

HOUSE BILL No. 2660

By Committee on Elections

Requested by Clay Barker on behalf of the Office of the Secretary of State

2-1

1 AN ACT concerning business entities; authorizing a change of registered
2 office address by a current occupant under the business entity standard
3 treatment act; changing the information required in an amendment to
4 the articles of incorporation for a cooperative; relating to filings with
5 the secretary of state; modifying requirements for business entity
6 information reports; eliminating references to a certificate of fact;
7 modifying filing requirements for registration of foreign covered
8 entities and limited partnerships; amending K.S.A. 17-2036, 17-2718,
9 17-4615, 17-4634, 17-4677, 17-7002, 17-7503, 17-7504, 17-7505, 17-
10 7506, 17-76,136, 17-76,139, 17-7903 and 17-7931 and K.S.A. 2023
11 Supp. 56-1a151, 56-1a605, 56-1a606, 56-1a607, 56a-1001, 56a-1201
12 and 56a-1202 and repealing the existing sections.

13

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

15 New Section 1. (a) If the address for the registered office of any
16 covered entity is a residence address and the registered agent no longer
17 resides at the residence address, the current occupant of the residence
18 address may have the address for the registered office removed from
19 public record pursuant to this section.

20 (b) (1) To request removal of the residence address from the public
21 record, the current occupant shall attest the following on a form prescribed
22 by the secretary of state:

23 (A) The current occupant's name;

24 (B) the address for the residence that is listed as the address for the
25 registered office;

26 (C) affirmation that the registered office address is a residence
27 address;

28 (D) affirmation that the person filing the request is the current
29 occupant of the residence address; and

30 (E) affirmation that the person or entity listing the residence address
31 as the registered office address is no longer associated with the residence
32 address.

33 (2) The submitted form shall be confidential and shall not be subject
34 to the open records act, K.S.A. 45-215 et seq., and amendments thereto.
35 The provisions of this paragraph shall expire on July 1, 2029, unless the

1 legislature reviews and reenacts this provision pursuant to K.S.A. 45-229,
2 and amendments thereto.

3 (c) Upon receiving a submitted form, the secretary of state shall:

4 (1) Attempt to contact the covered entity and the resident agent to
5 request an address change pursuant to K.S.A. 17-7927, and amendments
6 thereto; and

7 (2) remove the residence address from public record as the address
8 for a registered office.

9 (d) Upon receiving notice from the secretary of state pursuant to
10 subsection (c), the covered entity shall designate and certify to the
11 secretary of state the name and address of its resident agent pursuant to
12 K.S.A. 17-7926, and amendments thereto.

13 (e) This section shall be a part of and supplemental to the business
14 entity standard treatment act.

15 Sec. 2. K.S.A. 17-2036 is hereby amended to read as follows: 17-
16 2036. (a) Every business trust shall make a written business entity
17 information report to the secretary of state, stating the prescribed
18 information concerning the business trust at the close of business on the
19 ~~last day of its tax period under the Kansas income tax act next preceding~~
20 ~~the date of filing, but if a business trust's tax period is other than the~~
21 ~~calendar year, it shall give notice thereof to~~ *day the report is filed with* the
22 secretary of state ~~prior to December 31 of the year it commences such tax~~
23 ~~period.~~

24 (b) The report shall be made on forms provided by the secretary of
25 state and shall be filed biennially, as determined by the year that the
26 business trust filed its formation documents. A business trust that filed
27 formation documents in an even-numbered year shall file a report in each
28 even-numbered year. A business trust that filed formation documents in an
29 odd-numbered year shall file a report in each odd-numbered year. The
30 report shall be filed ~~after the close of the business trust's tax period but~~ not
31 later than ~~at the time prescribed by law for filing the business trust's annual~~
32 ~~Kansas income tax return~~ *April 15*.

33 (c) The report shall be signed by a trustee or other authorized officer
34 under penalty of perjury and contain the following:

35 (1) Executed copies of all amendments to the instrument by which the
36 business trust was created, or to prior amendments thereto, that have been
37 adopted and have not been filed under K.S.A. 17-2033, and amendments
38 thereto, and accompanied by the fee prescribed by law for each such
39 amendment;

40 (2) a verified list of the names and postal addresses of its trustees ~~as~~
41 ~~of the end of each of such business trust's tax periods included in the~~
42 ~~report;~~ and

43 (3) the location of the principal office, including the building and

1 suite number, street name or rural route number with box number, city,
2 state and zip code.

3 (d) (1) At the time of filing the business entity information report, the
4 business trust shall pay to the secretary of state a fee in an amount equal to
5 \$80, plus the amount specified in rules and regulations of the secretary;
6 ~~multiplied by the number of tax periods included in the report.~~

7 (2) The failure of any domestic or foreign business trust to file its
8 business entity information report and pay the required fee within 90 days
9 from the date when such report and fee are due, ~~or, in the case of a report~~
10 ~~filing and fee received by mail, postmarked within 90 days from the date~~
11 ~~when such report and fee are due,~~ shall work a forfeiture of such business
12 trust's authority to transact business in this state and all of the remedies,
13 procedures and penalties specified in K.S.A. 17-7509 and 17-7510, and
14 amendments thereto, with respect to a corporation that fails to file its
15 business entity information report or pay the required fee within 90 days
16 after such report and fee are due, shall be applicable to such business trust.

17 ~~(e) (1) All copies of applications for extension of the time for filing~~
18 ~~income tax returns submitted to the secretary of state pursuant to law shall~~
19 ~~be maintained by the secretary of state in a confidential file and shall not~~
20 ~~be disclosed to any person except as authorized pursuant to the provisions~~
21 ~~of K.S.A. 79-3234, and amendments thereto, a proper judicial order and~~
22 ~~paragraph (2). All copies of such applications shall be preserved for one~~
23 ~~year and until the secretary of state orders that the copies are to be~~
24 ~~destroyed.~~

25 ~~(2) A copy of such application shall be open to inspection by or~~
26 ~~disclosure to any person designated by resolution of the trustees of the~~
27 ~~business trust.~~

28 Sec. 3. K.S.A. 17-2718 is hereby amended to read as follows: 17-
29 2718. (a) Each professional corporation organized under the laws of this
30 state shall file with the secretary of state a written business entity
31 information report stating the prescribed information concerning the
32 corporation at the close of business on the ~~last day of its tax period next~~
33 ~~preceding the date of filing,~~ but if any such corporation's tax period is
34 ~~other than the calendar year it shall give notice thereof to~~ *day the report is*
35 *filed with the secretary of state prior to December 31 of the year it*
36 *commences such tax period.*

37 (b) The report shall be filed biennially, as determined by the year that
38 the professional corporation filed its formation documents. A professional
39 corporation that filed formation documents in an even-numbered year shall
40 file a report in each even-numbered year. A professional corporation that
41 filed formation documents in an odd-numbered year shall file a report in
42 each odd-numbered year. The report shall be filed ~~after the close of the~~
43 ~~professional corporation's tax period but not later than at the time~~

1 ~~prescribed by law for filing the corporation's annual Kansas income tax~~
2 ~~return April 15.~~

3 (c) The report shall be made on a form provided by the secretary of
4 state, containing the following information:

5 (1) The name and postal address for each officer, director and
6 shareholder of the professional corporation;

7 (2) a statement that each officer, director and shareholder is or is not a
8 qualified person as defined in K.S.A. 17-2707, and amendments thereto,
9 and setting forth the date when any shares of the corporation were no
10 longer owned by a qualified person; and

11 (3) the location of the principal office, including the building and
12 suite number, street name or rural route number with box number, city,
13 state and zip code.

14 (d) The report shall be signed by its president, secretary, treasurer or
15 other officer duly authorized so to act, or by any two of its directors, or by
16 an incorporator in the event the corporation's board of directors shall not
17 have been elected. The official title or position of the individual signing
18 the report shall be designated. The fact that an individual's name is signed
19 on such report shall be prima facie evidence that such individual is
20 authorized to sign the report on behalf of the corporation. The report shall
21 be subscribed by the individual as true, under penalty of perjury. Upon
22 request by the regulatory board that licenses the shareholders described in
23 the report, a copy of the report shall be forwarded to the regulatory board.

24 (e) At the time of filing its business entity information report, each
25 professional corporation shall pay the fee prescribed by K.S.A. 17-7503,
26 and amendments thereto.

