

KANSAS OFFICE *of*  
**REVISOR *of* STATUTES**  
LEGISLATURE *of* THE STATE *of* KANSAS  
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**MEMORANDUM**

**To:** The Senate Committee on Commerce

**From:** The Office of Revisor of Statutes

**Date:** 3/4/2025

**Re:** H.B. 2117, as Introduced

H.B. 2117, as Introduced, would make various amendments to Chapters 17 (Corporations) and 56 (Partnerships). The bill would: (1) modify certain business filing and fee requirements for business trusts, foreign corporations and limited partnerships; (2) authorize professional corporations or limited liability companies formed or organized to render a professional service to participate in transactions under the business entity transactions act; and (3) would remove a current open records exemption for certain information provided by registered agents.

Topic	Current Law	H.B. 2117
Ch. 17. Corporations  Art. 20. Trust Companies and Business Trusts  Sec. 1. Business Trust Withdrawal Requirements	A business trust <sup>1</sup> can surrender its authority by: (1) Filing a certified copy of a resolution declaring withdrawal intent with the Secretary of State; (2) Paying a \$20 withdrawal fee upon filing the resolution; and (3) Filing all required business entity reports and paying associated fees.	Would replace the resolution filing requirement with a requirement to file a certificate of dissolution or withdrawal executed by an authorized person with the Secretary of State. Would replace the \$20 fee with the fee required by <a href="#">K.S.A. 17-7506</a> . <sup>2</sup>
Ch. 17. Corporations  Art. 73. Foreign Corporations  Sec. 2. Foreign Corporation Amendment Filing	Foreign corporations operating in Kansas that merge with another foreign corporation or that amend their articles of incorporation must file a certificate attesting to the merger or the amendment.	Would replace the requirement for filing a certificate with a requirement to file a form prescribed by the Secretary of State.
Ch. 17. Corporations	Certain entities are not allowed to participate in a transaction under the	Professional corporations and LLCs formed to render professional services would be

<sup>1</sup> Defined in [K.S.A. 17-2028\(a\)](#).

<sup>2</sup> Cannot exceed \$150. Currently set at \$20 by K.A.R. 7-34-2.

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Topic	Current Law	H.B. 2117
Art. 78. Business Entity Transactions Act  Sec. 3. Entities Prohibited from Transactions	business entity transactions act <sup>3</sup> . Such entities include professional corporations or LLCs formed to render professional services.	removed from the list of entities not allowed to participate under the act.
Ch. 17. Corporations  Art. 79. Business Entity Standard Treatment Act  Sec. 4. Resident Agent Resignation	A resident agent can resign without a successor by paying a fee and filing a certificate of resignation with the Secretary of State. The resignation is effective 30 days after filing. 2023's <a href="#">SB 244</a> added a requirement for the certificate to include contact information for an authorized individual to receive future communications from the resident agent. SB 244 also exempted such contact information from the definition of "public record" under KORA.	Would remove the express exemption of such contact information from the definition of "public record" under KORA.
Ch. 56. Partnerships  Art. 1a. Revised Uniform Limited Partnership Act  Sec. 5. Limited Partnership Certificate Requirements	The certificate of limited partnership must include: (1) The name; (2) Registered office address and resident agent information; (3) Each general partner's name and address; (4) Dissolution date; and (5) Any other matters determined by general partners.	Would remove the requirement of adding the dissolution date information to the certificate.
Ch. 56. Partnerships  Art. 1a. Revised Uniform Limited Partnership Act  Sec. 6. Limited Partnership Fees	Specific fees are outlined for various filings, including amendments, certificates of cancellation, and certified copies. The application and recording fee for new limited partnerships is \$150, both domestic and foreign.	Would specify that the fees not to exceed \$150 shall be established by rules and regulation of the secretary of state.

H.B. 2117 would become effective upon publication in the statute book.

<sup>3</sup> The act allows for cross-entity transactions to take place with appropriate approvals and without having to dissolve an entity and without extinguishing any obligations owed by preceding entities in the process. Testimony of Edwin W. Hecker Jr. to the Senate Judiciary Committee on S.B. 132, Feb 3, 2009.