

SENATE BILL No. 251

By Senator Olson

1-7

1 AN ACT concerning business entities; relating to secretary of state filing
2 requirements; amending K.S.A. 17-1513, 17-1618, 17-2037, 17-4677,
3 17-5902, ~~17-7507~~, 17-7509, 17-7511, 53-601, 56-1a605; **and** 75-446
4 ~~and 75-447~~ ~~and~~ K.S.A. 2019 Supp. 17-2036, 17-2718, 17-4634, 17-
5 6014, 17-7002, 17-7503, 17-7504, 17-7505, 17-7506, 17-7510, 17-
6 7512, 17-76,136, 17-76,139, 17-76,146, 17-76,147, 17-7903, 17-7904,
7 17-7905, 17-7906, 17-7910, 17-7936, 56-1a606, 56-1a607, 56a-1201
8 and 56a-1202 and repealing the existing sections; **also repealing**
9 **K.S.A. 17-7507, 17-76,136, as amended by section 36 of chapter 47 of**
10 **the 2019 Session Laws of Kansas, 17-76,139, as amended by section**
11 **38 of chapter 47 of the 2019 Session Laws of Kansas, 17-76,146, as**
12 **amended by section 41 of chapter 47 of the 2019 Session Laws of**
13 **Kansas, 17-7904, as amended by section 43 of chapter 47 of the 2019**
14 **Session Laws of Kansas, 56a-1203 and 75-447.**
15

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

17 Section 1. K.S.A. 17-1513 is hereby amended to read as follows: 17-
18 1513. Each corporation organized under the provisions of this act shall
19 make ~~an annual~~ *a written business entity information* report to the
20 secretary of state, and pay the ~~annual report~~ *required* fee, as prescribed by
21 K.S.A. 17-7503, and amendments thereto.

22 Sec. 2. K.S.A. 17-1618 is hereby amended to read as follows: 17-
23 1618. Each association formed under this act, ~~or acts amendatory thereto,~~
24 shall prepare and make ~~an annual~~ *a written business entity information*
25 report to the secretary of state, and pay the ~~annual report~~ *required* fee, as
26 prescribed by K.S.A. 17-7504, and amendments thereto, ~~except that the~~
27 ~~report shall be filed at the time prescribed by law for filing the~~
28 ~~association's annual Kansas income tax return.~~

29 Sec. 3. K.S.A. 2019 Supp. 17-2036 is hereby amended to read as
30 follows: 17-2036. (a) Every business trust shall make ~~an annual~~ *a written*
31 *business entity information* report ~~in writing~~ to the secretary of state,
32 stating the prescribed information concerning the business trust at the
33 close of business on the last day of its tax period under the Kansas income
34 tax act next preceding the date of filing, but if a business trust's tax period
35 is other than the calendar year, it shall give notice thereof to the secretary
36 of state prior to December 31 of the year it commences such tax period.

1 (b) The ~~reports~~ report shall be made on forms provided by the
2 secretary of state and shall be filed ~~annually~~ *biennially, as determined by*
3 *the year that the business trust filed its formation documents. A business*
4 *trust that filed formation documents in an even-numbered year shall file*
5 *a report in each even-numbered year. A business trust that filed*
6 *formation documents in an odd-numbered year shall file a report in*
7 *each odd-numbered year. The report shall be filed after the close of the*
8 *business trust's tax period but not later than* at the time prescribed by law
9 for filing the business trust's annual Kansas income tax return, ~~unless the~~
10 ~~business trust has provided notice to the secretary of state that such~~
11 ~~business trust intends to file business entity information reports biennially~~
12 ~~or triennially, in which case, such reports shall be filed on the same date~~
13 ~~prescribed by law for filing the business trust's annual Kansas income tax~~
14 ~~return in the year the report is due according to the notice. A change in the~~
15 ~~time for filing reports under this section shall become effective on the first~~
16 ~~day of the tax period immediately following receipt of the notice of such~~
17 ~~change by the secretary of state.~~

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

20 (1) Executed copies of all amendments to the instrument by which the
21 business trust was created, or to prior amendments thereto, ~~which that~~
22 have been adopted and have not theretofore been filed under K.S.A. 17-
23 2033, and amendments thereto, and accompanied by the fee prescribed
24 therein for each such amendment; and

25 (2) a verified list of the names and addresses of its trustees as of the
26 end of ~~its tax period~~ *each of such business trust's tax periods included in*
27 *the report.*

28 ~~(b)~~(d) (1) At the time of filing ~~its annual~~ *the business entity*
29 *information report, the business trust shall pay to the secretary of state an*
30 ~~annual report~~ *a fee in an amount equal to* ~~\$40~~ **\$80, plus the amount**
31 **specified in rules and regulations of the secretary multiplied by the**
32 **number of tax periods included in the report.**

33 (2) The failure of any domestic or foreign business trust to file its
34 ~~annual business entity information report and pay its annual report the~~
35 *required fee within 90 days from the date on which* ~~they such report and~~
36 *fee are due, as described in subsection (a), or, in the case of an annual a*
37 *report filing and fee received by mail, postmarked within 90 days from the*
38 *date on which* ~~they such report and fee are due, as described in subsection~~
39 ~~(a), shall work a forfeiture of its such business trust's authority to transact~~
40 *business in this state and all of the remedies, procedures and penalties*
41 *specified in K.S.A. 17-7509 and 17-7510, and amendments thereto, with*
42 *respect to a corporation* ~~which that fails to file its annual business entity~~
43 *information report or pay its annual report the required fee within 90 days*

1 after ~~they~~ *such report and fee* are due, shall be applicable to such business
2 trust.

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

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

14 Sec. 4. K.S.A. 17-2037 is hereby amended to read as follows: 17-
15 2037. (a) Any business trust, domestic or foreign, ~~which~~ *that* has obtained
16 authority under this act to transact business in Kansas may surrender its
17 authority at any time by:

18 (1) Filing in the office of the secretary of state a certified copy of a
19 resolution duly adopted by its trustees declaring its intention to withdraw;
20 ~~accompanied by;~~

21 (2) *paying a withdrawal fee of \$20 at the time the resolution is filed;*
22 and

23 (3) *filing all ~~annual~~ business entity information reports and paying all*
24 ~~annual report~~ *fees required by K.S.A. 17-2036, and amendments thereto,*
25 ~~and that such business trust has not previously filed and paid.~~

26 (b) During a period of five years following the effective date of such
27 withdrawal the business trust shall nevertheless be entitled to convey and
28 dispose of its property and assets in this state, settle and close out its
29 business in this state, and perform any other act or acts pertinent to the
30 liquidation of its business, property, and assets in this state, and to
31 prosecute and defend all suits filed prior to the expiration of such five-year
32 period involving causes of action arising prior to the effective date of such
33 withdrawal or arising out of any act or transaction occurring during such
34 five-year period in the course of the liquidation of its business, property or
35 assets.

36 (c) The withdrawal of a business trust as provided in this section shall
37 have no effect upon any suit filed by or against it prior to the expiration of
38 such five-year period until such suit has been finally determined or
39 otherwise finally concluded and all judgments, orders and decrees entered
40 therein have been fully executed, even though such final determination,
41 conclusion, or execution occurs after the expiration of such five-year
42 period. With respect to a foreign business trust, withdrawal pursuant to this
43 section shall not affect its written consent to be sued in the courts of this

1 state, or the jurisdiction over such foreign business trust of the courts of
2 this state, with respect to any cause of action which arose prior to the
3 effective date of its withdrawal.

4 Sec. 5. K.S.A. 2019 Supp. 17-2718 is hereby amended to read as
5 follows: 17-2718. (a) Each professional corporation organized under the
6 laws of this state shall file with the secretary of state ~~an annual~~ *a written*
7 *business entity information* report ~~in writing~~ stating the prescribed
8 information concerning the corporation at the close of business on the last
9 day of its tax period next preceding the date of filing, but if any such
10 corporation's tax period is other than the calendar year it shall give notice
11 thereof to the secretary of state prior to December 31 of the year it
12 commences such tax period.