27 Sec. 4. K.S.A. 17-4615 is hereby amended to read as follows: 17-
28 4615. A cooperative may amend its articles of incorporation in any manner
29 not inconsistent with this act by complying with the following
30 requirements:

31 (a) The proposed amendment shall be presented to a meeting of the
32 members, the notice of which shall set forth or have attached the proposed
33 amendment.

34 (b) If the proposed amendment, with any changes, is approved by the
35 affirmative vote of not less than $\frac{2}{3}$ of those members voting at such
36 meeting, articles of amendment shall be executed on behalf of the
37 cooperative by its president or ~~vice-president~~ *vice president* and attested by
38 its secretary.

39 (c) The articles of amendment shall recite that they are executed
40 pursuant to this act and shall state:

41 (1) The name of the cooperative; *and*

42 ~~(2) the address of its principal office; and~~

43 ~~(3) the amendment to its articles of incorporation.~~

1 (d) The president or ~~vice-president~~ *vice president* executing such
2 articles of amendment shall make and annex thereto an affidavit stating
3 that the provisions of this section in respect of the amendment set forth in
4 such articles were duly complied with.

5 Sec. 5. K.S.A. 17-4634 is hereby amended to read as follows: 17-
6 4634. (a) Every corporation organized under the electric cooperative act of
7 this state shall make a written business entity information report to the
8 secretary of state, stating the prescribed information concerning the
9 corporation at the close of business on the ~~last day of its tax period next~~
10 ~~preceding the date of filing, but if any such corporation's tax period is~~
11 ~~other than the calendar year, it shall give notice thereof to~~ *day the report is*
12 *filed with* the secretary of state ~~prior to December 31 of the year it~~
13 ~~commences such tax period.~~

14 (b) The report shall be filed biennially, as determined by the year that
15 the electric cooperative filed its formation documents. An electric
16 cooperative that filed formation documents in an even-numbered year shall
17 file a report in each even-numbered year. An electric cooperative that filed
18 formation documents in an odd-numbered year shall file a report in each
19 odd-numbered year. The report shall be filed ~~after the close of the electric~~
20 ~~cooperative's tax period but not later than the 15th day of the fourth month~~
21 ~~following the close of the tax year of the electric cooperative~~ *April 15.*

22 (c) The report shall be made on a form provided by the secretary of
23 state, containing the following information:

24 (1) The name of the corporation;

25 (2) the location of the principal office, including the building and
26 suite number, street name or rural route number with box number, city,
27 state and zip code; *and*

28 (3) the names and postal addresses of the president, secretary,
29 treasurer, *or the equivalent of such officers*, and all ~~directors~~ *trustees*;

30 ~~(4) the number of memberships issued; and~~

31 ~~(5) the change or changes, if any, in the particulars made since the~~
32 ~~last business entity information report.~~

33 (d) Such reports shall be signed by the president, vice president or
34 secretary of the corporation, *or the equivalent of such officer*, under
35 penalty of perjury and forwarded to the secretary of state.

36 (e) At the time of filing its business entity information report, each
37 such corporation shall pay a fee in an amount equal to \$80, plus the
38 amount specified in rules and regulations of the secretary ~~multiplied by the~~
39 ~~number of tax periods included in the report.~~

40 Sec. 6. K.S.A. 17-4677 is hereby amended to read as follows: 17-
41 4677. (a) Every cooperative organized under the renewable energy electric
42 generation cooperative act shall make a written business entity information
43 report to the secretary of state, stating the prescribed information

1 concerning the cooperative at the close of business on the last day of its
2 tax period next preceding the date of filing, but if any such cooperative's
3 tax period is other than the calendar year, it shall give notice thereof to
4 *day the report is filed* with the secretary of state ~~prior to December 31 of the~~
5 ~~year it commences such tax period.~~

6 (b) The report shall be filed biennially, as determined by the year that
7 the renewable energy electric generation cooperative filed its articles of
8 formation documents. A renewable energy electric generation cooperative
9 that filed formation documents in an even-numbered year shall file a report
10 in each even-numbered year. A renewable energy electric generation
11 cooperative that filed formation documents in an odd-numbered year shall
12 file a report in each odd-numbered year. The report shall be filed ~~after the~~
13 ~~close of the electric cooperative's tax period but not later than the 15th day~~
14 ~~of the sixth month following the close of the tax year of the electric~~
15 ~~cooperative~~ *April 15.*

16 (c) The report shall be made on a form provided by the secretary of
17 state, containing the following information:

18 (1) The name of the cooperative;

19 (2) the location of the principal office of the cooperative, including
20 the building and suite number, street name or rural route number with box
21 number, city, state and zip code; *and*

22 (3) the names and postal addresses of the president, secretary,
23 treasurer, *or the equivalent of such officers*, and directors of the
24 cooperative;

25 ~~(4) the number of members of the cooperative; and~~

26 ~~(5) the change or changes, if any, in the particulars made since the~~
27 ~~last business entity information report.~~

28 (d) The report shall be dated, signed by the president, vice president
29 or secretary of the cooperative, *or the equivalent of such officer*, under
30 penalty of perjury and forwarded to the secretary of state.

31 (e) At the time of filing its business entity information report, the
32 cooperative shall pay a fee in an amount equal to \$80, plus the amount
33 specified in rules and regulations of the secretary ~~multiplied by the number~~
34 ~~of tax periods included in the report.~~

35 Sec. 7. K.S.A. 17-7002 is hereby amended to read as follows: 17-
36 7002. (a) As used in this section:

37 (1) "Articles of incorporation" includes the articles of incorporation
38 of a corporation organized under any special act or any law of this state;
39 and

40 (2) "authority to engage in business" includes the registration of any
41 foreign corporation under K.S.A. 17-7931, and amendments thereto.

42 (b) Except as provided further, any corporation whose articles of
43 incorporation or authority to engage in business has become forfeited or

1 void pursuant to this code or whose articles of incorporation or authority to
2 engage in business has been revived, but, through failure to comply strictly
3 with the provisions of this code, the validity of whose revival has been
4 brought into question, *may* at any time procure a revival of its articles of
5 incorporation, if a domestic corporation, or its authority to engage in
6 business, if a foreign corporation, together with all the rights, franchises,
7 privileges and immunities and subject to all of its duties, debts and
8 liabilities that had been secured or imposed by its original articles of
9 incorporation, and all amendments thereto, or by its authority to engage in
10 business, as the case may be, by complying with the requirements of this
11 section. This section shall not be applicable to a corporation whose articles
12 of incorporation have been revoked or forfeited pursuant to K.S.A. 17-
13 6812, and amendments thereto.

14 (c) The revival of the articles of incorporation or authority to engage
15 in business may be procured as authorized by the board of directors or
16 members of the governing body of the corporation in accordance with
17 subsection (h) and by executing and filing a certificate of revival in
18 accordance with K.S.A. 17-7908 through 17-7910, and amendments
19 thereto.

20 (d) The certificate required by subsection (c) shall state:

21 (1) The date of filing of the corporation's ~~original~~ articles of
22 incorporation, ~~the name under which the corporation was originally~~
23 ~~incorporated~~, and the name of the corporation at the time its articles of
24 incorporation or authority to engage in business became forfeited or void
25 pursuant to this code and the new name under which the corporation is to
26 be revived to the extent required by subsection (f);

27 (2) the postal address of the corporation's registered office in this
28 state, which shall be stated in accordance with K.S.A. 17-7924(c), and
29 amendments thereto, and the name of its resident agent at such address;

30 (3) that the corporation desiring to be revived and so reviving its
31 corporate existence was duly organized under the laws of the state of its
32 original incorporation;

33 (4) the date when the articles of incorporation or the authority to
34 engage in business became forfeited or void pursuant to this code, or that
35 the validity of any revival has been brought into question; and

36 (5) that the certificate of revival is filed by authority of the board of
37 directors or members of the governing body of the corporation in
38 accordance with subsection (h).

