

HOUSE BILL No. 2660

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

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

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

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

(A) The current occupant's name;

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

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

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

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

(2) The submitted form shall be confidential and shall not be subject to the open records act, K.S.A. 45-215 et seq., and amendments thereto. The provisions of this paragraph shall expire on July 1, 2029, unless the legislature reviews and reenacts this provision pursuant to K.S.A. 45-229, and amendments thereto.

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

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

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

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

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

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

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

(c) The report shall be signed by a trustee or other authorized

officer under penalty of perjury and contain the following:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(3) the amendment to its articles of incorporation.

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

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

(b) The report shall be filed biennially, as determined by the year that the electric cooperative filed its formation documents. An electric cooperative that filed formation documents in an even-numbered year shall file a report in each even-numbered year. An electric cooperative that filed formation documents in an odd-numbered year shall file a report in each odd-numbered year. The report shall be filed ~~after the~~

~~close of the electric cooperative's tax period but not later than the 15<sup>th</sup> day of the fourth month following the close of the tax year of the electric cooperative April 15.~~

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

(1) The name of the corporation;

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

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

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

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

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

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

Sec. 6. K.S.A. 17-4677 is hereby amended to read as follows: 17-4677. (a) Every cooperative organized under the renewable energy electric generation cooperative act shall make a written business entity information report to the secretary of state, stating the prescribed information concerning the cooperative ~~at the close of business on the last day of its tax period next preceding the date of filing, but if any such cooperative's tax period is other than the calendar year, it shall give notice thereof to day the report is filed with the secretary of state prior to December 31 of the year it commences such tax period.~~

(b) The report shall be filed biennially, as determined by the year that the renewable energy electric generation cooperative filed its articles of formation documents. A renewable energy electric generation cooperative that filed formation documents in an even-numbered year shall file a report in each even-numbered year. A renewable energy electric generation cooperative that filed formation documents in an odd-numbered year shall file a report in each odd-numbered year. The report shall be filed ~~after the close of the electric cooperative's tax period but not later than the 15<sup>th</sup> day of the sixth month following the close of the tax year of the electric cooperative April 15.~~

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

(1) The name of the cooperative;

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

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

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

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

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

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

number of tax periods included in the report.

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

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

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

(b) Except as provided further, any corporation whose articles of incorporation or authority to engage in business has become forfeited or void pursuant to this code or whose articles of incorporation or authority to engage in business has been revived, but, through failure to comply strictly with the provisions of this code, the validity of whose revival has been brought into question, *may* at any time procure a revival 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 that 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, by complying with the requirements of this section. This section shall not be applicable to a corporation whose articles of incorporation have been revoked or forfeited pursuant to K.S.A. 17-6812, and amendments thereto.

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

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

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

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

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

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

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

(e) Upon the filing of the certificate in accordance with K.S.A. 17-7908 through 17-7910, and amendments thereto, the corporation shall be revived with the same force and effect as if its articles of incorporation or authority to engage in business had not been forfeited or void pursuant to this code. Such revival shall validate all contracts, acts, matters and things made, done and performed within the scope of its articles of incorporation or authority to engage in business by the corporation, its directors or members of its governing body, officers, agents and stockholders or members during the time when its articles of incorporation or authority to engage in business was forfeited or void

pursuant to this code, 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 that belonged to the corporation at the time its articles of incorporation or authority to engage in business became forfeited or void pursuant to this code and that were not disposed of prior to the time of its revival and all real and personal property, rights and credits acquired by the corporation after its articles of incorporation became forfeited or void pursuant to this code shall be vested in the corporation, after its revival, as if its articles of incorporation had at all times remained in full force and effect. The corporation after its revival 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 directors or members of its governing body, officers, agents and stockholders or members prior to its revival, as if its articles of incorporation or authority to engage in business had at all times remained in full force and effect.

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

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

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

forfeited or void pursuant to this code, would be the duly adopted bylaws of the corporation.

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

(j) Whenever it shall be desired to revive the articles of incorporation or authority to engage in business of any nonstock corporation, the governing body shall perform all the acts necessary for the revival of the articles of incorporation of the corporation or its authority to engage in business that are performed by the board of directors in the case of a corporation having capital stock, and the members of any nonstock corporation who are entitled to vote for the election of members of its governing body and any other members entitled to vote for dissolution under the articles of incorporation or bylaws of such corporation, shall perform all the acts necessary for the revival of the articles of incorporation of the corporation or its authority to engage in business that are performed by the stockholders in the case of a corporation having capital stock. In all other respects, the procedure for the revival of the articles of incorporation or authority to engage in business of a nonstock corporation shall conform, as nearly as may be applicable, to the procedure prescribed in this section for the revival of the articles of incorporation of a corporation having capital stock, except that subsection (i) shall not apply to nonstock corporations.