13 (b) The report shall be filed ~~annually~~ *biennially, as determined by*
14 *the year that the electric cooperative filed its formation documents. An*
15 *electric cooperative that filed formation documents in an even-numbered*
16 *year shall file a report in each even-numbered year. An electric*
17 *cooperative that filed formation documents in an odd-numbered year*
18 *shall file a report in each odd-numbered year. The report shall be filed*
19 *after the close of the electric cooperative's tax period but not later than* at
20 the time prescribed by law for filing the corporation's annual Kansas
21 income tax return, ~~unless the professional corporation has provided notice~~
22 ~~to the secretary of state that such corporation intends to file business-~~
23 ~~entity information reports biennially or triennially, in which case, such~~
24 ~~reports shall be filed on the same date prescribed by law for filing the~~
25 ~~professional corporation's annual Kansas income tax return in the year~~
26 ~~the report is due according to the notice. A change in the time for filing~~
27 ~~reports under this section shall become effective on the first day of the tax~~
28 ~~period immediately following receipt of the notice of such change by the~~
29 ~~secretary of state.~~

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

32 (1) The names and addresses of all officers, directors and
33 shareholders of the professional corporation;

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

38 (3) the amount of capital stock issued.

39 ~~(b)(d)~~ The report shall be signed by its president, secretary, treasurer
40 or other officer duly authorized so to act, or by any two of its directors, or
41 by an incorporator in the event ~~its~~ *the corporation's* board of directors
42 shall not have been elected. *The official title or position of the individual*
43 *signing the report shall be designated.* The fact that an individual's name is

1 signed on such report shall be prima facie evidence that such individual is
2 authorized to sign the report on behalf of the corporation; ~~however, the~~
3 ~~official title or position of the individual signing the report shall be~~
4 ~~designated.~~ This *The* report shall be subscribed by the person as true, under
5 penalty of perjury. Upon request by the regulatory board ~~which that~~
6 licenses the shareholders described in the report, a copy of the ~~annual~~
7 report shall be forwarded to the regulatory board.

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

11 Sec. 6. K.S.A. 2019 Supp. 17-4634 is hereby amended to read as
12 follows: 17-4634. (a) Every corporation organized under the electric
13 cooperative act of this state shall make ~~an annual~~ *a written business entity*
14 *information* report ~~in writing~~ to the secretary of state, stating the
15 prescribed information concerning the corporation at the close of business
16 on the last day of its tax period next preceding the date of filing, but if any
17 such corporation's tax period is other than the calendar year, it shall give
18 notice thereof to the secretary of state prior to December 31 of the year it
19 commences such tax period.

20 (b) The report shall be filed ~~annually~~ *biennially, as determined by*
21 *the year that the electric cooperative filed its formation documents. An*
22 *electric cooperative that filed formation documents in an even-numbered*
23 *year shall file a report in each even-numbered year. An electric*
24 *cooperative that filed formation documents in an odd-numbered year*
25 *shall file a report in each odd-numbered year. The report shall be filed*
26 *after the close of the electric cooperative's tax period but not later than*
27 *on or before the 15th day of the 4th fourth month following the close of the*
28 *tax year of the electric cooperative, unless the corporation has provided*
29 *notice to the secretary of state that such corporation intends to file*
30 *business entity information reports biennially or triennially, in which case,*
31 *such reports shall be filed on or before the 15th day of the fourth month of*
32 *the year the report is due according to the notice. A change in the time for*
33 *filing reports under this section shall become effective on the first day of*
34 *the tax period immediately following receipt of the notice of such change*
35 *by the secretary of state.*

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

- 38 (1) The name of the corporation;
- 39 (2) the location of the principal office;
- 40 (3) the names and addresses of the president, secretary, treasurer and
41 all directors;
- 42 (4) the number of memberships issued; and
- 43 (5) the change or changes, if any, in the particulars made since the

1 last ~~annual~~ *business entity information* report.

2 ~~(b)~~(d) Such reports shall be signed by the president, vice-president or
3 secretary of the corporation under penalty of perjury and forwarded to the
4 secretary of state.

5 (e) At the time of filing ~~such annual~~ *its business entity information*
6 report, each such corporation shall pay ~~an annual report~~ a fee in an amount
7 equal to ~~\$40~~ **\$80, plus the amount specified in rules and regulations of**
8 **the secretary multiplied by the number of tax periods included in the**
9 **report.**

10 Sec. 7. K.S.A. 17-4677 is hereby amended to read as follows: 17-
11 4677. (a) Every cooperative organized under the renewable energy electric
12 generation cooperative act shall make ~~an annual~~ *a written business entity*
13 *information report in writing* to the secretary of state, stating the
14 prescribed information concerning the cooperative at the close of business
15 on the last day of its tax period next preceding the date of filing, but if any
16 such cooperative's tax period is other than the calendar year, it shall give
17 notice thereof to the secretary of state prior to December 31 of the year it
18 commences such tax period.

19 (b) The report shall be filed ~~annually~~ *biennially, as determined by*
20 *the year that the renewable energy electric generation cooperative filed*
21 *its articles of formation documents. A renewable energy electric*
22 *generation cooperative that filed formation documents in an even-*
23 *numbered year shall file a report in each even-numbered year. A*
24 *renewable energy electric generation cooperative that filed formation*
25 *documents in an odd-numbered year shall file a report in each odd-*
26 *numbered year. The report shall be filed after the close of the electric*
27 *cooperative's tax period but not later than* on or before the 15th day of the
28 sixth month following the close of the tax year of the electric cooperative;
29 ~~unless the cooperative has provided notice to the secretary of state that~~
30 ~~such cooperative intends to file business entity information reports~~
31 ~~biennially or triennially, in which case, such reports shall be filed on or~~
32 ~~before the 15th day of the sixth month of the year the report is due~~
33 ~~according to the notice. A change in the time for filing reports under this~~
34 ~~section shall become effective on the first day of the tax period~~
35 ~~immediately following receipt of the notice of such change by the secretary~~
36 ~~of state.~~

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

- 39 (1) The name of the cooperative;
40 (2) the location of the principal office of the cooperative;
41 (3) the names and addresses of the president, secretary, treasurer and
42 directors of the cooperative;
43 (4) the number of members of the cooperative; and

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

3 ~~(b)~~(d) The ~~annual~~ report shall be dated, signed by the president, vice-
4 president or secretary of the cooperative under penalty of perjury and
5 forwarded to the secretary of state.

6 (e) At the time of filing ~~such annual~~ *its business entity information*
7 report, the cooperative shall pay ~~an annual report~~ a fee in an amount equal
8 to ~~\$40~~ **\$80, plus the amount specified in rules and regulations of the**
9 **secretary multiplied by the number of tax periods included in the report.**

10 Sec. 8. K.S.A. 17-5902 is hereby amended to read as follows: 17-
11 5902. (a) All corporations and limited partnerships, as defined in K.S.A.
12 17-5903, and amendments thereto, ~~which that~~ hold agricultural land, as
13 defined in K.S.A. 17-5903, and amendments thereto, within this state, and
14 ~~which that~~ are required to make ~~annual~~ *written business entity information*
15 reports to the secretary of state shall provide the information required of
16 such corporations and limited partnerships in the ~~annual~~ *business entity*
17 *information* reports made under K.S.A. 17-7503, 17-7504, 17-7505, 56-
18 1a606 or 56-1a607, and amendments thereto. The information required by
19 this section does not apply to the following:

20 (1) A tract of land of less than 10 acres;

21 (2) contiguous tracts of land ~~which that~~ in the aggregate are of less
22 than 10 acres; or

23 (3) state assessed railroad operating property.

24 (b) Any person who shall knowingly submit, or who through the
25 proper and due exercise of care and diligence should have known that any
26 submission of information and statements required of corporations and
27 limited partnerships subject to the provisions of this section are false or
28 materially misleading, or who fails or refuses to submit such information
29 and statements is guilty of a class A misdemeanor.

30 (c) The secretary of state shall keep a separate index of all
31 corporations and limited partnerships subject to the provisions of this
32 section.

33 Sec. 9. K.S.A. 2019 Supp. 17-6014 is hereby amended to read as
34 follows: 17-6014. (a) Except as otherwise provided in subsections (b) and
35 (c), the provisions of the Kansas general corporation code shall apply to
36 nonstock corporations in the manner specified in this subsection:

37 (1) All references to stockholders of the corporation shall be deemed
38 to refer to members of the corporation;

39 (2) all references to the board of directors of the corporation shall be
40 deemed to refer to the governing body of the corporation;

41 (3) all references to directors or to members of the board of directors
42 of the corporation shall be deemed to refer to members of the governing
43 body of the corporation; and

1 (4) all references to stock, capital stock, or shares thereof of a
2 corporation authorized to issue capital stock shall be deemed to refer to
3 memberships of a nonprofit nonstock corporation and to membership
4 interests of any other nonstock corporation.

