

SENATE BILL No. 276

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

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

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

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

Sec. 2. K.S.A. 17-6602 is hereby amended to read as follows: 17-6602. (a) After a corporation has received payment for any of its capital stock, it may amend its articles of incorporation, from time to time, in any and as many respects as may be desired, so long as its articles of incorporation, as amended, would contain only such provisions as it would be lawful and proper to insert in an original articles of incorporation filed at the time of the filing of the amendment. If a change in stock or the rights of stockholders, or an exchange, reclassification or cancellation of stock or rights of stockholders is to be made, the amendment to the articles of incorporation shall contain such provisions as may be necessary to effect such change, exchange, reclassification or cancellation. In particular, and without limitation upon such general power of amendment, a corporation may amend its articles of incorporation, from time to time, so as:

- (1) To change its corporate name;
- (2) to change, substitute, enlarge or diminish the nature of its business or its corporate powers and purposes;
- (3) to increase or decrease its authorized capital stock or to reclassify the same, by changing the number, par value, designations, preferences, or relative, participating, optional or other special rights of the shares, or the qualifications, limitations or restrictions of such rights, or by changing shares with par value into shares without par value, or shares without par value into shares with par value either with or without increasing or decreasing the number of shares;
- (4) to cancel or otherwise affect the right of the holders of the shares of any class to receive dividends which have accrued but have not been declared;
- (5) to create new classes of stock having rights and preferences either prior and superior or subordinate and inferior to the stock of any class then authorized, whether issued or unissued; or
- (6) to change the period of its duration. Any or all such changes or alterations may be effected by one certificate of amendment.

(b) Notwithstanding the provisions of subsection (c), the board of directors of a corporation that is registered or intends to register as an open-end investment company under the investment company act of 1940, 15 U.S.C. § 80a-1 et seq., after the registration takes effect, by resolution, may approve the amendment of the articles of incorporation of the corporation to: (1) Increase or decrease the aggregate number of shares of stock or the number of shares of any class of stock that the

corporation has authority to issue; or (2) authorize the issuance of an indefinite number of shares of any such stock, unless a provision has been included in the charter of the corporation after July 1, 1995, prohibiting such action by the board of directors without stockholder approval. A certificate setting forth the amendment and certifying that such amendment has been duly adopted in accordance with the provisions of this section shall be executed and filed, and shall become effective, in accordance with K.S.A. ~~17-6003~~ *2014 Supp. 17-7910*, and amendments thereto. If the board of directors authorizes the issuance of an indefinite number of shares of any class of stock of the corporation pursuant to this subsection, such authorization shall be disclosed wherever the corporation would otherwise be required by law to disclose the total number of authorized shares of any such class of stock of the corporation.

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

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

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

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

ment to the articles of incorporation of a stock corporation. In the event of the adoption of such amendment, a certificate evidencing such amendment shall be executed and filed and shall become effective in accordance with ~~K.S.A. 17-6003~~ *2014 Supp. 17-7910*, and amendments thereto.

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

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

Sec. 3. K.S.A. 17-7002 is hereby amended to read as follows: 17-7002.

(a) Any corporation may procure an extension, renewal or reinstatement of its articles of incorporation, if a domestic corporation, or its authority to engage in business, if a foreign corporation, together with all the rights, franchises, privileges and immunities and subject to all of its duties, debts and liabilities which had been secured or imposed by its original articles of incorporation, and all amendments thereto, or by its authority to engage in business, as the case may be, and may designate a new registered office and resident agent in the following instances:

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

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

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

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

(5) at any time, where the articles of incorporation of a domestic corporation or the authority to engage in business of a foreign corporation has been forfeited pursuant to ~~subsection (e) of K.S.A. 17-6206~~ *2014 Supp. 17-7929 or 17-7934*, and amendments thereto.