39 (e) Upon the filing of the certificate in accordance with K.S.A. 17-
40 7908 through 17-7910, and amendments thereto, the corporation shall be
41 revived with the same force and effect as if its articles of incorporation or
42 authority to engage in business had not been forfeited or void pursuant to
43 this code. Such revival shall validate all contracts, acts, matters and things

1 made, done and performed within the scope of its articles of incorporation
2 or authority to engage in business by the corporation, its directors or
3 members of its governing body, officers, agents and stockholders or
4 members during the time when its articles of incorporation or authority to
5 engage in business was forfeited or void pursuant to this code, with the
6 same force and effect and to all intents and purposes as if the articles of
7 incorporation had at all times remained in full force and effect. All real and
8 personal property, rights and credits that belonged to the corporation at the
9 time its articles of incorporation or authority to engage in business became
10 forfeited or void pursuant to this code and that were not disposed of prior
11 to the time of its revival and all real and personal property, rights and
12 credits acquired by the corporation after its articles of incorporation
13 became forfeited or void pursuant to this code shall be vested in the
14 corporation, after its revival, as if its articles of incorporation had at all
15 times remained in full force and effect. The corporation after its revival
16 shall be as exclusively liable for all contracts, acts, matters and things
17 made, done or performed in its name and on its behalf by its directors or
18 members of its governing body, officers, agents and stockholders or
19 members prior to its revival, as if its articles of incorporation or authority
20 to engage in business had at all times remained in full force and effect.

21 (f) If, since the articles of incorporation became forfeited or void
22 pursuant to this code, any other corporation organized under the laws of
23 this state shall have adopted the same name as the corporation sought to be
24 revived or shall have adopted a name so nearly similar thereto as not to
25 distinguish it from the corporation to be revived, or any foreign
26 corporation registered in accordance with K.S.A. 17-7931, and
27 amendments thereto, shall have adopted the same name as the corporation
28 sought to be revived, or shall have adopted a name so nearly similar
29 thereto as not to distinguish it from the corporation to be revived, then in
30 such case the corporation to be revived shall not be revived under the same
31 name that it bore when its articles of incorporation became forfeited or
32 void pursuant to this code, but shall be revived under some other name as
33 set forth in the certificate to be filed pursuant to subsection (c).

34 (g) Any corporation that revives its articles of incorporation or
35 authority to engage in business under this code shall file all past due
36 business entity information reports for the immediately preceding 10 years
37 and pay to the secretary of state an amount equal to all fees and any
38 penalties thereon due. Nonprofit corporations shall file only the business
39 entity information reports for the most recent reporting period and pay to
40 the secretary of state an amount equal to all fees due.

41 (h) For purposes of this section the board of directors or governing
42 body of the corporation shall be comprised of the persons, who, but for the
43 articles of incorporation having become forfeited or void pursuant to this

1 code, would be the duly elected or appointed directors or members of the
2 governing body of the corporation. The requirement for authorization by
3 the board of directors under subsection (c) shall be satisfied if a majority
4 of the directors or members of the governing body then in office, even
5 though less than a quorum, or the sole director or member of the governing
6 body then in office, authorizes the revival of the articles of incorporation
7 of the corporation and the filing of the certificate required by subsection
8 (c). In any case where there shall be no directors of the corporation
9 available for the purposes described in this subsection, the stockholders
10 may elect a full board of directors, as provided by the bylaws of the
11 corporation, and the board so elected may then authorize the revival of the
12 articles of incorporation of the corporation and the filing of the certificate
13 required by subsection (c). A special meeting of the stockholders for the
14 purpose of electing directors may be called by any officer or stockholder
15 upon notice given in accordance with K.S.A. 17-6512, and amendments
16 thereto. For purposes of this section, the bylaws shall be the bylaws of the
17 corporation that, but for the articles of incorporation having become
18 forfeited or void pursuant to this code, would be the duly adopted bylaws
19 of the corporation.

20 (i) After a revival of the articles of incorporation of the corporation
21 shall have been effected, the provisions of K.S.A. 17-6501(c), and
22 amendments thereto, shall govern and the period of time during which the
23 articles of incorporation of the corporation was forfeited or void pursuant
24 to this code shall be included within the calculation of the 30-day and 13-
25 month periods to which K.S.A. 17-6501(c), and amendments thereto,
26 refers. A special meeting of stockholders held in accordance with
27 subsection (h) shall be deemed an annual meeting of the stockholders for
28 purposes of K.S.A. 17-6501(c), and amendments thereto.

29 (j) Whenever it shall be desired to revive the articles of incorporation
30 or authority to engage in business of any nonstock corporation, the
31 governing body shall perform all the acts necessary for the revival of the
32 articles of incorporation of the corporation or its authority to engage in
33 business that are performed by the board of directors in the case of a
34 corporation having capital stock, and the members of any nonstock
35 corporation who are entitled to vote for the election of members of its
36 governing body and any other members entitled to vote for dissolution
37 under the articles of incorporation or bylaws of such corporation, shall
38 perform all the acts necessary for the revival of the articles of
39 incorporation of the corporation or its authority to engage in business that
40 are performed by the stockholders in the case of a corporation having
41 capital stock. In all other respects, the procedure for the revival of the
42 articles of incorporation or authority to engage in business of a nonstock
43 corporation shall conform, as nearly as may be applicable, to the procedure

1 prescribed in this section for the revival of the articles of incorporation of a
2 corporation having capital stock, except that subsection (i) shall not apply
3 to nonstock corporations.

4 Sec. 8. K.S.A. 17-7503 is hereby amended to read as follows: 17-
5 7503. (a) Every domestic corporation organized for profit shall make a
6 written business entity information report to the secretary of state, stating
7 the prescribed information concerning the corporation at the close of
8 business on the ~~last day of its tax period next preceding the date of filing,~~
9 ~~but if a corporation's tax period is other than the calendar year, it shall give~~
10 ~~notice thereof to~~ *day the report is filed* with the secretary of state ~~prior to~~
11 ~~December 31 of the year it commences such tax period.~~

12 (b) The report shall be made on forms prescribed by the secretary of
13 state and shall be filed biennially, as determined by the year that the
14 domestic corporation filed its formation documents. A domestic
15 corporation that filed formation documents in an even-numbered year shall
16 file a report in each even-numbered year. A domestic corporation that filed
17 formation documents in an odd-numbered year shall file a report in each
18 odd-numbered year. The report shall be filed ~~after the close of the~~
19 ~~corporation's tax period but not later than at the time prescribed by law for~~
20 ~~filing the corporation's annual Kansas income tax return~~ *April 15.*

21 (c) The report shall contain the following information:

22 (1) The name of the corporation;

23 (2) the location of the principal office, including the building and
24 suite number, street name or rural route number with box number, city,
25 state and zip code;

26 (3) the name and postal address for the president, secretary, treasurer
27 or equivalent of such officers and members of the board of directors;

28 (4) the nature and kind of business in which the corporation is
29 engaged; and

30 (5) if the corporation is a parent corporation holding more than 50%
31 equity ownership in any other business entity registered with the secretary
32 of state, the name and identification number of any such subsidiary
33 business entity.

34 (d) Every corporation subject to the provisions of this section that
35 holds agricultural land, as defined in K.S.A. 17-5903, and amendments
36 thereto, within this state shall show the following additional information
37 on the report:

38 (1) The acreage and location listed by section, range, township and
39 county of each lot, tract or parcel of agricultural land in this state owned or
40 leased by or to the corporation;

41 (2) the purposes for which such agricultural land is owned or leased
42 and, if leased, to whom such agricultural land is leased;

43 (3) the value of the nonagricultural assets and the agricultural assets,

1 stated separately, owned and controlled by the corporation both within and
2 without the state of Kansas and where situated;

3 (4) the total number of stockholders of the corporation;

4 (5) the number of acres owned or operated by the corporation, the
5 number of acres leased by the corporation and the number of acres leased
6 to the corporation;

7 (6) the number of acres of agricultural land, held and reported in each
8 category under paragraph (5), stated separately, being irrigated; and

9 (7) whether any of the agricultural land held and reported under this
10 subsection was acquired after July 1, 1981.

11 (e) The report shall be executed in accordance with the provisions of
12 K.S.A. 17-7908 through 17-7910, and amendments thereto. The official
13 title or position of the individual signing the report shall be designated.
14 The fact that an individual's name is signed on such report shall be prima
15 facie evidence that such individual is authorized to sign the report on
16 behalf of the corporation. This report shall be subscribed by the person as
17 true, under penalty of perjury.

