19 powers of a professional association or professional corporation, each such
20 profession shall be stated; and

21 (5) if the limited liability company will have series, the matters
22 required by K.S.A. 17-76,143, and amendments thereto.

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

31 (c) An operating agreement shall be entered into or otherwise existing
32 either before, after or at the time of the filing of the articles of organization
33 and, whether entered into or otherwise existing before, after or at the time
34 of such filing, may be made effective as of the effective time of such filing
35 or at such other time or date as provided in or reflected by the operating
36 agreement.

37 (d) *The articles of organization shall be amended as provided in a*
38 *certificate of amendment or judicial decree of amendment upon the filing*
39 *of the certificate of amendment or judicial decree of amendment with the*
40 *secretary of state or upon the future effective date specified in the*
41 *certificate of amendment.*

42 (e) *Upon filing the articles or organization of a limited liability*
43 *company organized to exercise powers of a professional association or*

1 professional corporation, the limited liability company shall file with the
2 secretary of state a certificate by the licensing body, as defined in K.S.A.
3 74-146, and amendments thereto, of the profession involved that each of
4 the members is duly licensed to practice that profession, and that the
5 proposed company name has been approved.

6 Sec. 5. K.S.A. 2014 Supp. 17-7674 is hereby amended to read as
7 follows: 17-7674. (a) ~~Articles of organization are amended by filing a~~
8 ~~certificate of amendment thereto with the secretary of state. The articles of~~
9 ~~organization may be amended as provided in a certificate of amendment~~
10 ~~or judicial decree of amendment upon filing of the certificate of~~
11 ~~amendment or judicial decree of amendment with the secretary of state or~~
12 ~~upon the future effective date specified in the certificate of amendment or~~
13 ~~judicial decree. The certificate of amendment or judicial decree shall set~~
14 ~~forth:~~

- 15 (1) The name of the limited liability company; and
- 16 (2) the amendment to the articles of organization.

17 (b) A manager or, if there is no manager, then any member who
18 becomes aware that any statement in the articles of organization was false
19 in any material respect when made, or that any matter described has
20 changed making the articles of organization false in any material respect,
21 shall promptly amend the articles of organization.

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

24 ~~(d) Unless otherwise provided in this act or unless a later effective~~
25 ~~date or time, which shall be a date or time certain within 90 days of the~~
26 ~~date of filing, is provided for in the certificate of amendment, a certificate~~
27 ~~of amendment shall be effective at the time of its filing with the secretary~~
28 ~~of state.~~

29 Sec. 6. K.S.A. 2014 Supp. 17-7675 is hereby amended to read as
30 follows: 17-7675. (a) Articles of organization shall be canceled upon the
31 dissolution and the completion of winding up of a limited liability
32 company, or as provided in ~~subsection (d) or (e) of K.S.A. 17-7666, and~~
33 ~~amendments thereto, or K.S.A. 17-76,139 or K.S.A. 2014 Supp. 17-~~
34 ~~7926(b) or 17-7929(b), and amendments thereto, or upon the filing of a~~
35 ~~certificate of merger or consolidation if the limited liability company is not~~
36 ~~the surviving or resulting entity in a merger or consolidation or upon the~~
37 ~~future effective date of a certificate of merger or consolidation if the~~
38 ~~limited liability company is not the surviving or resulting entity in a~~
39 ~~merger or consolidation. A certificate of cancellation shall be filed with the~~
40 ~~secretary of state to accomplish the cancellation of articles of organization~~
41 ~~upon the dissolution and the completion of winding up of a limited~~
42 ~~liability company. The certificate shall set forth:~~

- 43 (1) The name of the limited liability company;

1 (2) the reason for filing the certificate of cancellation;

2 (3) the future effective date or time, which shall be a date or time
3 certain not later than 90 days after the date of filing, of cancellation if it is
4 not to be effective upon the filing of the certificate; and

5 (4) any other information the person filing the certificate of
6 cancellation determines.

7 (b) A certificate of cancellation that is filed with the secretary of state
8 prior to the dissolution or the completion of winding up of a limited
9 liability company may be corrected as an erroneously executed certificate
10 of cancellation by filing with the secretary of state a certificate of
11 correction of such certificate of cancellation in accordance with K.S.A. ~~17-~~
12 ~~7683~~ 2014 Supp. 17-7912, and amendments thereto.

13 (c) The secretary of state shall not issue a certificate of good standing
14 with respect to a limited liability company if its articles of organization are
15 canceled.

16 Sec. 7. K.S.A. 2014 Supp. 17-7677 is hereby amended to read as
17 follows: 17-7677. ~~(a) If a person required to execute articles of~~
18 ~~organization or a certificate required by K.S.A. 17-7673 through 17-7683,~~
19 ~~and amendments thereto, 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 articles of organization or certificate. If the~~
22 ~~court finds that the execution of the articles of organization or certificate is~~
23 ~~proper and that any person so designated has failed or refused to execute~~
24 ~~the articles of organization or certificate, it shall order the secretary of state~~
25 ~~to record appropriate articles of organization or a certificate.~~

26 ~~(b) If a person required to execute an operating agreement or~~
27 ~~amendment thereof fails or refuses to do so, any other person who is~~
28 ~~adversely affected by the failure or refusal may petition the district court to~~
29 ~~direct the execution of the operating agreement or amendment thereof. If~~
30 ~~the court finds that the operating agreement or amendment thereof should~~
31 ~~be executed and that any person required to execute the operating~~
32 ~~agreement or amendment thereof has failed or refused to do so, it shall~~
33 ~~enter an order granting appropriate relief.~~

34 Sec. 8. K.S.A. 2014 Supp. 17-7680 is hereby amended to read as
35 follows: 17-7680. (a) A limited liability company may, whenever desired,
36 integrate into a single instrument all of the provisions of its articles of
37 organization which are then in effect and operative as a result of there
38 having previously been filed with the secretary of state one or more
39 certificates or other instruments pursuant to K.S.A. 17-7673 through 17-
40 7683, and amendments thereto, *and the business entity standard treatment*
41 *act, K.S.A. 2014 Supp. 17-7901 et seq., and amendments thereto*, and it
42 may at the same time also further amend its articles of organization by
43 adopting restated articles of organization.