5 (b) Subsection (a) shall not apply to:

6 (1) K.S.A. 17-6002(a)(4), (b)(1) and (b)(2), 17-6009(a), 17-6301, 17-
7 6404, 17-6505, 17-6518, 17-6520(b), 17-6601, 17-6602, 17-6703, 17-
8 6705, 17-6706, 17-6707, 17-6708, 17-6801, 17-6805, 17-6805a, 17-7001,
9 17-7002, 17-7503(a)(4) and (b)(4)(c)(4) and (d)(4), 17-7504, 17-7505(a)
10 (4) and (b)(4)(c)(4) and (d)(4) and 17-7514(c) and K.S.A. 2019 Supp. 17-
11 6014, and amendments thereto, ~~which~~ that apply to nonstock corporations
12 by their terms;

13 (2) K.S.A. 17-6002(e), the last sentence of 17-6009(b), 17-6401, 17-
14 6402, 17-6403, 17-6405, 17-6406, 17-6407(d), 17-6408, 17-6411, 17-
15 6412, 17-6413, 17-6414, 17-6415, 17-6416, 17-6417, 17-6418, 17-6501,
16 17-6502, 17-6503, 17-6504, 17-6506, 17-6509, 17-6512, 17-6521, 17-
17 6603, 17-6604, 17-6701, 17-6702, 17-6803 and 17-6804 and K.S.A. 2019
18 Supp. 17-6427, 17-6428, 17-6429 and 17-72a04, and amendments thereto;
19 and

20 (3) article 72 and article 73 of chapter 17 of the Kansas Statutes
21 Annotated, and amendments thereto.

22 (c) In the case of a nonprofit nonstock corporation, subsection (a)
23 shall not apply to:

24 (1) The sections and articles listed in subsection (b);

25 (2) K.S.A. 17-6002(b)(3), 17-6304(a)(2), 17-6507, 17-6508, 17-6712,
26 17-7503, 17-7505, 17-7509, 17-7511 and 17-7514 and K.S.A. 2019 Supp.
27 17-6011(a)(2) and (a)(3), and amendments thereto; and

28 (3) article 64 of chapter 17 of the Kansas Statutes Annotated, and
29 amendments thereto, and K.S.A. 2019 Supp. 17-72a01 through 17-72a09,
30 and amendments thereto.

31 (d) For purposes of the Kansas general corporation code:

32 (1) A "charitable nonstock corporation" is any nonprofit nonstock
33 corporation that is exempt from taxation under § 501(c)(3) of the federal
34 internal revenue code of 1986, 26 U.S.C. § 501(c)(3);

35 (2) a "membership interest" is, unless otherwise provided in a
36 nonstock corporation's articles of incorporation, a member's share of the
37 profits and losses of a nonstock corporation, or a member's right to receive
38 distributions of the nonstock corporation's assets, or both;

39 (3) a "nonprofit nonstock corporation" is a nonstock corporation that
40 does not have membership interests; and

41 (4) a "nonstock corporation" is any corporation organized under the
42 Kansas general corporation code that is not authorized to issue capital
43 stock.

1 Sec. 10. K.S.A. 2019 Supp. 17-7002 is hereby amended to read as
2 follows: 17-7002. (a) As used in this section, the term:

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

6 (2) "authority to engage in business" includes the registration of any
7 foreign corporation under K.S.A. 2019 Supp. 17-7931, and amendments
8 thereto.

9 (b) Any corporation may, at any time before the expiration of the time
10 limited for its existence and any corporation whose articles of
11 incorporation or authority to engage in business has become forfeited or
12 void pursuant to this code and any corporation whose articles of
13 incorporation or authority to engage in business has expired by reason of
14 failure to renew it or whose articles of incorporation or authority to engage
15 in business has been renewed, but, through failure to comply strictly with
16 the provisions of this code, the validity of whose renewal has been brought
17 into question, at any time procure an extension, renewal or reinstatement
18 of its articles of incorporation, if a domestic corporation, or its authority to
19 engage in business, if a foreign corporation, together with all the rights,
20 franchises, privileges and immunities and subject to all of its duties, debts
21 and liabilities—~~which~~ *that* had been secured or imposed by its original
22 articles of incorporation, and all amendments thereto, or by its authority to
23 engage in business, as the case may be, by complying with the
24 requirements of this section.

25 (c) The extension, renewal or reinstatement of the articles of
26 incorporation or authority to engage in business may be procured by
27 executing and filing a certificate in accordance with K.S.A. 2019 Supp.
28 17-7908 through 17-7910, and amendments thereto.

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

30 (1) The name of the corporation, which shall be the existing name of
31 the corporation or the name it bore when its articles of incorporation or
32 authority to engage in business expired, except as provided in subsection
33 (f) and the date of filing of its original articles of incorporation with the
34 secretary of state;

35 (2) the address of the corporation's registered office in this state,
36 which shall be stated in accordance with K.S.A. 2019 Supp. 17-7924(c),
37 and amendments thereto, and the name of its resident agent at such
38 address;

39 (3) whether or not the renewal, or reinstatement is to be perpetual
40 and, if not perpetual, the time for which the renewal or reinstatement is to
41 continue and, in case of renewal before the expiration of the time limited
42 for its existence, the date when the renewal is to commence, which shall be
43 prior to the date of the expiration of the old articles of incorporation or

1 authority to engage in business which it is desired to renew;

2 (4) that the corporation desiring to be renewed or reinstated and so
3 renewing or reinstating its corporate existence was duly organized under
4 the laws of the state of its original incorporation;

5 (5) the date when the articles of incorporation or the authority to
6 engage in business would expire, if such is the case, or such other facts as
7 may show that the articles of incorporation or the authority to engage in
8 business has become forfeited or void pursuant to this code, or that the
9 validity of any renewal has been brought into question; and

10 (6) that the certificate for reinstatement is filed by authority of those
11 who were directors or members of the governing body of the corporation
12 at the time its articles of incorporation or the authority to engage in
13 business expired, or who were elected directors or members of the
14 governing body of the corporation as provided in subsection (h).

15 (e) Upon the filing of the certificate in accordance with K.S.A. 2019
16 Supp. 17-7908 through 17-7910, and amendments thereto, the corporation
17 shall be renewed or reinstated with the same force and effect as if its
18 articles of incorporation or authority to engage in business had not been
19 forfeited or void pursuant to this code or had not expired by limitation.
20 Such reinstatement shall validate all contracts, acts, matters and things
21 made, done and performed within the scope of its articles of incorporation
22 or authority to engage in business by the corporation, its officers and
23 agents during the time when its articles of incorporation or authority to
24 engage in business was forfeited or void pursuant to this code, or after
25 their expiration by limitation, with the same force and effect and to all
26 intents and purposes as if the articles of incorporation had at all times
27 remained in full force and effect. All real and personal property, rights and
28 credits, which belonged to the corporation at the time its articles of
29 incorporation or authority to engage in business became forfeited or void
30 pursuant to this code, or expired by limitation and which were not
31 disposed of prior to the time of its renewal or reinstatement shall be vested
32 in the corporation after its renewal or reinstatement, as fully and amply as
33 they were held by the corporation at and before the time its articles of
34 incorporation or authority to engage in business became forfeited or void
35 pursuant to this code, or expired by limitation, and the corporation after its
36 renewal or reinstatement shall be as exclusively liable for all contracts,
37 acts, matters and things made, done or performed in its name and on its
38 behalf by its officers and agents prior to its reinstatement, as if its articles
39 of incorporation or authority to engage in business had at all times
40 remained in full force and effect.

41 (f) If, since the articles of incorporation became forfeited or void
42 pursuant to this code, or expired by limitation, any other corporation
43 organized under the laws of this state shall have adopted the same name as

1 the corporation sought to be renewed or reinstated or shall have adopted a
2 name so nearly similar thereto as not to distinguish it from the corporation
3 to be renewed or reinstated, or any foreign corporation registered in
4 accordance with K.S.A. 2019 Supp. 17-7931, and amendments thereto,
5 shall have adopted the same name as the corporation sought to be renewed
6 or reinstated, or shall have adopted a name so nearly similar thereto as not
7 to distinguish it from the corporation to be renewed or reinstated, then in
8 such case the corporation to be renewed or reinstated shall not be renewed
9 under the same name which it bore when its articles of incorporation
10 became forfeited or void pursuant to this code or expired, but shall adopt
11 or be renewed under some other name; and in such case the certificate to
12 be filed under the provisions of this section shall set forth the name borne
13 by the corporation at the time its articles of incorporation became forfeited
14 or void pursuant to this code, or expired and the new name under which
15 the corporation is to be renewed or reinstated.