18 (f) At the time of filing its business entity information report it shall
19 be the duty of each domestic corporation organized for profit to pay to the
20 secretary of state a fee in an amount equal to \$80, plus the amount
21 specified in rules and regulations of the secretary ~~multiplied by the number~~
22 ~~of tax periods included in the report.~~

23 Sec. 9. K.S.A. 17-7504 is hereby amended to read as follows: 17-
24 7504. (a) Every corporation organized not for profit shall make a written
25 business entity information report to the secretary of state, stating the
26 prescribed information concerning the corporation at the close of business
27 on ~~the last day of its tax period next preceding the date of filing, but if a~~
28 ~~corporation's tax period is other than the calendar year, it shall give notice~~
29 ~~thereof to day the report is filed with the secretary of state prior to~~
30 ~~December 31 of the year it commences such tax period.~~

31 (b) The report shall be made on forms prescribed by the secretary of
32 state and shall be filed biennially, as determined by the year that the
33 corporation organized not for profit filed its formation documents. A
34 corporation organized not for profit that filed formation documents in an
35 even-numbered year shall file a report in each even-numbered year. A
36 corporation organized not for profit that filed formation documents in an
37 odd-numbered year shall file a report in each odd-numbered year. The
38 report shall be filed ~~after the close of the corporation's tax period but~~
39 ~~later than on the 15th day of the sixth month following the close of the~~
40 ~~taxable year June 15.~~

41 (c) The report shall contain the following information:

42 (1) The name of the corporation;

43 (2) the location of the principal office, including the building and

1 suite number, street name or rural route number with box number, city,
2 state and zip code;

3 (3) the name and postal address for the president, secretary and
4 treasurer, or equivalent of such officers, and the members of the governing
5 body; and

6 (4) if the corporation is a parent corporation holding more than 50%
7 equity ownership in any other business entity registered with the secretary
8 of state, the name and identification number of any such subsidiary
9 business entity.

10 (d) Every corporation subject to the provisions of this section that
11 holds agricultural land, as defined in K.S.A. 17-5903, and amendments
12 thereto, within this state shall show the following additional information
13 on the report:

14 (1) The acreage and location listed by section, range, township and
15 county of each lot, tract or parcel of agricultural land in this state owned or
16 leased by or to the corporation;

17 (2) the purposes for which such agricultural land is owned or leased
18 and, if leased, to whom such agricultural land is leased;

19 (3) the value of the nonagricultural assets and the agricultural assets,
20 stated separately, owned and controlled by the corporation both within and
21 without the state of Kansas and where situated;

22 (4) the total number of stockholders or members of the corporation;

23 (5) the number of acres owned or operated by the corporation, the
24 number of acres leased by the corporation and the number of acres leased
25 to the corporation;

26 (6) the number of acres of agricultural land, held and reported in each
27 category under paragraph (5), stated separately, being irrigated; and

28 (7) whether any of the agricultural land held and reported under this
29 subsection was acquired after July 1, 1981.

30 (e) The report shall be executed in accordance with the provisions of
31 K.S.A. 17-7908 through 17-7910, and amendments thereto. The official
32 title or position of the individual signing the report shall be designated.
33 The fact that an individual's name is signed on such report shall be prima
34 facie evidence that such individual is authorized to sign the report on
35 behalf of the corporation. This report shall be subscribed by the person as
36 true, under penalty of perjury.

37 (f) At the time of filing its business entity information report, each
38 nonprofit corporation shall pay a fee in an amount equal to \$80, plus the
39 amount specified in rules and regulations of the secretary ~~multiplied by the~~
40 ~~number of tax periods included in the report.~~

41 Sec. 10. K.S.A. 17-7505 is hereby amended to read as follows: 17-
42 7505. (a) Every foreign corporation organized for profit, or organized
43 under the cooperative type statutes of the state, territory or foreign country

1 of incorporation, now or hereafter doing business in this state, and owning
2 or using a part or all of its capital in this state, and subject to compliance
3 with the laws relating to the admission of foreign corporations to do
4 business in Kansas, shall make a written business entity information report
5 to the secretary of state, stating the prescribed information concerning the
6 corporation at the close of business on the ~~last day of its tax period next~~
7 ~~preceding the date of filing, but if a corporation operates on a fiscal year~~
8 ~~other than the calendar year it shall give written notice thereof to~~ *day the*
9 *report is filed with the secretary of state prior to December 31 of the year*
10 *commencing such fiscal year.*

11 (b) The report shall be made on a form prescribed by the secretary of
12 state and shall be filed biennially, as determined by the year that the
13 foreign corporation filed its foreign corporation application in Kansas. A
14 foreign corporation that filed an application in an even-numbered year
15 shall file a report in each even-numbered year. A foreign corporation that
16 filed an application in an odd-numbered year shall file a report in each
17 odd-numbered year. The report shall be filed ~~after the close of the~~
18 ~~corporation's tax period but not later than at the time prescribed by law for~~
19 ~~filing the corporation's annual Kansas income tax return~~ *April 15.*

20 (c) The report shall contain the following information:

21 (1) The name of the corporation and under the laws of what state or
22 country it is incorporated;

23 (2) the location of its principal office, including the building and suite
24 number, street name or rural route number with box number, city, state and
25 zip code;

26 (3) the name and postal address for the president, secretary, treasurer,
27 or equivalent of such officers, and members of the board of directors;

28 (4) the nature and kind of business in which the company is engaged;
29 and

30 (5) if the corporation is a parent corporation holding more than 50%
31 equity ownership in any other business entity registered with the secretary
32 of state, the name and identification number of any such subsidiary
33 business entity.

34 (d) Every corporation subject to the provisions of this section that
35 holds agricultural land, as defined in K.S.A. 17-5903, and amendments
36 thereto, within this state shall show the following additional information
37 on the report:

38 (1) The acreage and location listed by section, range, township and
39 county of each lot, tract or parcel of agricultural land in this state owned or
40 leased by or to the corporation;

41 (2) the purposes for which such agricultural land is owned or leased
42 and, if leased, to whom such agricultural land is leased;

43 (3) the value of the nonagricultural assets and the agricultural assets,

1 stated separately, owned and controlled by the corporation both within and
2 without the state of Kansas and where situated;

3 (4) the total number of stockholders of the corporation;

4 (5) the number of acres owned or operated by the corporation, the
5 number of acres leased by the corporation and the number of acres leased
6 to the corporation;

7 (6) the number of acres of agricultural land, held and reported in each
8 category under paragraph (5), stated separately, being irrigated; and

9 (7) whether any of the agricultural land held and reported under this
10 subsection was acquired after July 1, 1981.

11 (e) The report shall be executed in accordance with the provisions of
12 K.S.A. 17-7908 through 17-7910, and amendments thereto. The official
13 title or position of the individual signing the report shall be designated.
14 The fact that an individual's name is signed on such report shall be prima
15 facie evidence that such individual is authorized to sign the report on
16 behalf of the corporation. This report shall be subscribed by the person as
17 true, under penalty of perjury.

18 (f) At the time of filing its business entity information report, each
19 such foreign corporation shall pay to the secretary of state a fee in an
20 amount equal to \$80, plus the amount specified in rules and regulations of
21 the secretary ~~multiplied by the number of tax periods included in the~~
22 ~~report.~~

23 Sec. 11. K.S.A. 17-7506 is hereby amended to read as follows: 17-
24 7506. (a) The secretary of state shall charge each corporation a fee
25 established pursuant to rules and regulations, but not exceeding \$250, for
26 issuing or filing and indexing articles of incorporation of a for-profit or a
27 foreign corporation application.

28 (b) The secretary of state shall charge each corporation a fee
29 established by rules and regulations, but not exceeding \$50, for articles of
30 incorporation of a nonprofit corporation.

