

## SENATE BILL No. 521

By Committee on Judiciary

2-7

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9 AN ACT concerning corporations; relating to reinstatement of corporate  
10 status; amending K.S.A. 2005 Supp. 17-7002 and repealing the existing  
11 section.  
12

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

14 Section 1. K.S.A. 2005 Supp. 17-7002 is hereby amended to read as  
15 follows: 17-7002. (a) Any corporation may procure an extension, ~~resto-~~  
16 ~~ration,~~ renewal or ~~revival~~ *reinstatement* of its articles of incorporation, if  
17 a domestic corporation, or its authority to engage in business, if a foreign  
18 corporation, together with all the rights, franchises, privileges and im-  
19 munities and subject to all of its duties, debts and liabilities which had  
20 been secured or imposed by its original articles of incorporation, and all  
21 amendments thereto, or by its authority to engage in business, as the case  
22 may be, and may designate a new registered office and resident agent in  
23 the following instances:

24 (1) At any time before the expiration of the time limited for the cor-  
25 poration's existence;

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

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

33 (4) at any time, where the articles of incorporation of a domestic  
34 corporation or the authority to engage in business of a foreign corporation  
35 has been renewed, but through failure to comply strictly with the provi-  
36 sions of this act, the validity of such renewal has been brought into ques-  
37 tion; and

38 (5) at any time, where the articles of incorporation of a domestic  
39 corporation or the authority to engage in business of a foreign corporation  
40 has been forfeited pursuant to subsection (c) of K.S.A. 17-6206 and  
41 amendments thereto.

42 (b) The extension, ~~restoration,~~ renewal or ~~revival~~ *reinstatement* of the  
43 articles of incorporation or authority to engage in business may be pro-

1 cured by executing and filing a certificate in accordance with K.S.A. 17-  
2 6003, and amendments thereto.

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

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

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

12 (3) whether or not the renewal, ~~restoration or revival~~ or *reinstatement*  
13 is to be perpetual and, if not perpetual, the time for which the renewal;  
14 ~~restoration or revival~~ or *reinstatement* is to continue; and, in case of re-  
15 newal before the expiration of the time limited for its existence, the date  
16 when the renewal is to commence, which shall be prior to the date of the  
17 expiration of the old articles of incorporation or authority to engage in  
18 business which it is desired to renew;

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

22 (5) the date when the articles of incorporation or the authority to  
23 engage in business would expire, if such is the case, or such other facts  
24 as may show that the articles of incorporation or the authority to engage  
25 in business has become inoperative or void or that the validity of any  
26 renewal has been brought into question; and

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

32 (d) Upon the filing of the certificate in accordance with K.S.A. 17-  
33 6003, and amendments thereto, the corporation shall be renewed ~~and~~  
34 ~~revived~~ or *reinstated* with the same force and effect as if its articles of  
35 incorporation had not become inoperative and void or had not expired  
36 by limitation. Such reinstatement shall validate all contracts, acts, matters  
37 and things made, done and performed within the scope of its articles of  
38 incorporation by the corporation, its officers and agents during the time  
39 when its articles of incorporation were inoperative or void or after their  
40 expiration by limitation, with the same force and effect and to all intents  
41 and purposes as if the articles of incorporation had at all times remained  
42 in full force and effect. All real and personal property, rights and credits,  
43 which belonged to the corporation at the time its articles of incorporation

1 became inoperative or void, or expired by limitation and which were not  
2 disposed of prior to the time of its ~~revival or~~ renewal *or reinstatement*  
3 shall be vested in the corporation after its ~~revival or~~ renewal *or reinstatement*,  
4 as fully and amply as they were held by the corporation at and  
5 before the time its articles of incorporation became inoperative or void  
6 or expired by limitation, and the corporation after its renewal or ~~revival~~  
7 *reinstatement* shall be as exclusively liable for all contracts, acts, matters  
8 and things made, done or performed in its name and on its behalf by its  
9 officers and agents prior to its reinstatement, as if its articles of incor-  
10 poration had remained at all times in full force and effect.