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

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

(c) The report shall contain the following information:

- (1) The name of the corporation;
- (2) the location of the principal office, including the building and suite number, street name or rural route number with box number, city, state and zip code;
- (3) the name and postal address for the president, secretary, treasurer or equivalent of such officers and members of the board of directors;
- (4) the nature and kind of business in which the corporation is

engaged; and

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

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

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

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

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

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

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

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

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

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

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

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

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

(c) The report shall contain the following information:

(1) The name of the corporation;



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

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

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

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

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

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

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

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

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

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

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

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

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

Sec. 10. K.S.A. 17-7505 is hereby amended to read as follows: 17-7505. (a) Every foreign corporation organized for profit, or organized under the cooperative type statutes of the state, territory or foreign country of incorporation, now or hereafter doing business in this state, and owning or using a part or all of its capital in this state, and subject to compliance with the laws relating to the admission of foreign corporations to do business in Kansas, shall make a written business entity information report to the secretary of state, stating the prescribed information concerning the corporation ~~at the close of business on the last day of its tax period next preceding the date of filing, but if a corporation operates on a fiscal year other than the calendar year it shall give written notice thereof to day the report is filed with the secretary of state prior to December 31 of the year commencing such fiscal year.~~

(b) The report shall be made on a form prescribed by the secretary of state and shall be filed biennially, as determined by the year that the

foreign corporation filed its foreign corporation application in Kansas. A foreign corporation that filed an application in an even-numbered year shall file a report in each even-numbered year. A foreign corporation that filed an application in an odd-numbered year shall file a report in each odd-numbered year. The report shall be filed ~~after the close of the corporation's tax period but not later than at the time prescribed by law for filing the corporation's annual Kansas income tax return~~ *April 15*.

(c) The report shall contain the following information:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Sec. 11. K.S.A. 17-7506 is hereby amended to read as follows: 17-7506. (a) The secretary of state shall charge each corporation a fee established pursuant to rules and regulations, but not exceeding \$250,

for issuing or filing and indexing articles of incorporation of a for-profit or a foreign corporation application.

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

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

- (1) Certificate of extension, revocation of dissolution, restoration or revival of articles of incorporation;
- (2) certificate of amendment of articles of incorporation, either prior to or after payment of capital;
- (3) certificate of designation of preferences;
- (4) certificate of retirement of preferred stock;
- (5) certificate of increase or reduction of capital;
- (6) certificate of dissolution, either prior to or after beginning business;
- (7) certificate of revocation of voluntary dissolution;
- (8) certificate of change of location of registered office and resident agent;
- (9) certificate of merger or consolidation or agreement of merger or consolidation;
- (10) certificate of ownership and merger;
- (11) certificate of extension, restoration, renewal or revival of a certificate of authority of foreign corporation to do business in Kansas;
- (12) change of resident agent or amendment by foreign corporation;
- (13) certificate of withdrawal of foreign corporation;
- (14) certificate of correction of any of the instruments designated in this section;
- (15) reservation of corporate name;
- (16) restated articles of incorporation;
- (17) extension of a business entity information report; ~~and~~
- (18) certificate of validation; *and*
- (19) *certificate of reinstatement.*

(d) The secretary of state shall charge each corporation a fee established pursuant to rules and regulations, but not exceeding \$50, for issuing certified copies, photocopies, certificates of good standing ~~and certificates of fact~~; and any other certificate or filing for which a filing or indexing fee is not prescribed by law.

(e) The secretary of state shall not charge fees for providing the following information: Name of the corporation; postal address of its registered office and the name of its resident agent; the amount of its authorized capital stock; the state of its incorporation; date of filing of articles of incorporation, foreign corporation application or business entity information report; and date of expiration.