16 (g) Any corporation that renews or reinstates its articles of
17 incorporation or authority to engage in business under this code shall file
18 all ~~annual~~ *business entity information* reports **for up to the five most**
19 **recent reporting periods** and pay to the secretary of state an amount equal
20 to all fees and any penalties thereon due. Nonprofit corporations shall file
21 only the ~~annual~~ *business entity information* reports for the ~~three~~ most
22 recent reporting ~~periods~~ *period*, but shall **and pay to the secretary of state**
23 **an amount equal to all fees due.**

24 (h) If a sufficient number of the last acting officers of any corporation
25 desiring to renew or reinstate its articles of incorporation are not available
26 by reason of death, unknown address or refusal or neglect to act, the
27 directors of the corporation or those remaining on the board, even if only
28 one, may elect successors to such officers. In any case where there shall be
29 no directors of the corporation available for the purposes aforesaid, the
30 stockholders may elect a full board of directors, as provided by the bylaws
31 of the corporation, and the board shall then elect such officers as are
32 provided by law, by the articles of incorporation or by the bylaws to carry
33 on the business and affairs of the corporation. A special meeting of the
34 stockholders for the purposes of electing directors may be called by any
35 officer, director or stockholder upon notice given in accordance with
36 K.S.A. 17-6512, and amendments thereto.

37 (i) After a reinstatement of the articles of incorporation of the
38 corporation shall have been effected, the provisions of K.S.A. 17-6501(c),
39 and amendments thereto, shall govern and the period of time the articles of
40 incorporation of the corporation was forfeited pursuant to this code, or
41 after its expiration by limitation, shall be included within the calculation of
42 the 30-day and 13-month periods to which K.S.A. 17-6501(c), and
43 amendments thereto, refers. A special meeting of stockholders held in

1 accordance with subsection (h) shall be deemed an annual meeting of the
2 stockholders for purposes of K.S.A. 17-6501(c), and amendments thereto.

3 (j) Whenever it shall be desired to renew or reinstate the articles of
4 incorporation or authority to engage in business of any nonstock
5 corporation, the governing body shall perform all the acts necessary for the
6 renewal or reinstatement of the articles of incorporation of the corporation
7 or its authority to engage in business which are performed by the board of
8 directors in the case of a corporation having capital stock, and the
9 members of any nonstock corporation who are entitled to vote for the
10 election of members of its governing body and any other members entitled
11 to vote for dissolution under the articles of incorporation or bylaws of such
12 corporation, shall perform all the acts necessary for the renewal or
13 reinstatement of the articles of incorporation of the corporation or its
14 authority to engage in business which are performed by the stockholders in
15 the case of a corporation having capital stock. In all other respects, the
16 procedure for the renewal or reinstatement of the articles of incorporation
17 or authority to engage in business of a nonstock corporation shall conform,
18 as nearly as may be applicable, to the procedure prescribed in this section
19 for the renewal or revival of the articles of incorporation of a corporation
20 having capital stock, except that subsection (i) shall not apply to nonstock
21 corporations.

22 Sec. 11. K.S.A. 2019 Supp. 17-7503 is hereby amended to read as
23 follows: 17-7503. (a) Every domestic corporation organized for profit shall
24 make ~~an annual~~ *a written business entity information report in writing* to
25 the secretary of state, stating the prescribed information concerning the
26 corporation at the close of business on the last day of its tax period next
27 preceding the date of filing, but if a corporation's tax period is other than
28 the calendar year, it shall give notice thereof to the secretary of state prior
29 to December 31 of the year it commences such tax period.

30 (b) ~~The reports~~ *report* shall be made on forms prescribed by the
31 secretary of state. ~~The report~~ *and shall be filed ~~annually~~ biennially, as*
32 *determined by the year that the domestic corporation filed its formation*
33 *documents. A domestic corporation that filed formation documents in an*
34 *even-numbered year shall file a report in each even-numbered year. A*
35 *domestic corporation that filed formation documents in an odd-*
36 *numbered year shall file a report in each odd-numbered year. The report*
37 *shall be filed after the close of the corporation's tax period but not later*
38 *than* at the time prescribed by law for filing the corporation's annual
39 Kansas income tax return, ~~unless the corporation has provided notice to~~
40 ~~the secretary of state that such corporation intends to file business entity~~
41 ~~information reports biennially or triennially, in which case, such reports~~
42 ~~shall be filed on the same date prescribed by law for filing the~~
43 ~~corporation's annual Kansas income tax return in the year the report is~~

1 ~~due according to the notice. A change in the time for filing reports under~~
2 ~~this section shall become effective on the first day of the tax period~~
3 ~~immediately following receipt of the notice of such change by the secretary~~
4 ~~of state.~~

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

6 (1) The name of the corporation;

7 (2) the location of the principal office;

8 (3) the names and addresses of the president, secretary, treasurer or
9 equivalent of such officers and members of the board of directors;

10 (4) the number of shares of capital stock issued;

11 (5) the nature and kind of business in which the corporation is
12 engaged; and

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

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

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

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

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

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

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

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

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

37 ~~(e)~~(e) The report shall be executed in accordance with the provisions
38 of K.S.A. 2019 Supp. 17-7908 through 17-7910, and amendments thereto.
39 *The official title or position of the individual signing the report shall be*
40 *designated.* The fact that an individual's name is signed on such report
41 shall be prima facie evidence that such individual is authorized to sign the
42 report on behalf of the corporation; ~~however, the official title or position of~~
43 ~~the individual signing the report shall be designated.~~ This report shall be

1 subscribed by the person as true, under penalty of perjury.

2 (f) At the time of filing ~~such annual~~ *its business entity information*
3 report it shall be the duty of each domestic corporation organized for profit
4 to pay to the secretary of state ~~an annual report~~ *a fee in an amount equal to*
5 ~~\$40~~ ***\$80, plus the amount specified in rules and regulations of the***
6 ***secretary multiplied by the number of tax periods included in the report.***

7 Sec. 12. K.S.A. 2019 Supp. 17-7504 is hereby amended to read as
8 follows: 17-7504. (a) Every corporation organized not for profit shall
9 make ~~an annual~~ *a written business entity information report in writing* to
10 the secretary of state, stating the prescribed information concerning the
11 corporation at the close of business on the last day of its tax period next
12 preceding the date of filing, but if a corporation's tax period is other than
13 the calendar year, it shall give notice thereof to the secretary of state prior
14 to December 31 of the year it commences such tax period.

15 (b) ~~The reports~~ *report* shall be made on forms prescribed by the
16 secretary of state. ~~The report~~ *and shall be filed annually* ***biennially, as***
17 ***determined by the year that the corporation organized not for profit filed***
18 ***its formation documents. A corporation organized not for profit that filed***
19 ***formation documents in an even-numbered year shall file a report in***
20 ***each even-numbered year. A corporation organized not for profit that***
21 ***filed formation documents in an odd-numbered year shall file a report in***
22 ***each odd-numbered year. The report shall be filed after the close of the***
23 ***corporation's tax period but not later than*** on the 15th day of the sixth
24 month following the close of the taxable year, ~~unless the corporation has~~
25 ~~provided notice to the secretary of state that such corporation intends to~~
26 ~~file business entity information reports biennially or triennially, in which~~
27 ~~case, such reports shall be filed on or before the 15th day of the sixth~~
28 ~~month of the year the report is due according to the notice. A change in the~~
29 ~~time for filing reports under this section shall become effective on the first~~
30 ~~day of the tax period immediately following receipt of the notice of such~~
31 ~~change by the secretary of state.~~

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

- 33 (1) The name of the corporation;
34 (2) the location of the principal office;
35 (3) the names and addresses of the president, secretary and treasurer
36 or equivalent of such officers, and the members of the governing body;
37 (4) the number of memberships or the number of shares of capital
38 stock issued; and
39 (5) if the corporation is a parent corporation holding more than 50%
40 equity ownership in any other business entity registered with the secretary
41 of state, the name and identification number of any such subsidiary
42 business entity.