11 (e) If, since the articles of incorporation became inoperative or void  
12 for nonpayment of taxes, *failure to file annual reports* or expired by lim-  
13 itation, any other corporation organized under the laws of this state shall  
14 have adopted the same name as the corporation sought to be renewed or  
15 ~~revived~~ *reinstated* or shall have adopted a name so nearly similar thereto  
16 as not to distinguish it from the corporation to be renewed or ~~revived~~  
17 *reinstated*, or any foreign corporation qualified in accordance with K.S.A.  
18 17-7301, and amendments thereto, shall have adopted the same name as  
19 the corporation sought to be renewed or ~~revived~~ *reinstated*, or shall have  
20 adopted a name so nearly similar thereto as not to distinguish it from the  
21 corporation to be renewed or ~~revived~~ *reinstated*, then in such case the  
22 corporation to be renewed or ~~revived~~ *reinstated* shall not be renewed *or*  
23 *reinstated* under the same name which it bore when its articles of incor-  
24 poration became inoperative or void or expired, but shall ~~adopt or~~ be  
25 renewed *or reinstated* under some other name; and in such case the  
26 certificate to be filed under the provisions of this section shall set forth  
27 the name borne by the corporation at the time its articles of incorporation  
28 became inoperative or void or expired and the new name under which  
29 the corporation is to be renewed or ~~revived~~ *reinstated*.

30 (f) Any corporation seeking to renew or ~~revive~~ *reinstatement* its articles of  
31 incorporation under the provisions of this act shall file all annual reports  
32 and pay to the secretary of state an amount equal to ~~all fees~~ *\$40 for each*  
33 *past due annual report* and any penalties thereon due. Nonprofit corpo-  
34 rations shall file only the annual reports for the three most recent re-  
35 porting periods, ~~but shall pay all fees due.~~ *The annual report fee of \$40*  
36 *shall apply retroactively to all past due annual reports filed with the cer-*  
37 *tificate of reinstatement.*

38 (g) If a sufficient number of the last acting officers of any corporation  
39 desiring to renew or ~~revive~~ *reinstatement* its articles of incorporation are not  
40 available by reason of death, unknown address or refusal or neglect to  
41 act, the directors of the corporation or those remaining on the board,  
42 even if only one, may elect successors to such officers. In any case where  
43 there shall be no directors of the corporation available for the purposes

1 aforesaid, the stockholders may elect a full board of directors, as provided  
2 by the bylaws of the corporation, and the board shall then elect such  
3 officers as are provided by law, by the articles of incorporation or by the  
4 bylaws to carry on the business and affairs of the corporation. A special  
5 meeting of the stockholders for the purpose of electing directors may be  
6 called by any officer, director or stockholder upon notice given in ac-  
7 cordance with K.S.A. 17-6512, and amendments thereto.

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

18 (i) Whenever it shall be desired to renew or ~~revive~~ *reinstate* the ar-  
19 ticles of incorporation of any corporation not for profit and having no  
20 capital stock, the governing body shall perform all the acts necessary for  
21 the renewal or ~~revival~~ *reinstatement* of the articles of incorporation of the  
22 corporation which are performed by the board of directors in the case of  
23 a corporation having capital stock. The members of any corporation not  
24 for profit and having no capital stock who are entitled to vote for the  
25 election of members of its governing body shall perform all the acts nec-  
26 essary for the renewal or ~~revival~~ *reinstatement* of the articles of the cor-  
27 poration which are performed by the stockholders in the case of a cor-  
28 poration having capital stock. In all other respects, the procedure for the  
29 renewal or ~~revival~~ *reinstatement* of the articles of incorporation of a cor-  
30 poration not for profit and having no capital stock shall conform, as nearly  
31 as may be applicable, to the procedure prescribed in this section for the  
32 renewal or ~~revival~~ *reinstatement* of the articles of incorporation of a cor-  
33 poration having capital stock.

34 Sec. 2. K.S.A. 2005 Supp. 17-7002 is hereby repealed.

35 Sec. 3. This act shall take effect and be in force from and after its  
36 publication in the statute book.