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

Sec. 12. K.S.A. 17-76,136 is hereby amended to read as follows: 17-76,136. (a) The secretary of state shall charge each domestic and foreign limited liability company the following fees:

- (1) A fee of \$20 for issuing or filing and indexing any of the following documents:
  - (A) A certificate of amendment of articles of organization;
  - (B) restated articles of organization;
  - (C) a certificate of cancellation, which shall be multiplied by the number of series of the limited liability company named in the certificate of cancellation;

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

(E) a certificate of merger or consolidation;

(F) a certificate of division; and

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

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

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

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

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

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

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

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

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

(b) The report shall be filed biennially, as determined by the year that the limited liability company or series filed its formation documents. A limited liability company or series that filed formation documents in an even-numbered year shall file a report in each even-numbered year. A limited liability company or series that filed formation documents in an odd-numbered year shall file a report in each odd-numbered year. It is permissible to file at one time the biennial report information for more than one limited liability company or series, regardless of whether the formation documents were filed in an even-numbered or odd-numbered year, except that all the reports shall be filed in the first year a biennial report is due under this law and in odd-numbered years thereafter. The report shall be filed ~~after the close of the limited liability company's tax period or series' tax period but not later than at the time prescribed by law for filing the limited liability company's or series' annual Kansas income tax return, or if applicable law does not prescribe a time for filing an annual Kansas income tax return for a series, the report for the series shall be filed at,~~

~~and for purposes of this section its tax period shall be deemed to be, the time prescribed by law for filing the annual Kansas income tax return for the limited liability company to which the series is associated April 15.~~

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

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

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

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

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

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

(3) The report shall be made on a form prescribed by the secretary of state and shall contain the name of the limited liability company.

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

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

(g) The provisions of K.S.A. 17-7509, and amendments thereto, relating to penalties for failure of a corporation to file business entity information report or pay the required fee, and the provisions of K.S.A. 17-7510(a), and amendments thereto, relating to penalties for failure of a corporation to file business entity information report or pay the required fee, shall be applicable to the articles of organization of any domestic limited liability company, the certificate of designation of any series thereof, or to the authority of any foreign limited liability company that fails to file its business entity information report or pay the fee within 90 days of the time prescribed in this section for filing and paying the same ~~or, in the case of a report filing and fee received~~

~~by mail, postmarked within 90 days of the time for filing and paying the same fee.~~ Whenever the articles of organization of a domestic limited liability company, the certificate of designation of a series thereof, or the authority of any foreign limited liability company are forfeited or canceled for failure to file business entity information report or to pay the required fee, the domestic limited liability company or the authority of a foreign limited liability company may be reinstated by filing a certificate of reinstatement, pursuant to K.S.A. 17-76,146, and amendments thereto, and the certificate of designation may be reinstated by filing a certificate of reinstatement, pursuant to K.S.A. 17-76,147, and amendments thereto, and in each case, paying to the secretary of state all fees, including any penalties thereon, due to the state.

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

- (a) For-profit filings:
  - (1) For-profit articles of incorporation as set forth in K.S.A. 17-6002, and amendments thereto;
  - (2) professional association articles of incorporation as set forth in K.S.A. 17-2709, 17-2711 and 17-6002, and amendments thereto;
  - (3) close corporation articles of incorporation as set forth in K.S.A. 17-6426, 17-7201, 17-7202 and 17-7203, and amendments thereto;
  - (4) public benefit corporation articles of incorporation as set forth in K.S.A. 17-72a02, and amendments thereto;
  - (5) certificate of validation as set forth in K.S.A. 17-6428, and amendments thereto;
  - (6) foreign for-profit application for authority as set forth in K.S.A. 17-7931, and amendments thereto;
  - (7) for-profit business entity information report as set forth in K.S.A. 17-7503 and 17-7505, and amendments thereto;
  - (8) professional association business entity information report as set forth in K.S.A. 17-2718, and amendments thereto;
  - (9) for-profit certificate of amendment as set forth in K.S.A. 17-6003, 17-6401, 17-6601, 17-6602 and 17-6603, and amendments thereto;
  - (10) amendment to professional associations as set forth in K.S.A. 17-2709, and amendments thereto;
  - (11) foreign for-profit corporation certificate of amendment as set forth in K.S.A. 17-7302, and amendments thereto;
  - (12) restated articles of incorporation as set forth in K.S.A. 17-6605, and amendments thereto;
  - (13) change of registered office or resident agent as set forth in K.S.A. 17-7926, 17-7927, 17-7928 and 17-7929, and amendments thereto;
  - (14) for-profit certificate of correction as set forth in K.S.A. 17-7912, and amendments thereto;
  - (15) mergers as set forth in K.S.A. 17-6701 through 17-6708, and amendments thereto;
  - (16) foreign mergers as set forth in K.S.A. 17-7302, and amendments thereto;
  - (17) certificate of amendment or termination of merger as set forth in K.S.A. 17-6701, and amendments thereto;
  - (18) foreign corporation merger as set forth in K.S.A. 17-7302, and amendments thereto;
  - (19) certificate of ~~reinstatement~~ *revival* as set forth in K.S.A. 17-7002, and amendments thereto;
  - (20) certificate of dissolution prior to commencing business as set

forth in K.S.A. 17-6803, and amendments thereto;