1 (b) If restated articles of organization merely restate and integrate but
2 do not further amend the initial articles of organization, as previously
3 amended or supplemented by any certificate or instrument that was
4 executed and filed pursuant to K.S.A. 17-7673 through 17-7683, and
5 amendments thereto, *and the business entity standard treatment act, K.S.A.*
6 *2014 Supp. 17-7901 et seq., and amendments thereto*, they shall be
7 specifically designated in their heading as "restated articles of
8 organization" together with such other words as the limited liability
9 company may deem appropriate and shall be executed by an authorized
10 person and filed *with the secretary of state* as provided in K.S.A. ~~17-7678~~
11 ~~2014 Supp. 17-7910~~, and amendments thereto, ~~with the secretary of state~~.
12 If restated articles of organization restate and integrate and also further
13 amend in any respect the articles of organization, as previously amended
14 or supplemented, they shall be specifically designated in their heading as
15 "amended and restated articles of organization" together with such other
16 words as the limited liability company may deem appropriate and shall be
17 executed by at least one authorized person and filed as provided in K.S.A.
18 ~~17-7678 2014 Supp. 17-7910~~, and amendments thereto, ~~with the secretary~~
19 ~~of state~~.

20 (c) Restated articles of organization shall state, either in their heading
21 or in an introductory paragraph, the limited liability company's present
22 name; if it has been changed, the name under which it was originally filed;
23 the date of filing of its original articles of organization with the secretary
24 of state; and the future effective date, which shall be a date certain, of the
25 restated articles of organization if they are not to be effective upon the
26 filing of the restated articles of organization with the secretary of state,
27 such future effective date must be within 90 days of the date of filing such
28 restated articles of organization with the secretary of state. Restated
29 articles of organization shall also state that they were duly executed and
30 are being filed in accordance with this section. If restated articles of
31 organization only restate and integrate and do not further amend a limited
32 liability company's articles of organization as previously amended or
33 supplemented and there is no discrepancy between those provisions and
34 the restated articles of organization, they shall state that fact as well.

35 (d) Upon the filing of restated articles of organization with the
36 secretary of state, or upon the future effective date of restated articles of
37 organization as provided for therein, the initial articles of organization, as
38 previously amended or supplemented, shall be superseded. Thereafter the
39 restated articles of organization, including any further amendment or
40 changes made thereby, shall be the articles of organization of the limited
41 liability company, but the original effective date of formation shall remain
42 unchanged.

43 (e) Any amendment or change effected in connection with the

1 restatement and integration of the articles of organization shall be subject
2 to any other provision of this act, not inconsistent with this section, which
3 would apply if a separate certificate of amendment were filed to effect
4 such amendment or change.

5 Sec. 9. K.S.A. 2014 Supp. 17-7681 is hereby amended to read as
6 follows: 17-7681. (a) Pursuant to an agreement of merger or consolidation,
7 one or more domestic limited liability companies may merge or
8 consolidate with or into one or more limited liability companies formed
9 under the laws of the state of Kansas or any other state or any foreign
10 country or other foreign jurisdiction, or any combination thereof, with
11 such limited liability company as the agreement shall provide being the
12 surviving or resulting limited liability company. Unless otherwise provided
13 in the operating agreement, an agreement of merger or consolidation shall
14 be approved by each domestic limited liability company which is to merge
15 or consolidate by the members, or if there is more than one class or group
16 of members, then by each class or group of members, in either case, by
17 members who own more than 50% of the then current percentage or other
18 interest in the profits of the domestic limited liability company owned by
19 all of the members or by the members in each class or group, as
20 appropriate. In connection with a merger or consolidation hereunder, rights
21 or securities of, or interests in, a domestic limited liability company which
22 is a constituent party to the merger or consolidation may be exchanged for
23 or converted into cash, property, rights or securities of, or interests in, the
24 surviving or resulting limited liability company or, in addition to or in lieu
25 thereof, may be exchanged for or converted into cash, property, rights or
26 securities of, or interests in, a limited liability company which is not the
27 surviving or resulting limited liability company in the merger or
28 consolidation or may be canceled. Notwithstanding prior approval, an
29 agreement of merger or consolidation may be terminated or amended
30 pursuant to a provision for such termination or amendment contained in
31 the agreement of merger or consolidation.

32 (b) The limited liability company surviving or resulting in or from the
33 merger or consolidation shall file a certificate of merger or consolidation
34 executed by one or more authorized persons on behalf of the domestic
35 limited liability company when it is the surviving or resulting entity with
36 the secretary of state. The certificate of merger or consolidation shall state:

37 (1) The name and jurisdiction of formation or organization of each of
38 the limited liability companies which is to merge or consolidate;

39 (2) that an agreement of merger or consolidation has been approved
40 and executed by each of the limited liability companies which is to merge
41 or consolidate;

42 (3) the name of the surviving or resulting limited liability company;

43 (4) in the case of a merger in which a domestic limited liability

1 company is the surviving entity, such amendments, if any, to the articles of
2 organization of the surviving domestic limited liability company to change
3 its name, registered office or resident agent as are desired to be effected by
4 the merger;

5 (5) the future effective date or time, which shall be a date certain, of
6 the merger or consolidation if it is not to be effective upon the filing of the
7 certificate of merger or consolidation, which date shall, in no event, exceed
8 90 days after the date the certificate is filed with the secretary of state;

9 (6) that the agreement of merger or consolidation is on file at a place
10 of business of the surviving or resulting limited liability company, and
11 shall state the address thereof;

12 (7) that a copy of the agreement of merger or consolidation will be
13 furnished by the surviving or resulting limited liability company, on
14 request and without cost, to any member of any limited liability company
15 which is to merge or consolidate; and

16 (8) if the surviving or resulting limited liability company is not a
17 domestic limited liability company, a statement that such surviving or
18 resulting limited liability company agrees that it may be served with
19 process in the state of Kansas in any action, suit or proceeding for the
20 enforcement of any obligation of any domestic limited liability company
21 which is to merge or consolidate, irrevocably appointing the secretary of
22 state as its agent to accept service of process in any such action, suit or
23 proceeding and specifying the address to which a copy of such process
24 shall be mailed to it by the secretary of state.

25 ~~(c) Unless a future effective date or time is provided in a certificate of~~
26 ~~merger or consolidation, in which event a merger or consolidation shall be~~
27 ~~effective at any such future effective date or time, a merger or~~
28 ~~consolidation shall be effective upon the filing with the secretary of state~~
29 ~~of a certificate of merger or consolidation.~~

30 ~~(d)~~—A certificate of merger or consolidation shall act as a certificate of
31 cancellation for a domestic limited liability company which is not the
32 surviving or resulting limited liability company in the merger or
33 consolidation. A certificate of merger that sets forth any amendment in
34 accordance with subsection (b)(4) shall be deemed to be an amendment to
35 the articles of organization of the limited liability company, and the limited
36 liability company shall not be required to take any further action to amend
37 its articles of organization under K.S.A. 17-7674, and amendments thereto,
38 with respect to such amendments set forth in the certificate of merger.
39 Whenever this section requires the filing of a certificate of merger or
40 consolidation, such requirement shall be deemed satisfied by the filing of
41 an agreement of merger or consolidation containing the information
42 required by this section to be set forth in the certificate of merger or
43 consolidation.