43 (b)(d) Every corporation subject to the provisions of this section

1 ~~which~~ *that* holds agricultural land, as defined in K.S.A. 17-5903, and
2 amendments thereto, within this state shall show the following additional
3 information on the report:

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

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

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

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

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

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

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

20 ~~(e)~~(e) The report shall be executed in accordance with the provisions
21 of K.S.A. 2019 Supp. 17-7908 through 17-7910, and amendments thereto.
22 *The official title or position of the individual signing the report shall be*
23 *designated.* The fact that an individual's name is signed on such report
24 shall be prima facie evidence that such individual is authorized to sign the
25 report on behalf of the corporation; ~~however, the official title or position of~~
26 ~~the individual signing the report shall be designated.~~ This report shall be
27 subscribed by the person as true, under penalty of perjury.

28 ~~(d)~~(f) At the time of filing ~~such its business entity information~~ report,
29 each nonprofit corporation shall pay ~~an annual report~~ a fee in an amount
30 equal to ~~\$40~~ **\$80, plus the amount specified in rules and regulations of**
31 **the secretary** ~~for all tax years commencing after December 31, 2003~~
32 ~~multiplied by the number of tax periods included in the report.~~

33 Sec. 13. K.S.A. 2019 Supp. 17-7505 is hereby amended to read as
34 follows: 17-7505. (a) Every foreign corporation organized for profit, or
35 organized under the cooperative type statutes of the state, territory or
36 foreign country of incorporation, now or hereafter doing business in this
37 state, and owning or using a part or all of its capital in this state, and
38 subject to compliance with the laws relating to the admission of foreign
39 corporations to do business in Kansas, shall make ~~an annual~~ *a written*
40 *business entity information* report ~~in writing~~ to the secretary of state,
41 stating the prescribed information concerning the corporation at the close
42 of business on the last day of its tax period next preceding the date of
43 filing, but if a corporation operates on a fiscal year other than the calendar

1 year it shall give written notice thereof to the secretary of state prior to
2 December 31 of the year commencing such fiscal year.

3 (b) The report shall be made on a form prescribed by the secretary of
4 state. ~~The report and shall be filed annually~~ **biennially, as determined by**
5 **the year that the foreign corporation filed its foreign corporation**
6 **application in Kansas. A foreign corporation that filed an application in**
7 **an even-numbered year shall file a report in each even-numbered year.**
8 **A foreign corporation that filed an application in an odd-numbered year**
9 **shall file a report in each odd-numbered year. The report shall be filed**
10 **after the close of the corporation's tax period but not later than** at the
11 time prescribed by law for filing the corporation's annual Kansas income
12 tax return, ~~unless the corporation has provided notice to the secretary of~~
13 ~~state that such corporation intends to file business entity information-~~
14 ~~reports biennially or triennially, in which case, such reports shall be filed~~
15 ~~on the same date prescribed by law for filing the corporation's annual~~
16 ~~Kansas income tax return in the year the report is due according to the~~
17 ~~notice. A change in the time for filing reports under this section shall~~
18 ~~become effective on the first day of the tax period immediately following~~
19 ~~receipt of the notice of such change by the secretary of state.~~

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

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

23 (2) the location of its principal office;

24 (3) the names and addresses of the president, secretary, treasurer, or
25 equivalent of such officers, and members of the board of directors;

26 (4) the number of shares of capital stock issued;

27 (5) the nature and kind of business in which the company is engaged;
28 and

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

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

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

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

42 (3) the value of the nonagricultural assets and the agricultural assets,
43 stated separately, owned and controlled by the corporation both within and

1 without the state of Kansas and where situated;

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

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

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

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

10 ~~(e)~~(e) The report shall be executed in accordance with the provisions
11 of K.S.A. 2019 Supp. 17-7908 through 17-7910, and amendments thereto.
12 *The official title or position of the individual signing the report shall be*
13 *designated.* The fact that an individual's name is signed on such report
14 shall be prima facie evidence that such individual is authorized to sign the
15 report on behalf of the corporation; ~~however, the official title or position of~~
16 ~~the individual signing the report shall be designated.~~ This report shall be
17 subscribed by the person as true, under penalty of perjury.

18 ~~(d)~~(f) At the time of filing its ~~annual~~ *business entity information*
19 report, each such foreign corporation shall pay to the secretary of state ~~an~~
20 ~~annual report~~ a fee in an amount equal to ~~\$40~~ **\$80, plus the amount**
21 **specified in rules and regulations of the secretary multiplied by the**
22 **number of tax periods included in the report.**

23 Sec. 14. K.S.A. 2019 Supp. 17-7506 is hereby amended to read as
24 follows: 17-7506. (a) The secretary of state shall charge each corporation a
25 fee established pursuant to rules and regulations, but not exceeding \$250,
26 for issuing or filing and indexing articles of incorporation of a for-profit or
27 a foreign corporation application.

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

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

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

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

38 (3) certificate of designation of preferences;

39 (4) certificate of retirement of preferred stock;

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

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

43 (7) certificate of revocation of voluntary dissolution;

- 1 (8) certificate of change of location of registered office and resident
2 agent;
- 3 (9) agreement of merger or consolidation;
- 4 (10) certificate of ownership and merger;
- 5 (11) certificate of extension, restoration, renewal or revival of a
6 certificate of authority of foreign corporation to do business in Kansas;
- 7 (12) change of resident agent or amendment by foreign corporation;
- 8 (13) certificate of withdrawal of foreign corporation;
- 9 (14) certificate of correction of any of the instruments designated in
10 this section;
- 11 (15) reservation of corporate name;
- 12 (16) restated articles of incorporation;
- 13 (17) ~~annual report~~ *extension of a business entity information report*;
- 14 and
- 15 (18) certificate of validation.

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

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

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

29 ~~Sec. 15. K.S.A. 17-7507 is hereby amended to read as follows: 17-~~
30 ~~7507. No corporation shall be required to file its first annual *business-*~~
31 ~~*entity information report* under this act, or pay any annual report fee~~
32 ~~required to accompany such report, unless such corporation has filed its~~
33 ~~articles of incorporation or foreign corporation application at least six~~
34 ~~months prior to the last day of its tax period.~~

35 ~~Sec. 16. 15. K.S.A. 17-7509 is hereby amended to read as follows:~~
36 ~~17-7509. (a) In case any corporation organized for profit ~~which that~~ is~~
37 ~~required to file ~~an annual~~ *a business entity information report* and pay the~~
38 ~~*annual report* required fee prescribed by this act shall fail or neglect to~~
39 ~~make such report at the time prescribed, such corporation shall be subject~~
40 ~~to a penalty of \$75. Such penalty and the ~~annual fee or~~ fees required to be~~
41 ~~paid by this act may be recovered by an action in the name of the state, and~~
42 ~~all moneys recovered shall be remitted to the state treasurer in accordance~~
43 ~~with the provisions of K.S.A. 75-4215, and amendments thereto. Upon~~

1 receipt of each such remittance, the state treasurer shall deposit the entire
2 amount in the state treasury to the credit of the state general fund.

3 (b) The penalties provided for in subsection (a) also may be assessed
4 against any corporation for the reason that such corporation has been
5 canceled or its existence forfeited pursuant to the Kansas general
6 corporation code. No penalty shall be charged pursuant to this subsection,
7 if a corporation is assessed penalties pursuant to grounds specified in
8 subsection (a).

9 ~~Sec. 17.16.~~ K.S.A. 2019 Supp. 17-7510 is hereby amended to read as
10 follows: 17-7510. (a) In addition to any other penalties, the failure of any
11 domestic corporation to file the ~~annual~~ *business entity information* report
12 in accordance with the provisions of this act or to pay the ~~annual-report~~ fee
13 provided for within 90 days of the time for filing and paying the same or,
14 in the case of ~~an annual~~ a report filing and fee received by mail,
15 postmarked within 90 days of the time for filing and paying the same, shall
16 work the forfeiture of the articles of incorporation of such domestic
17 corporation. Within 60 days after the date such ~~annual~~ *business entity*
18 *information* report and fee are due, the secretary of state, by mail, shall
19 notify any corporation that has failed to submit such report and fee when
20 due that its articles of incorporation shall be forfeited unless the ~~annual-~~
21 *business entity information* report is filed and the fee is paid within 90
22 days from the date such report and fee were due. Any corporation that fails
23 to submit such report and fee within such time shall forfeit its articles of
24 incorporation, and the secretary of state shall notify the attorney general
25 that the articles of incorporation of such corporation have been forfeited.