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

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

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

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

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

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

(5) the date when the articles of incorporation or the authority to

engage in business would expire, if such is the case, or such other facts as may show that the articles of incorporation or the authority to engage in business has become inoperative or void or that the validity of any renewal has been brought into question; and

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

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

(e) If, since the articles of incorporation became inoperative or void for nonpayment of taxes or fees, or, failure to file annual reports or expired by limitation, any other corporation organized under the laws of this state shall have adopted the same name as the corporation sought to be renewed or reinstated or shall have adopted a name so nearly similar thereto as not to distinguish it from the corporation to be renewed or reinstated, or any foreign corporation ~~qualified~~ *registered* in accordance with K.S.A. ~~17-7301~~ ~~2014 Supp. 17-7931~~, and amendments thereto, shall have adopted the same name as the corporation sought to be renewed or reinstated, or shall have adopted a name so nearly similar thereto as not to distinguish it from the corporation to be renewed or reinstated, then in such case the corporation to be renewed or reinstated shall not be renewed under the same name which it bore when its articles of incorporation became inoperative or void or expired, but shall be renewed under some other name; and in such case the certificate to be filed under the provisions of this section shall set forth the name borne by the corporation at the time its articles of incorporation became inoperative or void or expired and the new name under which the corporation is to be renewed or reinstated.

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

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

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

(i) Whenever it shall be desired to renew or reinstate the articles of incorporation of any corporation not for profit and having no capital stock, the governing body shall perform all the acts necessary for the renewal or reinstatement of the articles of incorporation of the corporation which are performed by the board of directors in the case of a corporation having capital stock. The members of any corporation not for profit and having no capital stock who are entitled to vote for the election of members of its governing body shall perform all the acts necessary for the renewal or reinstatement of the articles of the corporation which are performed by the stockholders in the case of a corporation having capital stock. In all other respects, the procedure for the renewal or reinstatement of the articles of incorporation of a corporation not for profit and having no capital stock shall conform, as nearly as may be applicable, to the procedure prescribed in this section for the renewal or reinstatement of the articles of incorporation of a corporation having capital stock.

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

- (1) The name of the limited liability company;
- (2) the address of the registered office *required to be maintained by K.S.A. 2014 Supp. 17-7924, and amendments thereto*, and the name ~~and address~~ of the resident agent for service of process *required to be maintained by K.S.A. 17-7666 2014 Supp. 17-7925, and amendments thereto*;
- (3) any other matters the members determine to include therein;
- (4) if the limited liability company is organized to exercise the powers of a professional association or professional corporation, each such profession shall be stated; and
- (5) if the limited liability company will have series, the matters required by K.S.A. 17-76,143, and amendments thereto.

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

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

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

(e) *Upon filing the articles of organization of a limited liability company organized to exercise powers of a professional association or professional corporation, the limited liability company shall file with the secretary of state a certificate by the licensing body, as defined in K.S.A. 74-146, and amendments thereto, of the profession involved that each of the members is duly licensed to practice that profession, and that the proposed company name has been approved.*

Sec. 5. K.S.A. 2014 Supp. 17-7674 is hereby amended to read as

follows: 17-7674. (a) ~~Articles of organization are amended by filing a certificate of amendment thereto with the secretary of state. The articles of organization may be amended as provided in a certificate of amendment or judicial decree of amendment upon filing of the certificate of amendment or judicial decree of amendment with the secretary of state or upon the future effective date specified in the certificate of amendment or judicial decree. The certificate of amendment or judicial decree shall set forth:~~

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

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

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

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

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

- (1) The name of the limited liability company;
- (2) the reason for filing the certificate of cancellation;
- (3) the future effective date or time, which shall be a date or time certain not later than 90 days after the date of filing, of cancellation if it is not to be effective upon the filing of the certificate; and