31 (c) The secretary of state shall charge each corporation a fee
32 established by rules and regulations, but not exceeding \$150, for issuing or
33 filing and indexing any of the corporate documents described below:

34 (1) Certificate of extension, revocation of dissolution, restoration or
35 revival of articles of incorporation;

36 (2) certificate of amendment of articles of incorporation, either prior
37 to or after payment of capital;

38 (3) certificate of designation of preferences;

39 (4) certificate of retirement of preferred stock;

40 (5) certificate of increase or reduction of capital;

41 (6) certificate of dissolution, either prior to or after beginning
42 business;

43 (7) certificate of revocation of voluntary dissolution;

- 1 (8) certificate of change of location of registered office and resident
- 2 agent;
- 3 (9) certificate of merger or consolidation or agreement of merger or
- 4 consolidation;
- 5 (10) certificate of ownership and merger;
- 6 (11) certificate of extension, restoration, renewal or revival of a
- 7 certificate of authority of foreign corporation to do business in Kansas;
- 8 (12) change of resident agent or amendment by foreign corporation;
- 9 (13) certificate of withdrawal of foreign corporation;
- 10 (14) certificate of correction of any of the instruments designated in
- 11 this section;
- 12 (15) reservation of corporate name;
- 13 (16) restated articles of incorporation;
- 14 (17) extension of a business entity information report; ~~and~~
- 15 (18) certificate of validation; *and*
- 16 (19) *certificate of reinstatement.*
- 17 (d) The secretary of state shall charge each corporation a fee
- 18 established pursuant to rules and regulations, but not exceeding \$50, for
- 19 issuing certified copies, photocopies, certificates of good standing ~~and~~
- 20 ~~certificates of fact~~; and any other certificate or filing for which a filing or
- 21 indexing fee is not prescribed by law.
- 22 (e) The secretary of state shall not charge fees for providing the
- 23 following information: Name of the corporation; postal address of its
- 24 registered office and the name of its resident agent; the amount of its
- 25 authorized capital stock; the state of its incorporation; date of filing of
- 26 articles of incorporation, foreign corporation application or business entity
- 27 information report; and date of expiration.
- 28 (f) The secretary of state shall prescribe by rules and regulations any
- 29 fees required by this act.
- 30 Sec. 12. K.S.A. 17-76,136 is hereby amended to read as follows: 17-
- 31 76,136. (a) The secretary of state shall charge each domestic and foreign
- 32 limited liability company the following fees:
- 33 (1) A fee of \$20 for issuing or filing and indexing any of the
- 34 following documents:
- 35 (A) A certificate of amendment of articles of organization;
- 36 (B) restated articles of organization;
- 37 (C) a certificate of cancellation, which shall be multiplied by the
- 38 number of series of the limited liability company named in the certificate
- 39 of cancellation;
- 40 (D) a certificate of change of location of registered office or resident
- 41 agent;
- 42 (E) a certificate of merger or consolidation;
- 43 (F) a certificate of division; and

1 (G) any certificate, affidavit, agreement or any other paper provided
2 for in the Kansas revised limited liability company act, for which no
3 different fee is specifically prescribed;

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

6 (3) a fee of \$7.50 for each certificate of good standing, including a
7 certificate of good standing for a series of a limited liability company, ~~and~~
8 ~~certificate of fact~~ issued by the secretary of state; *and*

9 ~~(4) a fee of \$5 for a report of record search, but furnishing the~~
10 ~~following information shall not be considered a record search and no~~
11 ~~charge shall be made therefor: Name of the limited liability company and~~
12 ~~the postal address of its registered office; name and postal address of the~~
13 ~~resident agent; the state of the limited liability company's formation; the~~
14 ~~date of filing of its articles of organization or business entity information~~
15 ~~report; and date of expiration; and~~

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

18 (b) Every limited liability company hereafter formed in this state shall
19 pay to the secretary of state, at the time of filing its articles of organization,
20 an application and recording fee of \$150.

21 (c) At the time of filing its application to do business, every foreign
22 limited liability company shall pay to the secretary of state an application
23 and recording fee of \$150.

24 (d) The fee for filing a certificate of reinstatement shall be the same
25 as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a
26 certificate of reinstatement of a corporation's articles of incorporation.

27 Sec. 13. K.S.A. 17-76,139 is hereby amended to read as follows: 17-
28 76,139. (a) Every limited liability company organized and on and after
29 July 1, 2020, each series thereof formed or in existence under the laws of
30 this state shall make a written business entity information report to the
31 secretary of state, stating the prescribed information concerning the limited
32 liability company or series, as applicable, at the close of business on the
33 ~~last day of its tax period next preceding the date of filing. If the limited~~
34 ~~liability company's or series' tax period is other than the calendar year, it~~
35 ~~shall give notice of its different tax period in writing to *day the report is*~~
36 ~~*filed with* the secretary of state prior to December 31 of the year it~~
37 ~~commences the different tax period.~~

38 (b) The report shall be filed biennially, as determined by the year that
39 the limited liability company or series filed its formation documents. A
40 limited liability company or series that filed formation documents in an
41 even-numbered year shall file a report in each even-numbered year. A
42 limited liability company or series that filed formation documents in an
43 odd-numbered year shall file a report in each odd-numbered year. It is

1 permissible to file at one time the biennial report information for more
2 than one limited liability company or series, regardless of whether the
3 formation documents were filed in an even-numbered or odd-numbered
4 year, except that all the reports shall be filed in the first year a biennial
5 report is due under this law and in odd-numbered years thereafter. The
6 report shall be filed ~~after the close of the limited liability company's tax~~
7 ~~period or series' tax period but not later than at the time prescribed by law~~
8 ~~for filing the limited liability company's or series' annual Kansas income~~
9 ~~tax return, or if applicable law does not prescribe a time for filing an~~
10 ~~annual Kansas income tax return for a series, the report for the series shall~~
11 ~~be filed at, and for purposes of this section its tax period shall be deemed~~
12 ~~to be, the time prescribed by law for filing the annual Kansas income tax~~
13 ~~return for the limited liability company to which the series is associated~~
14 *April 15.*

15 (c) The report shall be made on a form prescribed by the secretary of
16 state and shall contain the following information for each limited liability
17 company or series:

18 (1) The name of the limited liability company or series, as applicable;

19 (2) a list of the members owning at least 5% of the capital of the
20 limited liability company or series, as applicable, with the postal address
21 of each; and

22 (3) the location of the principal office, including the building and
23 suite number, street name or rural route number with box number, city,
24 state and zip code.

25 (d) (1) Every foreign limited liability company shall make a written
26 business entity information report to the secretary of state, stating the
27 prescribed information concerning the limited liability company at the
28 close of business on the ~~last day of its tax period next preceding the date of~~
29 ~~filing. If the limited liability company's tax period is other than the~~
30 ~~calendar year, it shall give notice in writing of its different tax period to~~
31 ~~day the report is filed with the secretary of state prior to December 31 of~~
32 ~~the year it commences the different tax period.~~

33 (2) The report shall be filed biennially, as determined by the year that
34 the foreign limited liability company filed its foreign limited liability
35 company application. A foreign limited liability company that filed its
36 application in an even-numbered year shall file a report in each even-
37 numbered year. A foreign limited liability company that filed its
38 application in an odd-numbered year shall file a report in each odd-
39 numbered year. The report shall be filed ~~after the close of the foreign~~
40 ~~limited liability company's tax period but not later than at the time~~
41 ~~prescribed by law for filing the limited liability company's annual Kansas~~
42 ~~income tax return~~ *April 15.*

43 (3) The report shall be made on a form prescribed by the secretary of

1 state and shall contain the name of the limited liability company.

2 (e) The business entity information report required by this section
3 shall be executed by one or more authorized persons, and filed with the
4 secretary of state. The execution of such report by a person who is
5 authorized by the Kansas revised limited liability company act to execute
6 such report, upon filing such report with the secretary of state, constitutes
7 an oath or affirmation, under penalties of perjury that, to the best of such
8 person's knowledge and belief, the facts stated in such report are true.

9 (f) At the time of filing the business entity information report, each
10 limited liability company or series shall pay to the secretary of state a fee
11 in an amount equal to \$80, plus the amount specified in rules and
12 regulations of the secretary ~~multiplied by the number of tax periods~~
13 ~~included in the report.~~

14 (g) The provisions of K.S.A. 17-7509, and amendments thereto,
15 relating to penalties for failure of a corporation to file business entity
16 information report or pay the required fee, and the provisions of K.S.A.
17 17-7510(a), and amendments thereto, relating to penalties for failure of a
18 corporation to file business entity information report or pay the required
19 fee, shall be applicable to the articles of organization of any domestic
20 limited liability company, the certificate of designation of any series
21 thereof, or to the authority of any foreign limited liability company that
22 fails to file its business entity information report or pay the fee within 90
23 days of the time prescribed in this section for filing and paying the ~~same~~
24 ~~or, in the case of a report filing and fee received by mail, postmarked~~
25 ~~within 90 days of the time for filing and paying the same fee.~~ Whenever
26 the articles of organization of a domestic limited liability company, the
27 certificate of designation of a series thereof, or the authority of any foreign
28 limited liability company are forfeited or canceled for failure to file
29 business entity information report or to pay the required fee, the domestic
30 limited liability company or the authority of a foreign limited liability
31 company may be reinstated by filing a certificate of reinstatement,
32 pursuant to K.S.A. 17-76,146, and amendments thereto, and the certificate
33 of designation may be reinstated by filing a certificate of reinstatement,
34 pursuant to K.S.A. 17-76,147, and amendments thereto, and in each case,
35 paying to the secretary of state all fees, including any penalties thereon,
36 due to the state.

