

## **Business Filings; HB 2660**

**HB 2660** creates and amends law related to required business filings submitted to the Secretary of State (Secretary).

### ***Change of Address—Registered Office***

The bill adds provisions to the Business Entity Standard Treatment Act to allow a residential address to be removed from a business filing.

If the address for the registered office of a required entity under the the Act is a residential address, and the registered agent no longer resides at that address, the bill authorizes the current occupant of the residence to have the address removed from the public record.

In order to request removal of the address, the current occupant shall be required to attest to the following information on a form designated by the Secretary:

- The current occupant's name;
- The address for the residence listed on the public record;
- Affirmation that the address is residential;
- Affirmation that the person is the current occupant of the residential address; and
- Affirmation that the person or entity associated with the business filing is no longer associated with the residential address.

### ***Confidentiality***

Once submitted, the form shall be confidential and not subject to the Kansas Open Records Act (KORA). The bill places a sunset date of July 1, 2029, on this KORA exception, unless extended by the Legislature.

### ***Agency Procedure***

Upon receiving a submitted form, the Secretary shall be required to:

- Attempt to contact the entity on the form and its resident agent to request an address change pursuant to continuing law; and
- Remove the residential address from the public record as the address for a registered office.

The bill requires an entity that receives notice from the Secretary pursuant to the bill to designate and certify the name and address of its registered agent.

### ***Standardization of Business Filings***

The bill makes similar changes for various types of business entities that are required to file biennial reports with the Secretary. Under the bill, entities are required to make such reports on or before April 15 (for-profit entities) or June 15 (non-profit entities) in the year the entity is required to file.

For-profit entities that are required to file a report by April 15 include:

- Domestic corporations;
- Electric cooperatives;
- Foreign corporations;
- Foreign covered entities;
- Foreign limited partnerships;
- Foreign limited liability partnerships;
- Limited liability corporations;
- Limited liability partnerships;
- Limited partnerships;
- Professional corporations; and
- Renewable energy electric cooperatives.

With respect to fees associated with filing these reports, the bill removes a requirement that the fee be multiplied by the number of tax periods included in the report.

### ***Amendments for Specific Business Entity Types***

The bill amends law related to certain business entity types in various ways.

#### ***Cooperative***

A cooperative that submits articles of amendment is no longer be required to include the address of its principal office.

#### ***Electric Cooperative***

Under previously established laws, an electric cooperative is required to report the names and addresses of its officers, including a president, secretary, and treasurer. The bill adds a provision allowing an electric cooperative to report the same information for an equivalent officer to any of the named positions. The bill also requires reporting of the same information for all trustees of the entity. Finally, the bill removes a requirement that the entity

report the number of memberships issued during the biennium and changes in the particulars since the last report.

### *Foreign Covered Entity*

A foreign covered entity shall be required to make a statement under penalty of perjury that, on the day of filing, it exists in good standing in its jurisdiction of organization.

### *Limited Liability Partnership*

The bill amends law governing the statement of qualification required to be filed with the Secretary if a partnership has decided to become a limited liability partnership to clarify that such statement be prescribed by the Secretary.

### ***Certificate of Revival***

Under law, a corporation whose articles of incorporation or authority to do business have become forfeited or void can revive its articles of incorporation or become authorized to engage in business by filing a certificate of revival. The bill requires the date of filing of the corporation's articles of incorporation to be included on the certificate and removes a requirement that the original name of the corporation be included.

### ***Report of Record Search Fee***

The bill removes provisions authorizing the Secretary to charge a fee of \$5 for a report of record search.

### ***Technical Amendments***

The bill makes a number of technical amendments to conform with the provisions of prior enacted legislation.

### ***Certificate of Reinstatement***

The bill allows the Secretary to charge a fee of up to \$150 for issuing, filing, or indexing a certificate of reinstatement.

### ***Updated References***

Throughout the bill, references to certificates of reinstatement, revival, and restoration are updated to reflect the correct certificate type.

*Mailing of Report and Fees—Deadlines*

References to postmarked reports, fees, and related deadlines are removed by the bill.