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

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

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

Sec. 7. K.S.A. 2014 Supp. 17-7677 is hereby amended to read as follows: 17-7677. ~~(a) If a person required to execute articles of organization or a certificate required by K.S.A. 17-7673 through 17-7683, and amendments thereto, fails or refuses to do so, any other person who is adversely affected by the failure or refusal may petition the district court to direct the execution of the articles of organization or certificate. If the court finds that the execution of the articles of organization or certificate is proper and that any person so designated has failed or refused to execute the articles of organization or certificate, it shall order the secretary of state to record appropriate articles of organization or a certificate.~~

~~(b) If a person required to execute an operating agreement or amendment thereof fails or refuses to do so, any other person who is adversely affected by the failure or refusal may petition the district court to direct the execution of the operating agreement or amendment thereof. If the court finds that the operating agreement or amendment thereof should~~

be executed and that any person required to execute the operating agreement or amendment thereof has failed or refused to do so, it shall enter an order granting appropriate relief.

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

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

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

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

(e) Any amendment or change effected in connection with the restatement and integration of the articles of organization shall be subject to any other provision of this act, not inconsistent with this section, which would apply if a separate certificate of amendment were filed to effect such amendment or change.

Sec. 9. K.S.A. 2014 Supp. 17-7681 is hereby amended to read as follows: 17-7681. (a) Pursuant to an agreement of merger or consolidation, one or more domestic limited liability companies may merge or consolidate with or into one or more limited liability companies formed under the laws of the state of Kansas or any other state or any foreign country or other foreign jurisdiction, or any combination thereof, with

such limited liability company as the agreement shall provide being the surviving or resulting limited liability company. Unless otherwise provided in the operating agreement, an agreement of merger or consolidation shall be approved by each domestic limited liability company which is to merge or consolidate by the members, or if there is more than one class or group of members, then by each class or group of members, in either case, by members who own more than 50% of the then current percentage or other interest in the profits of the domestic limited liability company owned by all of the members or by the members in each class or group, as appropriate. In connection with a merger or consolidation hereunder, rights or securities of, or interests in, a domestic limited liability company which is a constituent party to the merger or consolidation may be exchanged for or converted into cash, property, rights or securities of, or interests in, the surviving or resulting limited liability company or, in addition to or in lieu thereof, may be exchanged for or converted into cash, property, rights or securities of, or interests in, a limited liability company which is not the surviving or resulting limited liability company in the merger or consolidation or may be canceled. Notwithstanding prior approval, an agreement of merger or consolidation may be terminated or amended pursuant to a provision for such termination or amendment contained in the agreement of merger or consolidation.

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

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

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

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

(4) in the case of a merger in which a domestic limited liability company is the surviving entity, such amendments, if any, to the articles of organization of the surviving domestic limited liability company to change its name, registered office or resident agent as are desired to be effected by the merger;

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

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

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

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

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

~~(d)~~—A certificate of merger or consolidation shall act as a certificate of cancellation for a domestic limited liability company which is not the surviving or resulting limited liability company in the merger or consolidation. A certificate of merger that sets forth any amendment in accord-



ance with subsection (b)(4) shall be deemed to be an amendment to the articles of organization of the limited liability company, and the limited liability company shall not be required to take any further action to amend its articles of organization under K.S.A. 17-7674, and amendments thereto, with respect to such amendments set forth in the certificate of merger. Whenever this section requires the filing of a certificate of merger or consolidation, such requirement shall be deemed satisfied by the filing of an agreement of merger or consolidation containing the information required by this section to be set forth in the certificate of merger or consolidation.