1 ~~(e)~~(d) An agreement of merger or consolidation approved in
2 accordance with subsection (a) of this section may:

- 3 (1) Effect any amendment to the operating agreement; or
4 (2) effect the adoption of a new operating agreement, for a limited
5 liability company if it is the surviving or resulting limited liability
6 company in the merger or consolidation.

7 Any amendment to an operating agreement or adoption of a new
8 operating agreement made pursuant to the foregoing sentence shall be
9 effective at the effective time or date of the merger or consolidation and
10 shall be effective notwithstanding any provision of the operating
11 agreement relating to amendment or adoption of a new operating
12 agreement, other than a provision that by its terms applies to an
13 amendment to the operating agreement or the adoption of a new operating
14 agreement, in either case, in connection with a merger or consolidation.
15 The provisions of this subsection shall not be construed to limit the
16 accomplishment of a merger or of any of the matters referred to herein by
17 any other means provided for in an operating agreement or other
18 agreement or as otherwise permitted by law, including that the operating
19 agreement of any constituent limited liability company to the merger or
20 consolidation, including a limited liability company formed for the
21 purpose of consummating a merger or consolidation, shall be the operating
22 agreement of the surviving or resulting limited liability company.

23 ~~(f)~~(e) When any merger or consolidation shall have become effective
24 under this section, for all purposes of the laws of the state of Kansas, all of
25 the rights, privileges and powers of each of the limited liability companies
26 that have merged or consolidated, and all property, real, personal and
27 mixed, and all debts due to any of the limited liability companies, as well
28 as all other things and causes of action belonging to each of such limited
29 liability companies, shall be vested in the surviving or resulting limited
30 liability company, and shall thereafter be the property of the surviving or
31 resulting limited liability company as they were of each of the limited
32 liability companies that have merged or consolidated, and the title to any
33 real property vested by deed or otherwise, under the laws of the state of
34 Kansas, in any of such limited liability companies, shall not revert or be in
35 any way impaired by reason of this act, but all rights of creditors and all
36 liens upon any property of any of the limited liability companies shall be
37 preserved unimpaired, and all debts, liabilities and duties of each of the
38 limited liability companies that have merged or consolidated shall
39 thenceforth attach to the surviving or resulting limited liability company,
40 and may be enforced against it to the same extent as if the debts, liabilities
41 and duties had been incurred or contracted by it. Unless otherwise agreed,
42 a merger or consolidation of a domestic limited liability company,
43 including a domestic limited liability company which is not the surviving

1 or resulting entity in the merger or consolidation, shall not require such
2 domestic limited liability company to wind up its affairs under K.S.A. 17-
3 76,118, and amendments thereto, or pay its liabilities and distribute its
4 assets under K.S.A. 17-76,119, and amendments thereto, and the merger or
5 consolidation shall not constitute a dissolution of such limited liability
6 company.

7 ~~(g)~~(f) A limited liability company may merge or consolidate with or
8 into any other entity in accordance with the business entity transactions
9 act, K.S.A. 2014 Supp. 17-78-101 et seq., and amendments thereto.

10 ~~(h)~~(g) An operating agreement may provide that a domestic limited
11 liability company shall not have the power to merge or consolidate as set
12 forth in this section.

13 Sec. 10. K.S.A. 2014 Supp. 17-76,128 is hereby amended to read as
14 follows: 17-76,128. ~~Subsection (d) of K.S.A. 17-7676~~ 2014 Supp. 17-
15 7909(b), and amendments thereto, shall be applicable to foreign limited
16 liability companies as if they were domestic limited liability companies.

17 Sec. 11. K.S.A. 2014 Supp. 17-76,143 is hereby amended to read as
18 follows: 17-76,143. (a) An operating agreement may establish or provide
19 for the establishment of one or more designated series of members,
20 managers or limited liability company interests having separate rights,
21 powers or duties with respect to specified property or obligations of the
22 limited liability company or profits and losses associated with specified
23 property or obligations, and to the extent provided in the operating
24 agreement, any such series may have a separate business purpose or
25 investment objective.

26 (b) Notwithstanding anything to the contrary set forth in this section
27 or under other applicable law, in the event that an operating agreement
28 establishes or provides for the establishment of one or more series, and if
29 the records maintained for any such series account for the assets associated
30 with such series separately from the other assets of the limited liability
31 company, or any other series thereof, and if the operating agreement so
32 provides, and if notice of the limitation on liabilities of a series as
33 referenced in this subsection is set forth in the articles of organization of
34 the limited liability company and if the limited liability company has filed
35 a certificate of designation for each series which is to have limited liability
36 under this section, then the debts, liabilities, obligations and expenses
37 incurred, contracted for or otherwise existing with respect to a particular
38 series shall be enforceable against the assets of such series only, and not
39 against the assets of the limited liability company generally or any other
40 series thereof, and, unless otherwise provided in the operating agreement,
41 none of the debts, liabilities, obligations and expenses incurred, contracted
42 for or otherwise existing with respect to the limited liability company
43 generally or any other series thereof shall be enforceable against the assets

1 of such series. The fact that the articles of organization contain the
2 foregoing notice of the limitation on liabilities of a series and a certificate
3 of designation for a series is on file in the office of the secretary of state
4 shall constitute notice of such limitation on liabilities of a series. A series
5 with limited liability shall be treated as a separate entity to the extent set
6 forth in the articles of organization. Each series with limited liability may,
7 in its own name, contract, hold title to assets, grant security interests, sue
8 and be sued and otherwise conduct business and exercise the powers of a
9 limited liability company under this act. The limited liability company and
10 any of its series may elect to consolidate their operations as a single
11 taxpayer to the extent permitted under applicable law, elect to work
12 cooperatively, elect to contract jointly or elect to be treated as a single
13 business for purposes of qualification to do business in this or any other
14 state. Such elections shall not affect the limitation of liability set forth in
15 this section except to the extent that the series have specifically accepted
16 joint liability by contract.

17 (c) Except in the case of a foreign limited liability company that has
18 adopted an assumed name pursuant to K.S.A. ~~17-76,123~~ *2014 Supp. 17-*
19 *7933*, and amendments thereto, the name of the series with limited liability
20 must contain the entire name of the limited liability company and be
21 distinguishable from the names of the other series set forth in the articles
22 of organization. In the case of a foreign limited liability company that has
23 adopted an assumed name pursuant to K.S.A. ~~17-76,123~~ *2014 Supp. 17-*
24 *7933*, and amendments thereto, the name of the series with limited liability
25 must contain the entire name under which the foreign limited liability
26 company has been admitted to transact business in this state.