(21) certificate of dissolution by stockholder's meeting as set forth in K.S.A. 17-6804, and amendments thereto;

(22) certificate of dissolution by written consent as set forth in K.S.A. 17-6804, and amendments thereto;

(23) foreign certificate of cancellation as set forth in K.S.A. 17-7936, and amendments thereto; and

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

(b) Not-for-profit filings:

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

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

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

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

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

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

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

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

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

Sec. 15. K.S.A. 17-7931 is hereby amended to read as follows: 17-7931. 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. 17-7910, and amendments thereto, an original copy executed by a governor, of an application for registration as a foreign covered entity; setting forth:

(a) The name of the foreign covered entity;

(b) the jurisdiction where organized;

(c) the date of its organization;

(d) ~~a statement issued 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 such proper officer, that made under penalty of perjury that, as of the day of the filing, the foreign covered entity exists in good standing under the laws of the jurisdiction of its organization;~~

(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;

(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;

(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; and

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

Sec. 16. K.S.A. 2023 Supp. 56-1a605 is hereby amended to read as follows: 56-1a605. (a) The secretary of state shall charge each domestic and foreign limited partnership the following fees:

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

- (A) A certificate of amendment of limited partnership;
- (B) a restated certificate of limited partnership;
- (C) a certificate of cancellation of limited partnership;
- (D) a certificate of change of location of registered office or registered agent; and

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

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

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

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

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

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

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

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

Sec. 17. K.S.A. 2023 Supp. 56-1a606 is hereby amended to read as follows: 56-1a606. (a) Every limited partnership organized under the laws of this state shall make a written business entity information report to the secretary of state, stating the prescribed information concerning the limited partnership ~~at the close of business on the last day of its tax period next preceding the date of filing. If the limited partnership's tax period is other than the calendar year, it shall give notice of its different tax period to day the report is filed with the secretary of state prior to December 31 of the year it commences the different tax period.~~

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

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

- (1) The name of the limited partnership;



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

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

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

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

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

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

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

(g) The provisions of K.S.A. 17-7509, and amendments thereto, relating to penalties for failure of a corporation to file a business entity information report or pay the required fee, and the provisions of K.S.A. 17-7510(a), and amendments thereto, relating to forfeiture of a domestic corporation's articles of incorporation for failure to file a business entity information report or pay the required fee, shall be applicable to the certificate of partnership of any limited partnership that fails to file its business entity information report or pay the required fee within 90 days of the time prescribed in this section for filing and paying the same or, in the case of a report filing and fee received by mail, postmarked within 90 days of the time prescribed in this section for filing and paying the same fee. Whenever the certificate of partnership of a limited partnership is forfeited for failure to file a business entity information report or to pay the required fee, the limited partnership may be reinstated by filing a certificate of reinstatement, in the manner and form to be prescribed by the secretary of state, and all past due business entity information reports for the immediately preceding 10 years, and payment to the secretary an amount equal to all fees and any penalties due. The fee for filing a certificate of reinstatement shall be the same as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a certificate of reinstatement of a corporation's articles of incorporation.

Sec. 18. K.S.A. 2023 Supp. 56-1a607 is hereby amended to read as follows: 56-1a607. (a) Every foreign limited partnership shall make a written business entity information report to the secretary of state, stating the prescribed information concerning the limited partnership ~~at the close of business on the last day of its tax period next preceding the date of filing. If the limited partnership's tax period is other than the calendar year, it shall give notice of its different tax period to day the report is filed with the secretary of state prior to December 31 of the year it commences the different tax period.~~

(b) The report shall be filed biennially, as determined by the year that the foreign limited partnership filed its foreign limited partnership application. A foreign limited partnership that filed its application in an even-numbered year shall file a report in each even-numbered year. A foreign limited partnership that filed its application in an odd-numbered

year shall file a report in each odd-numbered year. The report shall be filed ~~after the close of the limited partnership's tax period but not later than at the time prescribed by law for filing the limited partnership's annual Kansas income tax return~~ *April 15*.