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

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

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

~~(d)~~(e) When any merger or consolidation shall have become effective under this section, for all purposes of the laws of the state of Kansas, all of the rights, privileges and powers of each of the limited liability companies that have merged or consolidated, and all property, real, personal and mixed, and all debts due to any of the limited liability companies, as well as all other things and causes of action belonging to each of such limited liability companies, shall be vested in the surviving or resulting limited liability company, and shall thereafter be the property of the surviving or resulting limited liability company as they were of each of the limited liability companies that have merged or consolidated, and the title to any real property vested by deed or otherwise, under the laws of the state of Kansas, in any of such limited liability companies, shall not revert or be in any way impaired by reason of this act, but all rights of creditors and all liens upon any property of any of the limited liability companies shall be preserved unimpaired, and all debts, liabilities and duties of each of the limited liability companies that have merged or consolidated shall thenceforth attach to the surviving or resulting limited liability company, and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it. Unless otherwise agreed, a merger or consolidation of a domestic limited liability company, including a domestic limited liability company which is not the surviving or resulting entity in the merger or consolidation, shall not require such domestic limited liability company to wind up its affairs under K.S.A. 17-76,118, and amendments thereto, or pay its liabilities and distribute its assets under K.S.A. 17-76,119, and amendments thereto, and the merger or consolidation shall not constitute a dissolution of such limited liability company.

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

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

Sec. 10. K.S.A. 2014 Supp. 17-76,128 is hereby amended to read as follows: 17-76,128. ~~Subsection (d) of K.S.A. 17-7676 2014 Supp. 17-~~

7909(b), and amendments thereto, shall be applicable to foreign limited liability companies as if they were domestic limited liability companies.

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

(b) Notwithstanding anything to the contrary set forth in this section or under other applicable law, in the event that an operating agreement establishes or provides for the establishment of one or more series, and if the records maintained for any such series account for the assets associated with such series separately from the other assets of the limited liability company, or any other series thereof, and if the operating agreement so provides, and if notice of the limitation on liabilities of a series as referenced in this subsection is set forth in the articles of organization of the limited liability company and if the limited liability company has filed a certificate of designation for each series which is to have limited liability under this section, then the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular series shall be enforceable against the assets of such series only, and not against the assets of the limited liability company generally or any other series thereof, and, unless otherwise provided in the operating agreement, none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the limited liability company generally or any other series thereof shall be enforceable against the assets of such series. The fact that the articles of organization contain the foregoing notice of the limitation on liabilities of a series and a certificate of designation for a series is on file in the office of the secretary of state shall constitute notice of such limitation on liabilities of a series. A series with limited liability shall be treated as a separate entity to the extent set forth in the articles of organization. Each series with limited liability may, in its own name, contract, hold title to assets, grant security interests, sue and be sued and otherwise conduct business and exercise the powers of a limited liability company under this act. The limited liability company and any of its series may elect to consolidate their operations as a single taxpayer to the extent permitted under applicable law, elect to work cooperatively, elect to contract jointly or elect to be treated as a single business for purposes of qualification to do business in this or any other state. Such elections shall not affect the limitation of liability set forth in this section except to the extent that the series have specifically accepted joint liability by contract.

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

(d) Upon the filing of the certificate of designation with the secretary of state setting forth the name of each series with limited liability, the series' existence shall begin, and copies of the filed certificate of designation marked with the filing date shall be conclusive evidence, except as against the state, that all conditions precedent required to be performed have been complied with and that the series has been or shall be legally organized and formed under this act. If different from the limited liability company, the certificate of designation for each series shall list the names of the members if the series is member managed or the names of the managers if the series is manager managed. The name of a series with limited liability under subsection (b) may be changed by filing with the

secretary of state a certificate of designation identifying the series whose name is being changed and the new name of such series. If not the same as the limited liability company, the names of the members of a member managed series or of the managers of a manager managed series may be changed by filing a new certificate of designation with the secretary of state. A series with limited liability under subsection (b) may be dissolved by filing with the secretary of state a certificate of designation identifying the series being dissolved or by the dissolution of the limited liability company as provided in subsection (m). Certificates of designation may be executed by the limited liability company or any manager, person or entity designated in the operating agreement for the limited liability company.

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

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

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

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

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

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

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

(l) Except as otherwise provided in an operating agreement, any event under this act or an operating agreement that causes a member to cease to be associated with a series shall not, in itself, cause such member to cease to be associated with any other series or terminate the continued membership of a member in the limited liability company or cause the termination of the series, regardless of whether such member was the last remaining member associated with such series.