27 (d) Upon the filing of the certificate of designation with the secretary
28 of state setting forth the name of each series with limited liability, the
29 series' existence shall begin, and copies of the filed certificate of
30 designation marked with the filing date shall be conclusive evidence,
31 except as against the state, that all conditions precedent required to be
32 performed have been complied with and that the series has been or shall be
33 legally organized and formed under this act. If different from the limited
34 liability company, the certificate of designation for each series shall list the
35 names of the members if the series is member managed or the names of
36 the managers if the series is manager managed. The name of a series with
37 limited liability under subsection (b) may be changed by filing with the
38 secretary of state a certificate of designation identifying the series whose
39 name is being changed and the new name of such series. If not the same as
40 the limited liability company, the names of the members of a member
41 managed series or of the managers of a manager managed series may be
42 changed by filing a new certificate of designation with the secretary of
43 state. A series with limited liability under subsection (b) may be dissolved

1 by filing with the secretary of state a certificate of designation identifying
2 the series being dissolved or by the dissolution of the limited liability
3 company as provided in subsection (m). Certificates of designation may be
4 executed by the limited liability company or any manager, person or entity
5 designated in the operating agreement for the limited liability company.

6 (e) A series of a limited liability company will be deemed to be in
7 good standing as long as the limited liability company is in good standing.

8 (f) The resident agent and registered office for the limited liability
9 company in Kansas shall serve as the agent and office for service of
10 process in Kansas for each series.

11 (g) An operating agreement may provide for classes or groups of
12 members or managers associated with a series having such relative rights,
13 powers and duties as the operating agreement may provide, and may make
14 provision for the future creation of additional classes or groups of
15 members or managers associated with the series having such relative
16 rights, powers and duties as may from time to time be established,
17 including rights, powers and duties senior to existing classes and groups of
18 members or managers associated with the series.

19 (h) A series may be managed by either the member or members
20 associated with the series or by a manager or managers chosen by the
21 members of such series, as provided in the operating agreement. Unless
22 otherwise provided in an operating agreement, the management of a series
23 shall be vested in the members associated with such series.

24 (i) An operating agreement may grant to all or certain identified
25 members or managers or a specified class or group of the members or
26 managers associated with a series the right to vote separately or with all or
27 any class or group of the members or managers associated with the series,
28 on any matter. An operating agreement may provide that any member or
29 class or group of members associated with a series shall have no voting
30 rights.

31 (j) Except to the extent modified in this section, the provisions of this
32 act which are generally applicable to limited liability companies, their
33 managers, members and transferees shall be applicable to each particular
34 series with respect to the operation of such series.

35 (k) Except as otherwise provided in an operating agreement, any
36 event under this act or in an operating agreement that causes a manager to
37 cease to be a manager with respect to a series shall not, in itself, cause
38 such manager to cease to be a manager of the limited liability company or
39 with respect to any other series thereof.

40 (l) Except as otherwise provided in an operating agreement, any event
41 under this act or an operating agreement that causes a member to cease to
42 be associated with a series shall not, in itself, cause such member to cease
43 to be associated with any other series or terminate the continued

1 membership of a member in the limited liability company or cause the
2 termination of the series, regardless of whether such member was the last
3 remaining member associated with such series.

4 (m) Except to the extent otherwise provided in the operating
5 agreement, a series may be dissolved and its affairs wound up without
6 causing the dissolution of the limited liability company. The dissolution of
7 a series established in accordance with subsection (b) shall not affect the
8 limitation on liabilities of such series provided by subsection (b). A series
9 is terminated and its affairs shall be wound up upon the dissolution of the
10 limited liability company under article 76 of chapter 17 of the Kansas
11 Statutes Annotated, and amendments thereto.

12 (n) If a limited liability company with the ability to establish a series
13 does not register to do business in a foreign jurisdiction for itself and
14 certain of its series, a series of a limited liability company may itself
15 register to do business as a limited liability company in the foreign
16 jurisdiction in accordance with the laws of the foreign jurisdiction.

17 (o) If a foreign limited liability company, as permitted in the
18 jurisdiction of its organization, has established a series having separate
19 rights, powers or duties and has limited the liabilities of such series so that
20 the debts, liabilities and obligations incurred, contracted for or otherwise
21 existing with respect to a particular series are enforceable against the
22 assets of such series only, and not against the assets of the limited liability
23 company generally or any other series thereof, or so that the debts,
24 liabilities, obligations and expenses incurred, contracted for or otherwise
25 existing with respect to the limited liability company generally or any
26 other series thereof are not enforceable against the assets of such series,
27 then the limited liability company, on behalf of itself or any of its series, or
28 any of its series on their own behalf may register to do business in the state
29 in accordance with the provisions of ~~K.S.A. 17-76,121~~ *2014 Supp. 17-*
30 *7931*, and amendments thereto. The limitation of liability shall be so stated
31 on the application for admission as a foreign limited liability company and
32 a certificate of designation shall be filed for each series being registered to
33 do business in the state by the limited liability company. Unless otherwise
34 provided in the operating agreement, the debts, liabilities and obligations
35 incurred, contracted for or otherwise existing with respect to a particular
36 series of such a foreign limited liability company shall be enforceable
37 against the assets of such series only, and not against the assets of the
38 foreign limited liability company generally or any other series thereof and
39 none of the debts, liabilities, obligations and expenses incurred, contracted
40 for or otherwise existing with respect to such a foreign limited liability
41 company generally or any other series thereof shall be enforceable against
42 the assets of such series.

43 Sec. 12. K.S.A. 2014 Supp. 17-76,146 is hereby amended to read as

1 follows: 17-76,146. (a) A domestic limited liability company whose
2 articles of organization or a foreign limited liability company whose
3 authority to do business has been canceled *or forfeited* pursuant to
4 ~~subsection (d) or (e) of K.S.A. 17-7666 or subsection (e) of 17-76,123~~
5 *K.S.A. 2014 Supp. 17-7926(b), 17-7929(b) or 17-7934(d)*, and
6 amendments thereto, or whose articles of organization or authority to do
7 business has been forfeited pursuant to ~~subsection (d) of K.S.A. 17-~~
8 *76,139(d)*, and amendments thereto, may be reinstated by filing with the
9 secretary of state a certificate of reinstatement accompanied by the
10 payment of the fee required by ~~subsection (d) of K.S.A. 17-76,136(d)~~, and
11 amendments thereto, and payment of the annual report fees due under
12 ~~subsection (e) of K.S.A. 17-76,139(c)~~, and amendments thereto, and all
13 penalties and interest thereon due at the time of the cancellation or
14 forfeiture of its articles of organization or authority to do business. The
15 certificate of reinstatement shall set forth:

16 (1) The name of the limited liability company at the time its articles
17 of organization or authority to do business was canceled or forfeited and, if
18 such name is not available at the time of reinstatement, the name under
19 which the limited liability company is to be reinstated;

20 (2) the address of the limited liability company's registered office in
21 the state of Kansas and the name and address of the limited liability
22 company's resident agent in the state of Kansas;

23 (3) a statement that the certificate of reinstatement is filed by one or
24 more persons authorized to execute and file the certificate of reinstatement
25 to reinstate the limited liability company; and

26 (4) any other matters the persons executing the certificate of
27 reinstatement determine to include therein.