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

- (1) The name of the limited partnership; and
- (2) the location of the principal office, including the building and suite number, street name or rural route number with box number, city, state and zip code.

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

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

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

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

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

(g) The provisions of K.S.A. 17-7509, and amendments thereto, relating to penalties for failure of a corporation to file a business entity information report or pay the required fee, and the provisions of K.S.A. 17-7510(b), and amendments thereto, relating to forfeiture of a foreign corporation's authority to do business in this state for failure to file a business entity information report or pay the required fee, shall be applicable to the authority of any foreign limited partnership that fails to file its business entity information report or pay the required fee within 90 days of the time prescribed in this section for filing and paying the same or, in the case of a report filing and fee received by mail, postmarked within 90 days of the time prescribed in this section for filing and paying the same fee. Whenever the authority of a foreign limited partnership to do business in this state is forfeited for failure to file a business entity information report or to pay the required fee, the foreign limited partnership's authority to do business in this state may be reinstated by filing a certificate of reinstatement, in the manner and form to be prescribed by the secretary of state, and all past due business entity information reports for the immediately preceding 10 years, and payment to the secretary of state an amount equal to all fees and any penalties due. The fee for filing a certificate of reinstatement shall be the same as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a certificate of reinstatement of a corporation's articles of incorporation.

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

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

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

- (1) The name of the partnership;
- (2) the address of the registered office and the name of the resident agent for service of process required to be maintained pursuant to K.S.A. 17-7925, and amendments thereto;
- (3) a statement that the partnership elects to be a limited liability partnership; and

(4) a deferred effective date, if any.

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

(e) The status of a partnership as a limited liability partnership and the liability of its partners is not affected by errors or later changes in the information required to be contained in the statement of qualification under subsection (c).

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

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

Sec. 20. K.S.A. 2023 Supp. 56a-1201 is hereby amended to read as follows: 56a-1201. (a) Every limited liability partnership organized under the laws of this state shall make a written business entity information report to the secretary of state, stating the prescribed information concerning the limited liability partnership ~~at the close of business on the last day of its tax period next preceding the date of filing. If the limited liability partnership's tax period is other than the calendar year, it shall give notice of its different tax period in writing to day the report is filed with the secretary of state prior to December 31 of the year it commences the different tax period.~~

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

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

- (1) The name of the limited liability partnership;
- (2) a list of the partners owning at least 5% of the capital of the partnership, with the postal address for each; and
- (3) the location of the principal office, including the building and suite number, street name or rural route number with box number, city, state and zip code.

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

(e) At the time of filing its business entity information report, the

limited liability partnership shall pay to the secretary of state a fee in an amount equal to \$80, plus the amount specified in rules and regulations of the secretary ~~multiplied by the number of tax periods included in the report.~~

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

Sec. 21. K.S.A. 2023 Supp. 56a-1202 is hereby amended to read as follows: 56a-1202. (a) Every foreign limited liability partnership shall make a written business entity information report to the secretary of state, stating the prescribed information concerning the foreign limited liability partnership ~~at the close of business on the last day of its tax period next preceding the date of filing. If the foreign limited liability partnership's tax period is other than the calendar year, it shall give notice in writing of its different tax period to day the report is filed with the secretary of state prior to December 31 of the year it commences the different tax period.~~

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

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

- (1) The name of the foreign limited liability partnership; and
- (2) the location of the principal office, including the building and suite number, street name or rural route number with box number, city, state and zip code.

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

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

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

Sec. 22. K.S.A. 17-2036, 17-2718, 17-4615, 17-4634, 17-4677, 17-7002, 17-7503, 17-7504, 17-7505, 17-7506, 17-76,136, 17-76,139, 17-7903 and 17-7931 and K.S.A. 2023 Supp. 56-1a605, 56-1a606, 56-1a607, 56a-1001, 56a-1201 and 56a-1202 are hereby repealed.

Sec. 23. 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 HOUSE, and passed that body

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*Speaker of the House.*

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*Chief Clerk of the House.*

Passed the SENATE

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*President of the Senate.*

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*Secretary of the Senate.*

APPROVED

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*Governor.*