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

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

(o) If a foreign limited liability company, as permitted in the jurisdiction of its organization, has established a series having separate rights,

powers or duties and has limited the liabilities of such series so that the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series are enforceable against the assets of such series only, and not against the assets of the limited liability company generally or any other series thereof, or so that the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the limited liability company generally or any other series thereof are not enforceable against the assets of such series, then the limited liability company, on behalf of itself or any of its series, or any of its series on their own behalf may register to do business in the state in accordance with the provisions of ~~K.S.A. 17-76,121~~ *2014 Supp. 17-7931*, and amendments thereto. The limitation of liability shall be so stated on the application for admission as a foreign limited liability company and a certificate of designation shall be filed for each series being registered to do business in the state by the limited liability company. Unless otherwise provided in the operating agreement, the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series of such a foreign limited liability company shall be enforceable against the assets of such series only, and not against the assets of the foreign limited liability company generally or any other series thereof and none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to such a foreign limited liability company generally or any other series thereof shall be enforceable against the assets of such series.

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

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

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

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

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

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

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

done and performed by the limited liability company, its members, managers, employees and agents during the time when its articles of organization or authority to do business was canceled or forfeited pursuant to ~~subsection (d) or (e) of K.S.A. 17-7666, and amendments thereto, subsection (e) of K.S.A. 17-76,123, and amendments thereto, or subsection (d) of K.S.A. 17-76,139(d) or K.S.A. 2014 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto, with the same force and effect and to all intents and purposes as if the articles of organization or authority to do business had remained in full force and effect. All real and personal property, and all rights and interests, which belonged to the limited liability company at the time its articles of organization or authority to do business was canceled or forfeited pursuant to ~~subsection (d) or (e) of K.S.A. 17-7666, and amendments thereto, subsection (e) of K.S.A. 17-76,123, and amendments thereto, or subsection (d) of K.S.A. 17-76,139(d) or K.S.A. 2014 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto, or which were acquired by the limited liability company following the cancellation or forfeiture of its articles of organization or authority to do business pursuant to ~~subsection (d) or (e) of K.S.A. 17-7666, and amendments thereto, subsection (e) of K.S.A. 17-76,123, and amendments thereto, or subsection (d) of K.S.A. 17-76,139(d) or K.S.A. 2014 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto, and which were not disposed of prior to the time of its reinstatement, shall be vested in the limited liability company after its reinstatement as fully as they were held by the limited liability company at, and after, as the case may be, the time its articles of organization or authority to do business was canceled or forfeited pursuant to ~~subsection (d) or (e) of K.S.A. 17-7666, and amendments thereto, subsection (e) of K.S.A. 17-76,123, and amendments thereto, or subsection (d) of K.S.A. 17-76,139(d) or K.S.A. 2014 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto.~~ After its reinstatement, the limited liability company shall be as exclusively liable for all contracts, acts, matters and things made, done or performed in its name and on its behalf by its members, managers, employees and agents prior to its reinstatement as if its articles of organization or authority to do business had at all times remained in full force and effect.~~~~~~

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

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

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

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

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

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

Sec. 14. K.S.A. 2014 Supp. 17-7912 is hereby amended to read as follows: 17-7912. (a) When any document that is required by this act to

be filed with the secretary of state has been so filed and is an inaccurate record of the covered entity action therein referred to, or was defectively or erroneously executed, such document may be corrected by filing with the secretary of state a certificate of correction of such document which shall be executed and filed in accordance with this act. The certificate of correction shall specify the inaccuracy or defect to be corrected and shall set forth the portion of the document in corrected form. In lieu of filing a certificate of correction, the document may be corrected by filing with the secretary of state a corrected document which shall be executed and filed in accordance with this act. A fee equal to the fee payable to the secretary of state if the document being corrected were then being filed shall be paid and collected by the secretary of state. The corrected document shall be specifically designated as such in its heading, shall specify the inaccuracy or defect to be corrected, and shall set forth the entire document in corrected form. A document corrected in accordance with this section shall be effective as of the date the original document was filed, except as to those persons who are substantially and adversely affected by the correction and as to those persons, the corrected document shall be effective from the filing date.