28 (b) The certificate of reinstatement shall be deemed to be an
29 amendment to the articles of organization or application for registration of
30 the limited liability company, and the limited liability company shall not
31 be required to take any further action to amend its articles of organization
32 or application for registration under K.S.A. 17-7674 or ~~17-76,124~~ *K.S.A.*
33 *2014 Supp. 17-7935*, and amendments thereto, with respect to the matters
34 set forth in the certificate of reinstatement.

35 (c) Upon the filing of a certificate of reinstatement, a limited liability
36 company shall be reinstated with the same force and effect as if its articles
37 of organization or authority to do business had not been canceled or
38 forfeited pursuant to ~~subsection (d) or (e) of K.S.A. 17-7666, and~~
39 ~~amendments thereto, subsection (e) of K.S.A. 17-76,123, and amendments~~
40 ~~thereto, or subsection (d) of K.S.A. 17-76,139(d) or K.S.A. 2014 Supp. 17-~~
41 *7926(b), 17-7929(b) or 17-7934(d)*, and amendments thereto. Such
42 reinstatement shall validate all contracts, acts, matters and things made,
43 done and performed by the limited liability company, its members,

1 managers, employees and agents during the time when its articles of
2 organization or authority to do business was canceled or forfeited pursuant
3 to ~~subsection (d) or (e) of K.S.A. 17-7666, and amendments thereto,~~
4 ~~subsection (e) of K.S.A. 17-76,123, and amendments thereto, or subsection~~
5 ~~(d) of K.S.A. 17-76,139(d) or K.S.A. 2014 Supp. 17-7926(b), 17-7929(b)~~
6 ~~or 17-7934(d), and amendments thereto, with the same force and effect~~
7 ~~and to all intents and purposes as if the articles of organization or authority~~
8 ~~to do business had remained in full force and effect. All real and personal~~
9 ~~property, and all rights and interests, which belonged to the limited~~
10 ~~liability company at the time its articles of organization or authority to do~~
11 ~~business was canceled or forfeited pursuant to ~~subsection (d) or (e) of~~~~
12 ~~K.S.A. 17-7666, and amendments thereto, subsection (e) of K.S.A. 17-~~
13 ~~76,123, and amendments thereto, or subsection (d) of K.S.A. 17-76,139(d)~~
14 ~~or K.S.A. 2014 Supp. 17-7926(b), 17-7929(b) or 17-7934(d), and~~
15 ~~amendments thereto, or which were acquired by the limited liability~~
16 ~~company following the cancellation or forfeiture of its articles of~~
17 ~~organization or authority to do business pursuant to ~~subsection (d) or (e) of~~~~
18 ~~K.S.A. 17-7666, and amendments thereto, subsection (e) of K.S.A. 17-~~
19 ~~76,123, and amendments thereto, or subsection (d) of K.S.A. 17-76,139(d)~~
20 ~~or K.S.A. 2014 Supp. 17-7926(b), 17-7929(b) or 17-7934(d), and~~
21 ~~amendments thereto, and which were not disposed of prior to the time of~~
22 ~~its reinstatement, shall be vested in the limited liability company after its~~
23 ~~reinstatement as fully as they were held by the limited liability company~~
24 ~~at, and after, as the case may be, the time its articles of organization or~~
25 ~~authority to do business was canceled or forfeited pursuant to ~~subsection~~~~
26 ~~(d) or (e) of K.S.A. 17-7666, and amendments thereto, subsection (e) of~~
27 ~~K.S.A. 17-76,123, and amendments thereto, or subsection (d) of K.S.A. 17-~~
28 ~~76,139(d) or K.S.A. 2014 Supp. 17-7926(b), 17-7929(b) or 17-7934(d),~~
29 ~~and amendments thereto. After its reinstatement, the limited liability~~
30 ~~company shall be as exclusively liable for all contracts, acts, matters and~~
31 ~~things made, done or performed in its name and on its behalf by its~~
32 ~~members, managers, employees and agents prior to its reinstatement as if~~
33 ~~its articles of organization or authority to do business had at all times~~
34 ~~remained in full force and effect.~~

35 Sec. 13. K.S.A. 2014 Supp. 17-7910 is hereby amended to read as
36 follows: 17-7910. When any document is required by this act to be filed
37 with the secretary of state, such requirement means that:

- 38 (a) The original signed document shall be delivered to the office of
39 the secretary of state, where the document shall be recorded in an
40 electronic medium. Any signature on documents authorized to be filed
41 with the secretary of state under the provisions of this act may be a
42 facsimile, a conformed signature or an electronically transmitted signature;
43 (b) all taxes and fees authorized by law to be collected by the

1 secretary of state in connection with the filing of the document shall be
2 tendered to the secretary of state;

3 (c) upon delivery of the document, and upon tender of the required
4 taxes and fees, the secretary of state shall, *if the secretary of state finds*
5 *that the document conforms to law*, certify that the document has been
6 filed in the office of the secretary of state by endorsing upon the
7 electronically-recorded document the word "Filed" and the date and hour
8 of its filing. This endorsement is the "filing date" of the document and is
9 conclusive of the date and time of its filing in the absence of actual fraud.
10 The secretary of state shall thereupon record the endorsed document in an
11 electronic medium and that electronic document shall become the original
12 document; and

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

16 (e) ~~This section shall take effect on and after January 1, 2015~~
17 ~~A person who executes any document required by this act to be filed with the~~
18 ~~secretary of state, including a person who executes such document as an~~
19 ~~agent or fiduciary, shall not be required to exhibit evidence of the person's~~
20 ~~authority as a prerequisite to filing such documents with the secretary of~~
21 ~~state.~~