26 (b) In addition to any other penalties, the failure of any foreign
27 corporation to file the ~~annual~~ *business entity information* report or pay the
28 ~~annual-report~~ fee prescribed by this act within 90 days from the time
29 provided for filing and paying the same or, in the case of ~~an annual~~ a
30 report filing and fee received by mail, postmarked within 90 days of the
31 time for filing and paying the same, shall work a forfeiture of its right or
32 authority to do business in this state. Within 60 days after the date such
33 ~~annual~~ *business entity information* report and fee are due, the secretary of
34 state, by mail, shall notify any corporation that has failed to submit such
35 report and fee when due that its authority to do business in this state shall
36 be forfeited unless the ~~annual~~ *business entity information* report and fee is
37 paid within 90 days from the date such report and fee were due. Any
38 corporation that fails to submit such report and fees within such time shall
39 forfeit its authority to do business in this state, and the secretary of state
40 shall publish a notice of such forfeiture in the Kansas register.

41 (c) This section shall not be construed to restrict the state from
42 invoking any other remedies provided by law.

43 (d) The secretary of state shall not issue certificates of good standing

1 for any corporation that has failed to file its ~~annual business entity~~
2 ~~information~~ report or pay its ~~annual report~~ the required fee.

3 ~~Sec. 18.~~ **17.** K.S.A. 17-7511 is hereby amended to read as follows:
4 17-7511. Pursuant to the authority granted by ~~subsection (c)~~ of K.S.A. 79-
5 3234(c), the secretary of state, as a legal representative of the state, may
6 inspect the annual Kansas income tax ~~return~~ returns of any corporation for
7 the purpose of verifying any information contained in the ~~annual business~~
8 ~~entity information~~ report filed by such corporation with the secretary of
9 state pursuant to this act. The secretary of state shall not disclose any
10 information obtained from any such ~~return~~ returns, except as may be
11 necessary to commence an appropriate administrative or judicial
12 proceeding against the corporation filing the same, and shall disclose to
13 the secretary of revenue any information and allow the secretary to inspect
14 as necessary the ~~annual business entity information~~ report for purposes of
15 verifying any information contained on the franchise tax ~~return~~ returns as
16 provided in K.S.A. 79-5401, and amendments thereto.

17 ~~Sec. 19.~~ **18.** K.S.A. 2019 Supp. 17-7512 is hereby amended to read as
18 follows: 17-7512. The provisions of this act relating to the filing of ~~annual~~
19 ~~business entity information~~ reports and the payment of ~~annual report~~ fees
20 shall not apply to banking, insurance or savings and loan corporations,
21 credit unions, any firemen's relief association under the jurisdiction and
22 supervision of the insurance commissioner or to Kansas venture capital,
23 inc. or venture capital companies certified by the secretary of commerce
24 pursuant to article 83 of chapter 74 of the Kansas Statutes Annotated, and
25 amendments thereto.

26 ~~Sec. 20.~~ **19.** K.S.A. 2019 Supp. 17-76,136 is hereby amended to read
27 as follows: 17-76,136. (a) The secretary of state shall charge each
28 domestic and foreign limited liability company the following fees:

29 (1) A fee of \$20 for issuing or filing and indexing any of the
30 following documents:

- 31 (A) A certificate of amendment of articles of organization;
32 (B) restated articles of organization;
33 (C) a certificate of cancellation, **and the fee shall be multiplied by**
34 **the number of series of the limited liability company named in the**
35 **certificate of cancellation;**
36 (D) a certificate of change of location of registered office or resident
37 agent;
38 (E) a certificate of merger or consolidation;
39 (F) a certificate of division; and
40 (G) any certificate, affidavit, agreement or any other paper provided
41 for in the Kansas revised limited liability company act, for which no
42 different fee is specifically prescribed;

43 (2) a fee of \$7.50 for each certified copy plus a fee per page, if the

1 secretary of state supplies the copies, in an amount fixed by the secretary
2 of state and approved by the director of accounts and reports for copies of
3 corporate documents under K.S.A. 45-204, and amendments thereto;

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

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

14 (5) for photocopies of instruments on file or prepared by the secretary
15 of state's office and which are not certified, a fee per page in an amount
16 fixed by the secretary of state and approved by the director of accounts and
17 reports for copies of corporate documents under K.S.A. 45-204, and
18 amendments thereto.

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

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

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

28 ~~Sec. 21. 20.~~ K.S.A. 2019 Supp. 17-76,139 is hereby amended to read
29 as follows: 17-76,139. (a) Every limited liability company organized, **and**
30 **on and after July 1, 2022, each series thereof formed or in existence,**
31 under the laws of this state shall make ~~an annual~~ *a written business entity*
32 *information* report ~~in writing~~ to the secretary of state, stating the
33 prescribed information concerning the limited liability company **or series,**
34 **as applicable,** at the close of business on the last day of its tax period next
35 preceding the date of filing. If the limited liability company's **or series'** tax
36 period is other than the calendar year, it shall give notice of its different tax
37 period in writing to the secretary of state prior to December 31 of the year
38 it commences the different tax period.

39 (b) The ~~annual~~ report shall be filed ~~annually~~ **biennially, as**
40 **determined by the year that the limited liability company filed its**
41 **formation documents. A limited liability company that filed formation**
42 **documents in an even-numbered year shall file a report in each even-**
43 **numbered year. A limited liability company that filed formation**

1 *documents in an odd-numbered year shall file a report in each odd-*
2 *numbered year. The report shall be filed after the close of the limited*
3 *liability company's tax period but not later than* at the time prescribed by
4 law for filing the limited liability company's *or series'* annual Kansas
5 income tax return, ~~unless the limited liability company has provided notice~~
6 ~~to the secretary of state that such limited liability company intends to file~~
7 ~~business entity information reports biennially or triennially, in which case,~~
8 ~~such reports shall be filed on the same date prescribed by law for filing the~~
9 ~~limited liability company's annual Kansas income tax return in the year~~
10 ~~the report is due according to the notice. A change in the time for filing~~
11 ~~reports under this section shall become effective on the first day of the tax~~
12 ~~period immediately following receipt of the notice of such change by the~~
13 ~~secretary of state, or if applicable law does not prescribe a time for filing~~
14 ~~an annual Kansas income tax return for a series, the report for the~~
15 ~~series shall be filed at, and for purposes of this section its tax period~~
16 ~~shall be deemed to be, the time prescribed by law for filing the annual~~
17 ~~Kansas income tax return for the limited liability company to which the~~
18 ~~series is associated.~~

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

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

23 (2) a list of the members owning at least 5% of the capital of the
24 limited liability company *or series, as applicable*, with the post office
25 address of each.

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

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

1 *provided notice to the secretary of state that such limited liability company*
2 *intends to file business entity information reports biennially or triennially;*
3 *in which case, such reports shall be filed on the same date prescribed by*
4 *law for filing the limited liability company's annual Kansas income tax*
5 *return in the year the report is due according to the notice. A change in the*
6 *time for filing reports under this section shall become effective on the first*
7 *day of the tax period immediately following receipt of the notice of such*
8 *change by the secretary of state.*

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

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

20 (f) At the time of filing ~~the~~ *its business entity information* report, the
21 limited liability company ***or series*** shall pay to the secretary of state ~~an~~
22 ~~annual~~ ~~report~~ a fee in an amount equal to ~~\$40~~ ***\$80, plus the amount***
23 ***specified in rules and regulations of the secretary multiplied by the***
24 ***number of tax periods included in the report.***

25 ~~(d)~~(g) The provisions of K.S.A. 17-7509, and amendments thereto,
26 relating to penalties for failure of a corporation to file ~~an annual~~ *a business*
27 *entity information* report or pay the required ~~annual~~ ~~report~~ fee, and the
28 provisions of K.S.A. 17-7510(a), and amendments thereto, relating to
29 penalties for failure of a corporation to file ~~an annual~~ *a business entity*
30 *information* report or pay the required ~~annual~~ ~~report~~ fee, shall be
31 applicable to the articles of organization of any domestic limited liability
32 company, ***or the certificate of designation of any series thereof***, or to the
33 authority of any foreign limited liability company ~~which~~ *that* fails to file
34 its ~~annual~~ *business entity information* report or pay the ~~annual~~ ~~report~~
35 *required* fee within 90 days of the time prescribed in this section for filing
36 and paying the same or, in the case of ~~an annual~~ *a* report filing and fee
37 received by mail, postmarked within 90 days of the time for filing and
38 paying the same. Whenever the articles of organization of a domestic
39 limited liability company, ***or the certificate of designation of a series***
40 ***thereof***, or the authority of any foreign limited liability company are
41 forfeited ***or canceled*** for failure to file ~~an annual~~ *a business entity*
42 *information* report or to pay the required ~~annual~~ ~~report~~ fee, the domestic
43 limited liability company or the authority of a foreign limited liability

1 company may be reinstated by filing a certificate of reinstatement,
 2 pursuant to K.S.A. 2019 Supp. 17-76,146, and amendments thereto, and
 3 ***the certificate of designation may be reinstated by filing a certificate of***
 4 ***reinstatement, pursuant to K.S.A. 2019 Supp. 17-76,147, and***
 5 ***amendments thereto, and in each case*** paying to the secretary of state all
 6 fees, including any penalties thereon, due to the state.