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

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

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

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

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

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

- (1) The name of any other covered entity or foreign covered entity;
- (2) the name of any non-covered entity, other than a general partnership, that has filed with the office of the secretary of state; ~~and~~
- (3) any entity name reserved pursuant to K.S.A. 2014 Supp. 17-7923, and amendments thereto; *and*
- (4) *the name of any other covered entity or foreign covered entity whose public organic documents or foreign registration has been canceled or forfeited for any reason within the previous one year.*

(b) A covered entity may register under any name that is not distinguishable on the records of the office of the secretary of state from the

name of any other covered entity or non-covered entity that has filed with the office of the secretary of state with the written consent of the other entity, which written consent shall be filed with the secretary of state.

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

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

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

- ~~(1)~~(a) The name of the foreign covered entity;
- ~~(2)~~(b) the state or other jurisdiction or country where organized;
- ~~(3)~~(c) the date of its organization;
- ~~(4)~~(d) a statement issued by an appropriate authority in that jurisdiction within 90 days of the date of application by the proper officer of the jurisdiction where such foreign entity is organized, or by a third-party agent authorized by the secretary of state such proper officer, that the foreign covered entity exists in good standing under the laws of the jurisdiction of its organization;
- ~~(5)~~(e) the nature of the business or purposes to be conducted or promoted in the state of Kansas, including whether the covered entity operates for-profit or not-for-profit;
- ~~(6)~~(f) the address of the registered office and the name and address of the resident agent for service of process required to be maintained by this act;
- ~~(7)~~(g) an irrevocable written consent of the foreign covered entity that actions may be commenced against it in the proper court of any county where there is proper venue by the service of process on the secretary of state as provided for in K.S.A. 60-304, and amendments thereto, and stipulating and agreeing that such service shall be taken and held, in all courts, to be as valid and binding as if due service had been made upon the governors of the foreign covered entity;
- ~~(8)~~(h) the name and business, residence or mailing address of each of the governors; and
- ~~(9)~~(i) the date on which the foreign covered entity first did, or intends to do, business in the state of Kansas.

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

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

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

- (1) Maintaining, defending or settling an action or proceeding;
- (2) holding meetings or carrying on any other activity concerning its internal affairs;
- (3) maintaining bank accounts;
- (4) maintaining offices or agencies for the transfer, exchange or registration of the covered entity's own securities or maintaining trustees or depositories with respect to those securities;
- (5) selling through independent contractors;
- (6) soliciting or obtaining orders, whether by mail or through employees or agents or otherwise, if the orders require acceptance outside this state before they become contracts;
- (7) selling, by contract consummated outside the state of Kansas, and agreeing, by the contract, to deliver into the state of Kansas machinery, plants or equipment, the construction, erection or installation of which within the state requires the supervision of technical engineers or skilled employees performing services not generally available, and as part of the

contract of sale agreeing to furnish such services, and such services only, to the vendee at the time of construction, erection or installation;

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

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

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

(11) transacting business in interstate commerce.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

(c) *In the event of a change of name of any person acting as resident agent for a foreign covered entity in this state, such resident agent shall pay a fee if authorized by law, as provided by K.S.A. 2014 Supp. 17-7910, and amendments thereto, and file with the secretary of state a certificate, executed by such resident agent, setting forth the new name of such resident agent, the name of such resident agent before it was changed, the names of all the foreign covered entities represented by such resident agent, and the address at which such resident agent has maintained the registered office for each of such foreign covered entities.*