22 Sec. 14. K.S.A. 2014 Supp. 17-7912 is hereby amended to read as
23 follows: 17-7912. (a) When any document that is required by this act to be
24 filed with the secretary of state has been so filed and is an inaccurate
25 record of the covered entity action therein referred to, or was defectively
26 or erroneously executed, such document may be corrected by filing with
27 the secretary of state a certificate of correction of such document which
28 shall be executed and filed in accordance with this act. The certificate of
29 correction shall specify the inaccuracy or defect to be corrected and shall
30 set forth the portion of the document in corrected form. In lieu of filing a
31 certificate of correction, the document may be corrected by filing with the
32 secretary of state a corrected document which shall be executed and filed
33 in accordance with this act. A fee equal to the fee payable to the secretary
34 of state if the document being corrected were then being filed shall be paid
35 and collected by the secretary of state. The corrected document shall be
36 specifically designated as such in its heading, shall specify the inaccuracy
37 or defect to be corrected, and shall set forth the entire document in
38 corrected form. A document corrected in accordance with this section shall
39 be effective as of the date the original document was filed, except as to
40 those persons who are substantially and adversely affected by the
41 correction and as to those persons, the corrected document shall be
42 effective from the filing date.

43 ~~This section shall take effect on and after January 1, 2015.~~

1 (b) *The secretary of state may correct the secretary's own errors on*
2 *the secretary's own motion.*

3 Sec. 15. K.S.A. 2014 Supp. 17-7916 is hereby amended to read as
4 follows: 17-7916. (a) *Unless otherwise provided in a covered entity's*
5 *public organic document or organic rules, any person may sign any*
6 *document filed with the secretary of state pursuant to this act by an*
7 *attorney-in-fact, but a power of attorney to sign a certificate relating to the*
8 *admission of a general partner must describe the admission. Powers of*
9 *attorney relating to the signing of a document by an attorney-in-fact need*
10 *not be filed in the office of the secretary of state but must be retained by*
11 *the covered entity.*

12 ~~This section shall take effect on and after January 1, 2015.~~

13 (b) *For all purposes of the laws of the state of Kansas, a power of*
14 *attorney with respect to matters relating to the formation, internal affairs*
15 *or termination of a covered entity or granted by a person as a member,*
16 *incorporator, partner or limited partner of a covered entity, or by an*
17 *assignee of an interest in a covered entity or by a person seeking to*
18 *become a member, incorporator, partner, limited partner or an assignee of*
19 *an interest in a covered entity shall be irrevocable if the power of attorney*
20 *states that is is irrevocable and it is coupled with an interest sufficient in*
21 *law to support an irrevocable power. Such irrevocable power of attorney,*
22 *unless otherwise provided therein, shall not be affected by the subsequent*
23 *death, disability incapacity, dissolution, termination of existence or*
24 *bankruptcy of, or any other event concerning, the principal. A power of*
25 *attorney with respect to matters relating to the organization, internal*
26 *affairs or termination of a covered entity or granted by a person as a*
27 *member or an assignee of an interest in a covered entity or by a person*
28 *seeking to become a member, incorporator, partner or limited partner or*
29 *an assignee of an interest in a covered entity and, in either case, granted*
30 *to the covered entity, a manager or member thereof, or any of their*
31 *respective officers, directors, managers, members, partners, trustees,*
32 *employees or agents shall be deemed coupled with an interest sufficient in*
33 *law to support an irrevocable power.*

34 Sec. 16. K.S.A. 2014 Supp. 17-7918 is hereby amended to read as
35 follows: 17-7918. (a) Except as otherwise provided in subsection (b), the
36 names of all covered entities must be distinguishable on the records of the
37 office of the secretary of state from:

- 38 (1) *The name of any other covered entity or foreign covered entity;*
- 39 (2) *the name of any non-covered entity, other than a general*
40 *partnership, that has filed with the office of the secretary of state; and*
- 41 (3) *any entity name reserved pursuant to K.S.A. 2014 Supp. 17-7923,*
42 *and amendments thereto; and*
- 43 (4) *the name of any other covered entity or foreign covered entity*

1 *whose public organic documents or foreign registration has been canceled*
 2 *or forfeited for any reason within the previous one year.*

3 (b) A covered entity may register under any name that is not
 4 distinguishable on the records of the office of the secretary of state from
 5 the name of any other covered entity or non-covered entity that has filed
 6 with the office of the secretary of state with the written consent of the
 7 other entity, which written consent shall be filed with the secretary of state.

8 (c) A covered entity may use a name that is not distinguishable from a
 9 name described in subsection (a)(1) through (3) if the entity delivers to the
 10 secretary of state a certified copy of a final judgment of a court of
 11 competent jurisdiction establishing the right of the entity to use the name
 12 in this state.

13 ~~(d) This section shall take effect on and after January 1, 2015.~~

14 Sec. 17. K.S.A. 2014 Supp. 17-7931 is hereby amended to read as
 15 follows: 17-7931. ~~(a)~~ Before doing business in the state of Kansas, a
 16 foreign covered entity shall register with the secretary of state. In order to
 17 register, a foreign covered entity shall submit to the secretary of state,
 18 together with payment of a fee if authorized by law, as provided by K.S.A.
 19 2014 Supp. 17-7910, and amendments thereto, an original copy executed
 20 by a governor, of an application for registration as a foreign covered entity,
 21 setting forth:

22 ~~(1)~~(a) The name of the foreign covered entity;

23 ~~(2)~~(b) the state or other jurisdiction or country where organized;

24 ~~(3)~~(c) the date of its organization;

25 ~~(4)~~(d) a statement issued ~~by an appropriate authority in that~~
 26 ~~jurisdiction~~ *within 90 days of the date of application by the proper officer*
 27 *of the jurisdiction where such foreign entity is organized*, or by a third-
 28 party agent authorized by ~~the secretary of state~~ *such proper officer*; that the
 29 foreign covered entity exists in good standing under the laws of the
 30 jurisdiction of its organization;

31 ~~(5)~~(e) the nature of the business or purposes to be conducted or
 32 promoted in the state of Kansas, including whether the covered entity
 33 operates for-profit or not-for-profit;

34 ~~(6)~~(f) the address of the registered office and the name and address of
 35 the resident agent for service of process required to be maintained by this
 36 act;

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

1 ~~(8)(h)~~ the name and business, residence or mailing address of each of
2 the governors; and

3 ~~(9)(i)~~ the date on which the foreign covered entity first did, or intends
4 to do, business in the state of Kansas.