7 ~~(e)~~(h) No limited liability company ***or series*** shall be required to file
 8 its first-~~annual~~ ***business entity information*** report under ~~this~~ ***the Kansas***
 9 ***revised limited liability*** act, or pay any-~~annual report~~ fee required to
 10 accompany such report, unless such limited liability company has filed its
 11 articles of organization or application for authority ***or the certificate of***
 12 ***designation of such series has been filed*** at least six months prior to the
 13 last day of its tax period.

14 ~~(f)~~(i) All copies of applications for extension of the time for filing
 15 income tax returns submitted to the secretary of state pursuant to law shall
 16 be maintained by the secretary of state in a confidential file and shall not
 17 be disclosed to any person except as authorized pursuant to the provisions
 18 of K.S.A. 79-3234, and amendments thereto, a proper judicial order, or
 19 subsection ~~(g)~~(j). All copies of such applications shall be preserved for one
 20 year and thereafter until the secretary of state orders that they be
 21 destroyed.

22 ~~(g)~~(j) A copy of such application shall be open to inspection by or
 23 disclosure to any person who was a member of such limited liability
 24 company during any part of the period covered by the extension.

25 Sec. ~~22~~ **21**. K.S.A. 2019 Supp. 17-76,146 is hereby amended to read
 26 as follows: 17-76,146. (a) A domestic limited liability company whose
 27 articles of organization or a foreign limited liability company whose
 28 authority to do business has been canceled or forfeited pursuant to K.S.A.
 29 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments
 30 thereto, or whose articles of organization or authority to do business has
 31 been forfeited pursuant to K.S.A. 17-76,139~~(d)~~(g), and amendments
 32 thereto, may be reinstated by filing with the secretary of state a certificate
 33 of reinstatement accompanied by the payment of the fee required by
 34 K.S.A. 17-76,136(d), and amendments thereto, and payment of the-~~annual~~
 35 ~~report~~ fees due under K.S.A. 17-76,139~~(e)~~(f), and amendments thereto, and
 36 all penalties and interest thereon due at the time of the cancellation or
 37 forfeiture of its articles of organization or authority to do business. The
 38 certificate of reinstatement shall set forth:

39 (1) The name of the limited liability company at the time its articles
 40 of organization or authority to do business was canceled or forfeited and, if
 41 such name is not available at the time of reinstatement, the name under
 42 which the limited liability company is to be reinstated;

43 (2) the address of the limited liability company's registered office in

1 the state of Kansas and the name and address of the limited liability
2 company's resident agent in the state of Kansas;

3 (3) a statement that the certificate of reinstatement is filed by one or
4 more persons authorized to execute and file the certificate of reinstatement
5 to reinstate the limited liability company; and

6 (4) any other matters the persons executing the certificate of
7 reinstatement determine to include therein.

8 (b) The certificate of reinstatement shall be deemed to be an
9 amendment to the articles of organization or application for registration of
10 the limited liability company, and the limited liability company shall not
11 be required to take any further action to amend its articles of organization
12 or application for registration under K.S.A. 17-7674 or K.S.A. 2019 Supp.
13 17-7935, and amendments thereto, with respect to the matters set forth in
14 the certificate of reinstatement.

15 (c) Upon the filing of a certificate of reinstatement, a limited liability
16 company, ***and all series thereof that have been formed and whose***
17 ***certificate of designation has not been canceled prior to the cancellation***
18 ***of the articles of organization***, shall be reinstated with the same force and
19 effect as if its articles of organization or authority to do business had not
20 been canceled or forfeited pursuant to K.S.A. 17-76,139~~(d)~~(g) or K.S.A.
21 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments
22 thereto. Such reinstatement shall validate all contracts, acts, matters and
23 things made, done and performed by the limited liability company, its
24 members, managers, employees and agents during the time when its
25 articles of organization or authority to do business was canceled or
26 forfeited pursuant to K.S.A. 17-76,139~~(d)~~(g) or K.S.A. 2019 Supp. 17-
27 7926(b), 17-7929(b) or 17-7934(f), and amendments thereto, with the
28 same force and effect and to all intents and purposes as if the articles of
29 organization or authority to do business had remained in full force and
30 effect. All real and personal property, and all rights and interests, ~~which~~
31 *that* belonged to the limited liability company at the time its articles of
32 organization or authority to do business was canceled or forfeited pursuant
33 to K.S.A. 17-76,139~~(d)~~(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b)
34 or 17-7934(f), and amendments thereto, or ~~which~~ *that* were acquired by
35 the limited liability company following the cancellation or forfeiture of its
36 articles of organization or authority to do business pursuant to K.S.A. 17-
37 76,139~~(d)~~(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f),
38 and amendments thereto, and ~~which~~ *that* were not disposed of prior to the
39 time of its reinstatement, shall be vested in the limited liability company
40 after its reinstatement as fully as they were held by the limited liability
41 company at, and after, as the case may be, the time its articles of
42 organization or authority to do business was canceled or forfeited pursuant
43 to K.S.A. 17-76,139~~(d)~~(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or

1 17-7934(f), and amendments thereto. After its reinstatement, the limited
2 liability company shall be as exclusively liable for all contracts, acts,
3 matters and things made, done or performed in its name and on its behalf
4 by its members, managers, employees and agents prior to its reinstatement
5 as if its articles of organization or authority to do business had at all times
6 remained in full force and effect.

7 Sec. ~~23~~. 22. K.S.A. 2019 Supp. 17-76,147 is hereby amended to read
8 as follows: 17-76,147. (a) A series whose certificate of designation has
9 been canceled pursuant to K.S.A. 17-76,139, and amendments thereto,
10 may be reinstated by filing in the office of the secretary of state a
11 certificate of reinstatement accompanied by the payment of the fee
12 required by K.S.A. 17-76,136(d), and amendments thereto, and payment of
13 the ~~annual report~~ fee due under K.S.A. 17-76,139~~(e)(f)~~, and amendments
14 thereto, and all penalties and interest thereon due at the time of the
15 cancellation of its certificate of designation. The certificate of
16 reinstatement shall set forth:

17 (1) The name of the limited liability company at the time the
18 certificate of designation was canceled and, if such name has changed, the
19 name of the limited liability company at the time of reinstatement of the
20 series;

21 (2) the name of the series at the time the certificate of designation
22 was canceled and, if such name is not available at the time of
23 reinstatement, the name under which the series is to be reinstated;

24 (3) a statement that the certificate of reinstatement is filed by one or
25 more persons authorized to execute and file the certificate of reinstatement
26 to reinstate the series; and

27 (4) any other matters the persons executing the certificate of
28 reinstatement determine to include therein.

29 (b) The certificate of reinstatement shall be deemed to be an
30 amendment to the certificate of designation, and no further actions shall be
31 required to amend its certificate of designation under K.S.A. 2019 Supp.
32 17-76,143(d)(3), and amendments thereto, with respect to the matters set
33 forth in the certificate of reinstatement.

34 (c) Upon the filing of a certificate of reinstatement, a series shall be
35 reinstated with the same force and effect as if its certificate of designation
36 had not been canceled pursuant to K.S.A. 17-76,139, and amendments
37 thereto. Such reinstatement shall validate all contracts, acts, matters and
38 things made, done and performed by the series, its members, managers,
39 employees and agents during the time when its certificate of designation
40 was canceled pursuant to K.S.A. 17-76,139, and amendments thereto, with
41 the same force and effect and to all intents and purposes as if the certificate
42 of designation had remained in full force and effect. All real and personal
43 property, and all rights and interests, that belonged to the series at the time

1 its certificate of designation was canceled pursuant to K.S.A. 17-76,139,
2 and amendments thereto, or were acquired by the series following the
3 cancellation of its certificate of designation pursuant to K.S.A. 17-76,139,
4 and amendments thereto, and were not disposed of prior to the time of its
5 reinstatement, shall be vested in the series after its reinstatement as fully as
6 they were held by the series at, and after, as the case may be, the time its
7 certificate of designation was canceled pursuant to K.S.A. 17-76,139, and
8 amendments thereto. After its reinstatement, the series shall be as
9 exclusively liable for all contracts, acts, matters and things made, done or
10 performed in its name and on its behalf by its members, managers,
11 employees and agents prior to its reinstatement as if its certificate of
12 designation had at all times remained in full force and effect.