37 Sec. 14. K.S.A. 17-7903 is hereby amended to read as follows: 17-
38 7903. The following documents related to corporations shall be filed with
39 the secretary of state:

40 (a) For-profit filings:

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

43 (2) professional association articles of incorporation as set forth in

- 1 K.S.A. 17-2709, 17-2711 and 17-6002, and amendments thereto;
- 2 (3) close corporation articles of incorporation as set forth in K.S.A.
- 3 17-6426, 17-7201, 17-7202 and 17-7203, and amendments thereto;
- 4 (4) public benefit corporation articles of incorporation as set forth in
- 5 K.S.A. 17-72a02, and amendments thereto;
- 6 (5) certificate of validation as set forth in K.S.A. 17-6428, and
- 7 amendments thereto;
- 8 (6) foreign for-profit application for authority as set forth in K.S.A.
- 9 17-7931, and amendments thereto;
- 10 (7) for-profit business entity information report as set forth in K.S.A.
- 11 17-7503 and 17-7505, and amendments thereto;
- 12 (8) professional association business entity information report as set
- 13 forth in K.S.A. 17-2718, and amendments thereto;
- 14 (9) for-profit certificate of amendment as set forth in K.S.A. 17-6003,
- 15 17-6401, 17-6601, 17-6602 and 17-6603, and amendments thereto;
- 16 (10) amendment to professional associations as set forth in K.S.A.
- 17 17-2709, and amendments thereto;
- 18 (11) foreign for-profit corporation certificate of amendment as set
- 19 forth in K.S.A. 17-7302, and amendments thereto;
- 20 (12) restated articles of incorporation as set forth in K.S.A. 17-6605,
- 21 and amendments thereto;
- 22 (13) change of registered office or resident agent as set forth in
- 23 K.S.A. 17-7926, 17-7927, 17-7928 and 17-7929, and amendments thereto;
- 24 (14) for-profit certificate of correction as set forth in K.S.A. 17-7912,
- 25 and amendments thereto;
- 26 (15) mergers as set forth in K.S.A. 17-6701 through 17-6708, and
- 27 amendments thereto;
- 28 (16) foreign mergers as set forth in K.S.A. 17-7302, and amendments
- 29 thereto;
- 30 (17) certificate of amendment or termination of merger as set forth in
- 31 K.S.A. 17-6701, and amendments thereto;
- 32 (18) foreign corporation merger as set forth in K.S.A. 17-7302, and
- 33 amendments thereto;
- 34 (19) certificate of ~~reinstatement~~ *revival* as set forth in K.S.A. 17-
- 35 7002, and amendments thereto;
- 36 (20) certificate of dissolution prior to commencing business as set
- 37 forth in K.S.A. 17-6803, and amendments thereto;
- 38 (21) certificate of dissolution by stockholder's meeting as set forth in
- 39 K.S.A. 17-6804, and amendments thereto;
- 40 (22) certificate of dissolution by written consent as set forth in K.S.A.
- 41 17-6804, and amendments thereto;
- 42 (23) foreign certificate of cancellation as set forth in K.S.A. 17-7936,
- 43 and amendments thereto; and

1 (24) certificate of ~~revocation of dissolution~~ *restoration* as set forth in
2 K.S.A. 17-7001, and amendments thereto.

3 (b) Not-for-profit filings:

4 (1) Not-for-profit articles of incorporation as set forth in K.S.A. 17-
5 6002, and amendments thereto;

6 (2) foreign not-for-profit application for authority as set forth in
7 K.S.A. 17-7931, and amendments thereto;

8 (3) not-for-profit business entity information report as set forth in
9 K.S.A. 17-7504, and amendments thereto;

10 (4) not-for-profit certificate of amendment as set forth in K.S.A. 17-
11 6602, and amendments thereto;

12 (5) not-for-profit certificate of correction as set forth in K.S.A. 17-
13 7912, and amendments thereto;

14 (6) not-for-profit change of registered office or resident agent as set
15 forth in K.S.A. 17-7926, 17-7927, 17-7928 and 17-7929, and amendments
16 thereto;

17 (7) not-for-profit certificate of ~~reinstatement~~ *revival* as set forth in
18 K.S.A. 17-7002, and amendments thereto; ~~and~~

19 (8) certificate of dissolution as set forth in K.S.A. 17-6803, 17-6804
20 and 17-6805, and amendments thereto; *and*

21 (9) *certificate of restoration as set forth in K.S.A. 17-7001, and*
22 *amendments thereto.*

23 Sec. 15. K.S.A. 17-7931 is hereby amended to read as follows: 17-
24 7931. Before doing business in the state of Kansas, a foreign covered
25 entity shall register with the secretary of state. In order to register, a
26 foreign covered entity shall submit to the secretary of state, together with
27 payment of a fee if authorized by law, as provided by K.S.A. 17-7910, and
28 amendments thereto, ~~an original copy executed by a governor, of an~~
29 ~~application for registration as a foreign covered entity; setting forth:~~

30 (a) The name of the foreign covered entity;

31 (b) the jurisdiction where organized;

32 (c) the date of its organization;

33 (d) ~~a statement issued within 90 days of the date of application by the~~
34 ~~proper officer of the jurisdiction where such foreign entity is organized, or~~
35 ~~by a third-party agent authorized by such proper officer, that made under~~
36 ~~penalty of perjury that, as of the day of the filing, the foreign covered~~
37 ~~entity exists in good standing under the laws of the jurisdiction of its~~
38 ~~organization;~~

39 (e) the nature of the business or purposes to be conducted or
40 promoted in the state of Kansas, including whether the covered entity
41 operates for-profit or not-for-profit;

42 (f) the address of the registered office and the name and address of
43 the resident agent for service of process required to be maintained by this

1 act;

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

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

11 Sec. 16. K.S.A. 2023 Supp. 56-1a151 is hereby amended to read as
12 follows: 56-1a151. (a) In order to form a limited partnership, a certificate
13 of limited partnership must be executed and filed in the office of the
14 secretary of state. Such certificate shall set forth:

15 (1) The name of the limited partnership;

16 (2) the address of the registered office and the name and address of
17 the resident agent for service of process required to be maintained by
18 K.S.A. 17-7925, and amendments thereto;

19 (3) the name and the business or residence address of each general
20 partner; *and*

21 ~~(4) the latest date upon which the limited partnership is to dissolve;~~
22 ~~and~~

23 ~~(5) any other matters the general partners determine to include in the~~
24 ~~certificate.~~

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

30 Sec. 17. K.S.A. 2023 Supp. 56-1a605 is hereby amended to read as
31 follows: 56-1a605. (a) The secretary of state shall charge each domestic
32 and foreign limited partnership the following fees:

33 (1) For issuing or filing and indexing any of the documents described
34 below, a fee of \$20:

35 (A) A certificate of amendment of limited partnership;

36 (B) a restated certificate of limited partnership;

37 (C) a certificate of cancellation of limited partnership;

38 (D) a certificate of change of location of registered office or
39 registered agent; and

40 (E) any certificate, affidavit, agreement or any other paper provided
41 for in this act, for which no different fee is specifically prescribed;

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

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

3 ~~(4) for a report of record search, a fee of \$5, but furnishing the~~
4 ~~following information shall not be considered a record search and no~~
5 ~~charge shall be made therefor: name of the limited partnership and the~~
6 ~~postal address of its registered office; name and postal address of the~~
7 ~~resident agent; the state of the limited partnership's formation; the date of~~
8 ~~filing of its certificate of limited partnership or business entity information~~
9 ~~report; and date of expiration; and~~

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

12 (b) Every limited partnership hereafter formed in this state shall pay
13 to the secretary of state at the time of filing its certificate of limited
14 partnership, an application and recording fee of \$150.