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

8 ~~(e) This section shall take effect on and after January 1, 2015.~~

9 Sec. 18. K.S.A. 2014 Supp. 17-7932 is hereby amended to read as
10 follows: 17-7932. (a) Activities of a foreign covered entity which do not
11 constitute doing business within the meaning of K.S.A. 2014 Supp. 17-
12 7931, and amendments thereto, include:

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

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

16 (3) maintaining bank accounts;

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

20 (5) selling through independent contractors;

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

24 (7) selling, by contract consummated outside the state of Kansas, and
25 agreeing, by the contract, to deliver into the state of Kansas machinery,
26 plants or equipment, the construction, erection or installation of which
27 within the state requires the supervision of technical engineers or skilled
28 employees performing services not generally available, and as part of the
29 contract of sale agreeing to furnish such services, and such services only,
30 to the vendee at the time of construction, erection or installation;

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

34 (9) securing or collecting debts or foreclosing mortgages or other
35 security interests in property securing the debts, and holding, protecting
36 and maintaining property so acquired;

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

39 (11) transacting business in interstate commerce.

40 ~~(b) The ownership in this state of income producing real property or~~
41 ~~tangible personal property, other than property excluded under subsection~~
42 ~~(a), constitutes doing business in this state.~~

43 ~~(e) A person shall not be deemed to be doing business in the state of~~

1 Kansas solely by reason of being a member, stockholder, limited partner or
 2 governor of a domestic covered entity or a foreign covered entity.

3 ~~(d)~~(c) This section does not apply in determining ~~the contacts or~~
 4 ~~activities that may subject~~ *whether* a foreign covered entity *is subject*
 5 to service of process, taxation or regulation under any other law of this state.

6 ~~(e)~~ This section shall take effect on and after January 1, 2015.

7 Sec. 19. K.S.A. 2014 Supp. 17-7933 is hereby amended to read as
 8 follows: 17-7933. ~~The secretary of state shall not issue a registration to a~~
 9 ~~foreign covered entity unless the name of such covered entity is such as to~~
 10 ~~distinguish it upon the records of the office of the secretary of state from~~
 11 ~~the names of limited liability companies, corporations, limited partnerships~~
 12 ~~or limited liability partnerships organized under the laws of this state or~~
 13 ~~reserved or registered as a foreign limited liability company, foreign~~
 14 ~~corporation, foreign limited partnership or foreign limited liability~~
 15 ~~partnership under the laws of this state, except that a foreign covered entity~~
 16 ~~may register under a name which is not such as to distinguish it upon the~~
 17 ~~records of the office of the secretary of state from the name of other~~
 18 ~~limited liability companies, corporations, limited partnerships or limited~~
 19 ~~liability partnerships organized under the laws of this state or reserved or~~
 20 ~~registered as a foreign limited liability company, foreign corporation,~~
 21 ~~foreign limited partnership or foreign limited liability partnership under~~
 22 ~~the laws of this state if:~~

23 ~~(a)~~ Written consent is obtained from the other domestic or foreign
 24 ~~limited liability company, corporation, limited partnership or foreign~~
 25 ~~limited liability partnership and filed with the secretary of state; or~~

26 ~~(b)~~~~(a)~~ *Except as otherwise provided in subsection (b), the names of*
 27 *all foreign covered entities must be distinguishable on the records of the*
 28 *office of the secretary of state from:*

29 *(1) The name of any covered entity or foreign covered entity;*

30 *(2) the name of any non-covered entity, other than a general*
 31 *partnership, that has filed with the secretary of state;*

32 *(3) any entity name reserved pursuant to K.S.A. 2014 Supp. 17-7923,*
 33 *and amendments thereto; and*

34 *(4) the name of any other covered entity or foreign covered entity*
 35 *whose public organic document or foreign registration has been canceled*
 36 *or forfeited for any reason within the previous one year.*

37 *(b) A foreign covered entity may register under any name that is not*
 38 *distinguishable on the records of the office of the secretary of state from*
 39 *the name of any other covered entity or non-covered entity that has filed*
 40 *with the office of the secretary of state:*

41 *(1) With the written consent of the other entity, which written consent*
 42 *shall be filed with the secretary of state; or*

43 *(2) if the foreign covered entity indicates, as a means of identification*

1 and in its advertising within this state, the state in which the foreign
2 covered entity was formed, and the application sets forth this condition.

3 ~~(e) This section shall take effect on and after January 1, 2015.~~

4 Sec. 20. K.S.A. 2014 Supp. 17-7934 is hereby amended to read as
5 follows: 17-7934. (a) Each foreign covered entity shall have and maintain
6 in the state of Kansas:

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

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

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

20 (1) Paying a fee if authorized by law, as provided by K.S.A. 2014
21 Supp. 17-7910, and amendments thereto;

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

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

42 (c) *In the event of a change of name of any person acting as resident*
43 *agent for a foreign covered entity in this state, such resident agent shall*

1 *pay a fee if authorized by law, as provided by K.S.A. 2014 Supp. 17-7910,*
2 *and amendments thereto, and file with the secretary of state a certificate,*
3 *executed by such resident agent, setting forth the new name of such*
4 *resident agent, the name of such resident agent before it was changed, the*
5 *names of all the foreign covered entities represented by such resident*
6 *agent, and the address at which such resident agent has maintained the*
7 *registered office for each of such foreign covered entities.*

8 *(d) In the event of both a change of name of any person acting as*
9 *resident agent for any foreign covered entity and a change of address,*
10 *such resident agent shall pay a fee if authorized by law, as provided by*
11 *K.S.A. 2014 Supp. 17-7910, and amendments thereto, and file with the*
12 *secretary of state a certificate, executed by such resident agent, setting*
13 *forth the new name of such resident agent, the name of such resident agent*
14 *before it was changed, the names of all the foreign covered entities*
15 *represented by such resident agent and the address at which such resident*
16 *agent has maintained the registered office for each such foreign covered*
17 *entity, and further certifying to the new address to which each such*
18 *registered office will be changed on a given day, and at which new address*
19 *such resident agent will thereafter maintain the registered office for each*
20 *of the foreign covered entities recited in the certificate. Upon the filing of*
21 *such certificate, and thereafter, or until further change of address or*
22 *change of name, as authorized by law, the registered office in this state of*
23 *each of the foreign covered entities recited in the certificate shall be*
24 *located at the new address of the resident agent as given in the certificate*
25 *and the change of name shall be effective.*