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

(e) The resident agent of one or more foreign covered entities may resign and appoint a successor resident agent by paying a fee if authorized by law, as provided by K.S.A. 2014 Supp. 17-7910, and amendments thereto, and filing a certificate with the secretary of state, stating that the resident agent resigns as resident agent for the foreign covered entity identified in the certificate and giving the name and address of the successor resident agent. There shall be attached to the certificate a statement executed by each affected foreign covered entity ratifying and ap-

proving the change of resident agent. Upon the filing, the successor resident agent shall become the resident agent of those foreign covered entities that have ratified and approved the substitution and the successor resident agent's address, as stated in the certificate, shall become the address of each such foreign covered entities' registered office in the state of Kansas. Filing of the certificate of resignation shall be deemed to be an amendment of the application of each foreign covered entity affected by the certificate, and the foreign covered entity shall not be required to take any further action with respect thereto, to amend its application.

~~(d)-(f)~~ The resident agent of one or more foreign covered entities may resign without appointing a successor resident agent by paying a fee if authorized by law, as provided by K.S.A. 2014 Supp. 17-7910, and amendments thereto, and filing a certificate with the secretary of state stating that the resident agent resigns as resident agent for the foreign covered entities identified in the certificate, but the resignation shall not become effective until 60 days after the certificate is filed. There shall be attached to the certificate an affidavit that, at least 30 days prior to the date of the filing of the certificate, notice of the resignation of the resident agent was sent by certified or registered mail to each foreign covered entity for which the resident agent is resigning as resident agent. The affidavit shall state that the notice was sent to the principal office of each of the foreign covered entities within or outside the state of Kansas, if known to the resident agent or, if not, to the last known address of the individual at whose request the resident agent was appointed for the foreign covered entity. After receipt of the notice of the resignation of its resident agent, the foreign covered entity for which the resident agent was acting shall obtain and designate a new resident agent, to take the place of the resident agent resigning. If a foreign covered entity fails to obtain and designate a new resident agent within 60 days after the filing by the resident agent of the certificate of resignation, that foreign covered entity shall not be permitted to do business in the state of Kansas and its registration shall be considered forfeited.

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

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

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

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

- (1) The name of the limited partnership; and
- (2) the amendment to the certificate.

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

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

- (1) The admission of a new general partner;
- (2) the withdrawal of a general partner;

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

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

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

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

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

- ~~(1)~~(a) The name of the limited partnership;
- ~~(2)~~(b) the date of filing of its certificate of limited partnership;
- ~~(3)~~(c) the reason for filing the certificate of cancellation;
- ~~(4)~~(d) the future effective date of cancellation, which shall be a date certain, if it is not to be effective upon the filing of the certificate; and
- ~~(5)~~(e) any other information the general partners determine proper.

Sec. 24. K.S.A. 17-6601, 17-6602, 17-7002, 17-7304, 17-7308, 56-1a152, 56-1a153 and 56-1a508 and K.S.A. 2014 Supp. 17-7664, 17-7666, 17-7673, 17-7673a, 17-7674, 17-7674a, 17-7675, 17-7676, 17-7677, 17-7677a, 17-7678, 17-7680, 17-7681, 17-7683, 17-76,121, 17-76,121a, 17-76,122, 17-76,123, 17-76,124, 17-76,125, 17-76,127, 17-76,128, 17-76,143, 17-76,146, 17-7910, 17-7912, 17-7916, 17-7918, 17-7931, 17-7932, 17-7933, 17-7934, 17-7937 and 56-1a156 are hereby repealed.

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

I hereby certify that the above BILL originated in the SENATE, and passed that body

\_\_\_\_\_

\_\_\_\_\_  
*President of the Senate.*

\_\_\_\_\_  
*Secretary of the Senate.*

Passed the HOUSE \_\_\_\_\_

\_\_\_\_\_  
*Speaker of the House.*

\_\_\_\_\_  
*Chief Clerk of the House.*

APPROVED \_\_\_\_\_

\_\_\_\_\_  
*Governor.*