15 (c) At the time of filing its application to do business, every foreign
16 limited partnership shall pay to the secretary of state an application and
17 recording fee of \$150.

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

21 Sec. 18. K.S.A. 2023 Supp. 56-1a606 is hereby amended to read as
22 follows: 56-1a606. (a) Every limited partnership organized under the laws
23 of this state shall make a written business entity information report to the
24 secretary of state, stating the prescribed information concerning the limited
25 partnership at the close of business on the ~~last day of its tax period next~~
26 ~~preceding the date of filing. If the limited partnership's tax period is other~~
27 ~~than the calendar year, it shall give notice of its different tax period to~~
28 ~~the report is filed with the secretary of state prior to December 31 of the~~
29 ~~year it commences the different tax period.~~

30 (b) The report shall be filed biennially, as determined by the year that
31 the limited partnership filed its formation documents. A limited partnership
32 that filed formation documents in an even-numbered year shall file a report
33 in each even-numbered year. A limited partnership that filed formation
34 documents in an odd-numbered year shall file a report in each odd-
35 numbered year. The report shall be filed ~~after the close of the limited~~
36 ~~partnership's tax period but not later than at the time prescribed by law for~~
37 ~~filing the limited partnership's annual Kansas income tax return April 15.~~

38 (c) The report shall be made on a form prescribed by the secretary of
39 state and shall contain the following information:

40 (1) The name of the limited partnership;

41 (2) a list of the partners owning at least 5% of the capital of the
42 partnership, with the postal address of each; and

43 (3) the location of the principal office, including the building and

1 suite number, street name or rural route number with box number, city,
2 state and zip code.

3 (d) Every limited partnership subject to the provisions of this section
4 that is a limited agricultural partnership, as defined in K.S.A. 17-5903, and
5 amendments thereto, and that holds agricultural land, as defined in K.S.A.
6 17-5903, and amendments thereto, within this state shall show the
7 following additional information on the report:

8 (1) The number of acres and location, listed by section, range,
9 township and county of each lot, tract or parcel of agricultural land in this
10 state owned or leased by the limited partnership; and

11 (2) whether any of the agricultural land held and reported under
12 paragraph (1) was acquired after July 1, 1981.

13 (e) The report shall be signed by the general partner or partners of the
14 limited partnership under penalty of perjury and forwarded to the secretary
15 of state.

16 (f) At the time of filing its business entity information report, the
17 limited partnership shall pay to the secretary of state a fee in an amount
18 equal to \$80, plus the amount specified in rules and regulations of the
19 secretary ~~multiplied by the number of tax periods included in the report.~~

20 (g) The provisions of K.S.A. 17-7509, and amendments thereto,
21 relating to penalties for failure of a corporation to file a business entity
22 information report or pay the required fee, and the provisions of K.S.A.
23 17-7510(a), and amendments thereto, relating to forfeiture of a domestic
24 corporation's articles of incorporation for failure to file a business entity
25 information report or pay the required fee, shall be applicable to the
26 certificate of partnership of any limited partnership that fails to file its
27 business entity information report or pay the required fee within 90 days
28 of the time prescribed in this section for filing and paying the same or, in the
29 ~~ease of a report filing and fee received by mail, postmarked within 90 days~~
30 ~~of the time prescribed in this section for filing and paying the same fee.~~
31 Whenever the certificate of partnership of a limited partnership is forfeited
32 for failure to file a business entity information report or to pay the required
33 fee, the limited partnership may be reinstated by filing a certificate of
34 reinstatement, in the manner and form to be prescribed by the secretary of
35 state, and all past due business entity information reports for the
36 immediately preceding 10 years, and payment to the secretary an amount
37 equal to all fees and any penalties due. The fee for filing a certificate of
38 reinstatement shall be the same as that prescribed by K.S.A. 17-7506, and
39 amendments thereto, for filing a certificate of reinstatement of a
40 corporation's articles of incorporation.

41 Sec. 19. K.S.A. 2023 Supp. 56-1a607 is hereby amended to read as
42 follows: 56-1a607. (a) Every foreign limited partnership shall make a
43 written business entity information report to the secretary of state, stating

1 the prescribed information concerning the limited partnership at the close
2 of business on the ~~last day of its tax period next preceding the date of~~
3 ~~filing. If the limited partnership's tax period is other than the calendar year,~~
4 ~~it shall give notice of its different tax period to~~ *day the report is filed with*
5 the secretary of state ~~prior to December 31 of the year it commences the~~
6 ~~different tax period.~~

7 (b) The report shall be filed biennially, as determined by the year that
8 the foreign limited partnership filed its foreign limited partnership
9 application. A foreign limited partnership that filed its application in an
10 even-numbered year shall file a report in each even-numbered year. A
11 foreign limited partnership that filed its application in an odd-numbered
12 year shall file a report in each odd-numbered year. The report shall be filed
13 ~~after the close of the limited partnership's tax period but not later than at~~
14 ~~the time prescribed by law for filing the limited partnership's annual~~
15 ~~Kansas income tax return~~ *April 15.*

16 (c) The report shall be made on a form prescribed by the secretary of
17 state and shall contain:

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

19 (2) the location of the principal office, including the building and
20 suite number, street name or rural route number with box number, city,
21 state and zip code.

22 (d) Every foreign limited partnership subject to the provisions of this
23 section that is a limited agricultural partnership, as defined in K.S.A. 17-
24 5903, and amendments thereto, and that holds agricultural land, as defined
25 in K.S.A. 17-5903, and amendments thereto, within this state shall show
26 the following additional information on the report:

27 (1) The number of acres and location, listed by section, range,
28 township and county of agricultural land in this state owned or leased by
29 the limited partnership; and

30 (2) whether any of the agricultural land held and reported under
31 paragraph (1) was acquired after July 1, 1981.

32 (e) The report shall be signed by the general partner or partners of the
33 limited partnership under penalty of perjury and forwarded to the secretary
34 of state.

35 (f) At the time of filing its business entity information report, the
36 foreign limited partnership shall pay to the secretary of state a fee in an
37 amount equal to \$80, plus the amount specified in rules and regulations of
38 the secretary ~~multiplied by the number of tax periods included in the~~
39 ~~report.~~

40 (g) The provisions of K.S.A. 17-7509, and amendments thereto,
41 relating to penalties for failure of a corporation to file a business entity
42 information report or pay the required fee, and the provisions of K.S.A.
43 17-7510(b), and amendments thereto, relating to forfeiture of a foreign

1 corporation's authority to do business in this state for failure to file a
2 business entity information report or pay the required fee, shall be
3 applicable to the authority of any foreign limited partnership that fails to
4 file its business entity information report or pay the required fee within 90
5 days of the time prescribed in this section for filing and paying the ~~same~~
6 ~~or, in the case of a report filing and fee received by mail, postmarked~~
7 ~~within 90 days of the time prescribed in this section for filing and paying~~
8 ~~the same fee~~. Whenever the authority of a foreign limited partnership to do
9 business in this state is forfeited for failure to file a business entity
10 information report or to pay the required fee, the foreign limited
11 partnership's authority to do business in this state may be reinstated by
12 filing a certificate of reinstatement, in the manner and form to be
13 prescribed by the secretary of state, and all past due business entity
14 information reports for the immediately preceding 10 years, and payment
15 to the secretary of state an amount equal to all fees and any penalties due.
16 The fee for filing a certificate of reinstatement shall be the same as that
17 prescribed by K.S.A. 17-7506, and amendments thereto, for filing a
18 certificate of reinstatement of a corporation's articles of incorporation.

19 Sec. 20. K.S.A. 2023 Supp. 56a-1001 is hereby amended to read as
20 follows: 56a-1001. (a) A partnership may become a limited liability
21 partnership pursuant to this section.

22 (b) The terms and conditions on which a partnership becomes a
23 limited liability partnership must be approved by the vote necessary to
24 amend the partnership agreement except, in the case of a partnership
25 agreement that expressly considers contribution obligations, the vote
26 necessary to amend those provisions.