26 *(e) The resident agent of one or more foreign covered entities may*
27 *resign and appoint a successor resident agent by paying a fee if authorized*
28 *by law, as provided by K.S.A. 2014 Supp. 17-7910, and amendments*
29 *thereto, and filing a certificate with the secretary of state, stating that the*
30 *resident agent resigns as resident agent for the foreign covered entity*
31 *identified in the certificate and giving the name and address of the*
32 *successor resident agent. There shall be attached to the certificate a*
33 *statement executed by each affected foreign covered entity ratifying and*
34 *approving the change of resident agent. Upon the filing, the successor*
35 *resident agent shall become the resident agent of those foreign covered*
36 *entities that have ratified and approved the substitution and the successor*
37 *resident agent's address, as stated in the certificate, shall become the*
38 *address of each such foreign covered entities' registered office in the state*
39 *of Kansas. Filing of the certificate of resignation shall be deemed to be an*
40 *amendment of the application of each foreign covered entity affected by*
41 *the certificate, and the foreign covered entity shall not be required to take*
42 *any further action with respect thereto, to amend its application.*

43 *(d)(f) The resident agent of one or more foreign covered entities may*

1 resign without appointing a successor resident agent by paying a fee if
2 authorized by law, as provided by K.S.A. 2014 Supp. 17-7910, and
3 amendments thereto, and filing a certificate with the secretary of state
4 stating that the resident agent resigns as resident agent for the foreign
5 covered entities identified in the certificate, but the resignation shall not
6 become effective until 60 days after the certificate is filed. There shall be
7 attached to the certificate an affidavit that, at least 30 days prior to the date
8 of the filing of the certificate, notice of the resignation of the resident
9 agent was sent by certified or registered mail to each foreign covered
10 entity for which the resident agent is resigning as resident agent. The
11 affidavit shall state that the notice was sent to the principal office of each
12 of the foreign covered entities within or outside the state of Kansas, if
13 known to the resident agent or, if not, to the last known address of the
14 individual at whose request the resident agent was appointed for the
15 foreign covered entity. After receipt of the notice of the resignation of its
16 resident agent, the foreign covered entity for which the resident agent was
17 acting shall obtain and designate a new resident agent, to take the place of
18 the resident agent resigning. If a foreign covered entity fails to obtain and
19 designate a new resident agent within 60 days after the filing by the
20 resident agent of the certificate of resignation, that foreign covered entity
21 shall not be permitted to do business in the state of Kansas and its
22 registration shall be considered forfeited.

23 ~~(e) This section shall take effect on and after January 1, 2015.~~

24 Sec. 21. K.S.A. 2014 Supp. 17-7937 is hereby amended to read as
25 follows: 17-7937. *The district court shall have jurisdiction to enjoin any*
26 *foreign covered entity, or any agent of a foreign covered entity, from doing*
27 *any business in the state of Kansas if the foreign covered entity has failed*
28 *to register under this act or if such foreign covered entity has secured a*
29 *certificate from the secretary of state under K.S.A. 2014 Supp. 17-7910*
30 *and 17-7931, and amendments thereto, on the basis of false or misleading*
31 *representations. The attorney general, upon the attorney general's own*
32 *motion or upon the relation of proper parties, may maintain an action to*
33 *restrain a foreign—limited liability partnership covered entity from*
34 *transacting business in this state in violation of the provisions of this act.*

35 ~~This section shall take effect on and after January 1, 2015.~~

36 Sec. 22. K.S.A. 56-1a152 is hereby amended to read as follows: 56-
37 1a152. ~~(a) A certificate of limited partnership is amended by filing a~~
38 ~~certificate of amendment thereto in the office of the secretary of state. The~~
39 ~~certificate of limited partnership may be amended as provided in a~~
40 ~~certificate of amendment or judicial decree of amendment upon the filing~~
41 ~~of the certificate of amendment or judicial decree of amendment in the~~
42 ~~office of the secretary of state or upon the future effective date specified in~~
43 ~~the certificate of amendment or judicial decree of amendment. The~~

1 certificate of amendment *or judicial decree of amendment* shall set forth:

2 (1) The name of the limited partnership; and

3 (2) the amendment to the certificate.

4 (b) A general partner who becomes aware that any statement in a
5 certificate of limited partnership was false when made or that any matter
6 described has changed, making the certificate inaccurate in any material
7 respect, shall promptly amend the certificate.

8 (c) Notwithstanding the requirements of subsection (b), no later than
9 30 days after the happening of any of the following events an amendment
10 to a certificate of limited partnership reflecting the occurrence of the event
11 or events shall be filed by a general partner:

12 (1) the admission of a new general partner;

13 (2) the withdrawal of a general partner;

14 (3) the continuation of the partnership under K.S.A. 56-1a451, and
15 amendments thereto, after the withdrawal of a general partner; or

16 (4) a change in the name of the limited partnership, the address of the
17 registered office or the name or address of the resident agent.

18 (d) A certificate of limited partnership may be amended at any time
19 for any other proper purpose determined by the general partners.

20 (e) Unless otherwise provided in this act or in the certificate of
21 amendment, a certificate of amendment shall be effective at the time of its
22 filing with the secretary of state.

23 Sec. 23. K.S.A. 56-1a153 is hereby amended to read as follows: 56-
24 1a153. A certificate of limited partnership shall be canceled upon the
25 dissolution and the commencement of winding up the affairs of the
26 partnership, at any other time when there are no limited partners or as
27 specified in this act. *The certificate of limited partnership is canceled upon*
28 *the filing of a certificate of cancellation or a judicial decree of*
29 *cancellation in the office of the secretary of state or upon the future*
30 *effective date specified in the certificate of cancellation or a judicial*
31 *decree of cancellation or as specified in this act. A certificate of*
32 *cancellation or judicial decree of cancellation shall be filed in the office of*
33 *the secretary of state and set forth:*

34 ~~(1)~~(a) The name of the limited partnership;

35 ~~(2)~~(b) the date of filing of its certificate of limited partnership;

36 ~~(3)~~(c) the reason for filing the certificate of cancellation;

37 ~~(4)~~(d) the future effective date of cancellation, which shall be a date
38 certain, if it is not to be effective upon the filing of the certificate; and

39 ~~(5)~~(e) any other information the general partners determine proper.

40 Sec. 24. K.S.A. 17-6601, 17-6602, 17-7002, 17-7304, 17-7308, 56-
41 1a152, 56-1a153 and 56-1a508 and K.S.A. 2014 Supp. 17-7664, 17-7666,
42 17-7673, 17-7673a, 17-7674, 17-7674a, 17-7675, 17-7676, 17-7677, 17-
43 7677a, 17-7678, 17-7680, 17-7681, 17-7683, 17-76,121, 17-76,121a, 17-

1 76,122, 17-76,123, 17-76,124, 17-76,125, 17-76,127, 17-76,128, 17-
2 76,143, 17-76,146, 17-7910, 17-7912, 17-7916, 17-7918, 17-7931, 17-
3 7932, 17-7933, 17-7934, 17-7937 and 56-1a156 are hereby repealed.

4 Sec. 25. This act shall take effect and be in force from and after its
5 publication in the statute book.