27 (c) After the approval required by subsection (b), a partnership may
28 become a limited liability partnership by filing a *prescribed* statement of
29 qualification *with the secretary of state*. The statement must contain:

30 (1) The name of the partnership;

31 (2) the address of the registered office and the name of the resident
32 agent for service of process required to be maintained pursuant to K.S.A.
33 17-7925, and amendments thereto;

34 (3) a statement that the partnership elects to be a limited liability
35 partnership; and

36 (4) a deferred effective date, if any.

37 (d) The status of a partnership as a limited liability partnership is
38 effective on the later of the filing of the statement or a date specified in the
39 statement. The status remains effective, regardless of changes in the
40 partnership, until it is canceled pursuant to K.S.A. 56a-105(d), and
41 amendments thereto, or revoked pursuant to K.S.A. 56a-1201, and
42 amendments thereto.

43 (e) The status of a partnership as a limited liability partnership and

1 the liability of its partners is not affected by errors or later changes in the
2 information required to be contained in the statement of qualification
3 under subsection (c).

4 (f) The filing of a statement of qualification establishes that a
5 partnership has satisfied all conditions precedent to the qualification of the
6 partnership as a limited liability partnership.

7 (g) An amendment or cancellation of a statement of qualification is
8 effective when it is filed or on a deferred effective date specified in the
9 amendment or cancellation.

10 Sec. 21. K.S.A. 2023 Supp. 56a-1201 is hereby amended to read as
11 follows: 56a-1201. (a) Every limited liability partnership organized under
12 the laws of this state shall make a written business entity information
13 report to the secretary of state, stating the prescribed information
14 concerning the limited liability partnership at the close of business on the
15 ~~last day of its tax period next preceding the date of filing. If the limited~~
16 ~~liability partnership's tax period is other than the calendar year, it shall~~
17 ~~give notice of its different tax period in writing to~~ *day the report is filed*
18 *with the secretary of state prior to December 31 of the year it commences*
19 *the different tax period.*

20 (b) The report shall be filed biennially, as determined by the year that
21 the limited liability partnership filed its limited liability partnership
22 formation documents. A limited liability partnership that filed formation
23 documents in an even-numbered year shall file a report in each even-
24 numbered year. A limited liability partnership that filed formation
25 documents in an odd-numbered year shall file a report in each odd-
26 numbered year. The report shall be filed ~~after the close of the limited~~
27 ~~liability partnership's tax period but~~ not later than ~~at the time prescribed by~~
28 ~~law for filing the limited liability partnership's annual Kansas income tax~~
29 ~~return~~ *April 15.*

30 (c) The report shall be made on a form prescribed by the secretary of
31 state and shall contain the following information:

32 (1) The name of the limited liability partnership;

33 (2) a list of the partners owning at least 5% of the capital of the
34 partnership, with the postal address for each; and

35 (3) the location of the principal office, including the building and
36 suite number, street name or rural route number with box number, city,
37 state and zip code.

38 (d) The report shall be signed by a partner of the limited liability
39 partnership under penalty of perjury and forwarded to the secretary of
40 state.

41 (e) At the time of filing its business entity information report, the
42 limited liability partnership shall pay to the secretary of state a fee in an
43 amount equal to \$80, plus the amount specified in rules and regulations of

1 the secretary ~~multiplied by the number of tax periods included in the~~
2 ~~report.~~

3 (f) The provisions of K.S.A. 17-7509, and amendments thereto,
4 relating to penalties for failure of a corporation to file a business entity
5 information report or pay the required fee, and the provisions of K.S.A.
6 17-7510(a), and amendments thereto, relating to penalties for failure of a
7 corporation to file a business entity information report or pay the required
8 fee, shall be applicable to the statement of qualification of any limited
9 liability partnership that fails to file its business entity information report
10 or pay the required fee within 90 days of the time prescribed in this section
11 for filing and paying the ~~same or, in the case of a report filing and fee~~
12 ~~received by mail, postmarked within 90 days of the time prescribed in this~~
13 ~~section for filing and paying the same fee.~~ Whenever the statement of
14 qualification of a limited liability partnership is forfeited for failure to file
15 a business entity information report or to pay the required fee, the limited
16 liability partnership may be reinstated by filing a certificate of
17 reinstatement, in the manner and form to be prescribed by the secretary of
18 state, and all past due business entity information reports for the
19 immediately preceding 10 years, and payment to the secretary an amount
20 equal to all fees and any penalties due. The fee for filing a certificate of
21 reinstatement shall be the same as that prescribed by K.S.A. 17-7506, and
22 amendments thereto, for filing a certificate of reinstatement of a
23 corporation's articles of incorporation.

24 Sec. 22. K.S.A. 2023 Supp. 56a-1202 is hereby amended to read as
25 follows: 56a-1202. (a) Every foreign limited liability partnership shall
26 make a written business entity information report to the secretary of state,
27 stating the prescribed information concerning the foreign limited liability
28 partnership at the close of business on the ~~last day of its tax period next~~
29 ~~preceding the date of filing. If the foreign limited liability partnership's tax~~
30 ~~period is other than the calendar year, it shall give notice in writing of its~~
31 ~~different tax period to day the report is filed with the secretary of state~~
32 ~~prior to December 31 of the year it commences the different tax period.~~

33 (b) The report shall be filed biennially, as determined by the year that
34 the foreign limited liability partnership filed its foreign limited liability
35 partnership application. A foreign limited liability partnership that filed its
36 application in an even-numbered year shall file a report in each even-
37 numbered year. A foreign limited liability partnership that filed its
38 application in an odd-numbered year shall file a report in each odd-
39 numbered year. The report shall be filed ~~after the close of the foreign~~
40 ~~limited liability partnership's tax period but not later than at the time~~
41 ~~prescribed by law for filing the foreign limited liability partnership's~~
42 ~~annual Kansas income tax return April 15.~~

43 (c) The report shall be made on a form prescribed by the secretary of

1 state and shall contain:

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

3 (2) the location of the principal office, including the building and
4 suite number, street name or rural route number with box number, city,
5 state and zip code.

6 (d) The report shall be signed by a partner of the foreign limited
7 liability partnership under penalty of perjury and forwarded to the
8 secretary of state.

9 (e) At the time of filing its business entity information report, the
10 foreign limited liability partnership shall pay to the secretary of state a fee
11 in an amount equal to \$80, plus the amount specified in rules and
12 regulations of the secretary ~~multiplied by the number of tax periods~~
13 ~~included in the report.~~

14 (f) The provisions of K.S.A. 17-7509, and amendments thereto,
15 relating to penalties for failure of a corporation to file a business entity
16 information report or pay the required fee, and the provisions of K.S.A.
17 17-7510(a), and amendments thereto, relating to penalties for failure of a
18 corporation to file a business entity information report or pay the required
19 fee, shall be applicable to the statement of foreign qualification of any
20 foreign limited liability partnership that fails to file its business entity
21 information report or pay the required fee within 90 days of the time
22 prescribed in this section for filing and paying the same or, ~~in the case of a~~
23 ~~report filing and fee received by mail, postmarked within 90 days of the~~
24 ~~time prescribed in this section for filing and paying the same fee.~~
25 Whenever the statement of foreign qualification of a foreign limited
26 liability partnership is forfeited for failure to file a business entity
27 information report or to pay the required fee, the statement of foreign
28 qualification of the foreign limited liability partnership may be reinstated
29 by filing a certificate of reinstatement, in the manner and form to be
30 prescribed by the secretary of state, and all past due business entity
31 information reports for the immediately preceding 10 years, and payment
32 to the secretary of state an amount equal to all fees and any penalties due.
33 The fee for filing a certificate of reinstatement shall be the same as that
34 prescribed by K.S.A. 17-7506, and amendments thereto, for filing a
35 certificate of reinstatement of a corporation's articles of incorporation.

36 Sec. 23. K.S.A. 17-2036, 17-2718, 17-4615, 17-4634, 17-4677, 17-
37 7002, 17-7503, 17-7504, 17-7505, 17-7506, 17-76,136, 17-76,139, 17-
38 7903 and 17-7931 and K.S.A. 2023 Supp. 56-1a151, 56-1a605, 56-1a606,
39 56-1a607, 56a-1001, 56a-1201 and 56a-1202 are hereby repealed.

40 Sec. 24. This act shall take effect and be in force from and after its
41 publication in the statute book.