13 ~~(d) This section shall take effect on and after July 1, 2020.~~

14 Sec. ~~24.~~ **23.** K.S.A. 2019 Supp. 17-7903 is hereby amended to read as
15 follows: 17-7903. The following documents related to corporations shall
16 be filed with the secretary of state:

17 (a) For-profit filings:

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

20 (2) professional association articles of incorporation as set forth in
21 K.S.A. 17-2709, 17-2711 and 17-6002, and amendments thereto;

22 (3) close corporation articles of incorporation as set forth in K.S.A.
23 17-6426, 17-7201, 17-7202 and 17-7203, and amendments thereto;

24 (4) public benefit corporation articles of incorporation as set forth in
25 K.S.A. 2019 Supp. 17-72a02, and amendments thereto;

26 (5) certificate of validation as set forth in K.S.A. 2019 Supp. 17-
27 6428, and amendments thereto;

28 (6) foreign for-profit application for authority as set forth in K.S.A.
29 2019 Supp. 17-7931 ~~and K.S.A. 17-7307 through 17-7510~~, and
30 amendments thereto;

31 (7) for-profit ~~annual~~ *business entity information* report as set forth in
32 K.S.A. 17-7503 and 17-7505, and amendments thereto;

33 (8) professional association ~~annual~~ *business entity information* report
34 as set forth in K.S.A. 17-2718, and amendments thereto;

35 (9) for-profit certificate of amendment as set forth in K.S.A. 17-6003,
36 17-6401, 17-6601, 17-6602 and 17-6603, and amendments thereto;

37 (10) amendment to professional associations as set forth in K.S.A.
38 17-2709, and amendments thereto;

39 (11) foreign for-profit corporation certificate of amendment as set
40 forth in K.S.A. 17-7302, and amendments thereto;

41 (12) restated articles of incorporation as set forth in K.S.A. 17-6605,
42 and amendments thereto;

43 (13) change of registered office or resident agent as set forth in

- 1 K.S.A. 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and
2 amendments thereto;
- 3 (14) for-profit certificate of correction as set forth in K.S.A. 2019
4 Supp. 17-7912, and amendments thereto;
- 5 (15) mergers as set forth in K.S.A. 17-6701 through 17-6708, and
6 amendments thereto;
- 7 (16) foreign mergers as set forth in K.S.A. 17-7302, and amendments
8 thereto;
- 9 (17) certificate of amendment or termination of merger as set forth in
10 K.S.A. 17-6701, and amendments thereto;
- 11 (18) foreign corporation merger as set forth in K.S.A. 17-7302, and
12 amendments thereto;
- 13 (19) certificate of reinstatement as set forth in K.S.A. 17-7002, and
14 amendments thereto;
- 15 (20) certificate of dissolution prior to commencing business as set
16 forth in K.S.A. 17-6803, and amendments thereto;
- 17 (21) certificate of dissolution by stockholder's meeting as set forth in
18 K.S.A. 17-6804, and amendments thereto;
- 19 (22) certificate of dissolution by written consent as set forth in K.S.A.
20 17-6804, and amendments thereto;
- 21 (23) foreign certificate of cancellation as set forth in K.S.A. 2019
22 Supp. 17-7936, and amendments thereto; and
- 23 (24) certificate of revocation of dissolution as set forth in K.S.A. 17-
24 7001, and amendments thereto.
- 25 (b) Not-for-profit filings:
- 26 (1) Not-for-profit articles of incorporation as set forth in K.S.A. 17-
27 6002, and amendments thereto;
- 28 (2) foreign not-for-profit application for authority as set forth in
29 K.S.A. 2019 Supp. 17-7931, and amendments thereto;
- 30 (3) not-for-profit ~~annual~~ *business entity information* report as set forth
31 in K.S.A. 17-7504, and amendments thereto;
- 32 (4) not-for-profit certificate of amendment as set forth in K.S.A. 17-
33 6602, and amendments thereto;
- 34 (5) not-for-profit certificate of correction as set forth in K.S.A. 2019
35 Supp. 17-7912, and amendments thereto;
- 36 (6) not-for-profit change of registered office or resident agent as set
37 forth in K.S.A. 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and
38 amendments thereto;
- 39 (7) not-for-profit certificate of reinstatement as set forth in K.S.A. 17-
40 7002, and amendments thereto; and
- 41 (8) certificate of dissolution as set forth in K.S.A. 17-6803, 17-6804
42 and 17-6805, and amendments thereto.
- 43 ~~Sec. 25. 24.~~ K.S.A. 2019 Supp. 17-7904 is hereby amended to read as

1 follows: 17-7904. The following documents related to limited liability
2 companies shall be filed with the secretary of state:

3 (a) Articles of organization as set forth in K.S.A. 17-7673 and K.S.A.
4 2019 Supp. 17-7673a, and amendments thereto;

5 (b) professional articles of organization as set forth in K.S.A. 17-7673
6 and K.S.A. 2019 Supp. 17-7673a, and amendments thereto;

7 (c) series limited liability company articles of organization as set
8 forth in K.S.A. 2019 Supp. 17-76,143, and amendments thereto;

9 (d) foreign limited liability company application for authority as set
10 forth in K.S.A. 2019 Supp. 17-7931, and amendments thereto;

11 (e) foreign series limited liability company application for admission
12 to transact business as set forth in K.S.A. 2019 Supp. 17-7931 and K.S.A.
13 2019 Supp. 17-76,143, and amendments thereto;

14 (f) ~~annual~~ *business entity information* report as set forth in K.S.A. 17-
15 76,139, and amendments thereto;

16 (g) certificate of amendment as set forth in K.S.A. 17-7674 and
17 K.S.A. 2019 Supp. 17-7674a **and 17-76,143**, and amendments thereto;

18 (h) restated articles of organization as set forth in K.S.A. 17-7680,
19 and amendments thereto;

20 (i) series certificate of designation as set forth in K.S.A. 2019 Supp.
21 17-76,143, and amendments thereto;

22 (j) certificate of amendment or termination to certificate of merger or
23 consolidation as set forth in K.S.A. 17-7681, and amendments thereto, **or**
24 ***K.S.A. 2019 Supp. 17-76-143a, and amendments thereto;***

25 (k) certificate of correction as set forth in K.S.A. 2019 Supp. 17-
26 7912, and amendments thereto;

27 (l) foreign certificate of correction as set forth in K.S.A. 2019 Supp.
28 17-7912, and amendments thereto;

29 (m) change of registered office or resident agent as set forth in K.S.A.
30 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and amendments
31 thereto;

32 (n) mergers **or consolidations** as set forth in K.S.A. 17-7681, and
33 amendments thereto, **or K.S.A. 2019 Supp. 17-76,143a, and amendments**
34 ***thereto;***

35 (o) reinstatement as set forth in K.S.A. 17-76,139, and amendments
36 thereto, **or K.S.A. 2019 Supp. 17-76,147, and amendments thereto;**

37 (p) certificate of cancellation as set forth in K.S.A. 17-7675, and
38 amendments thereto, **or K.S.A. 2019 Supp. 17-76,143, and amendments**
39 ***thereto;***

40 (q) foreign cancellation of registration as set forth in K.S.A. 2019
41 Supp. 17-7936, and amendments thereto; and

42 (r) certificate of division as set forth in K.S.A. 2019 Supp.17-7685a,
43 and amendments thereto.

1 Sec. ~~26~~. 25. K.S.A. 2019 Supp. 17-7905 is hereby amended to read as
 2 follows: 17-7905. ~~(a)~~ The following documents related to limited
 3 partnerships shall be filed with the secretary of state:

4 ~~(1)~~(a) Certificate of limited partnership as set forth in K.S.A. 56-
 5 1a151, and amendments thereto;

6 ~~(2)~~(b) foreign application for registration as set forth in K.S.A. 2019
 7 Supp. 17-7931, and amendments thereto;

8 ~~(3)~~(c) ~~annual~~ *business entity information* report as set forth in K.S.A.
 9 56-1a606 and 56-1a607, and amendments thereto;

10 ~~(4)~~(d) amendment to certificate as set forth in K.S.A. 56-1a152, and
 11 amendments thereto;

12 ~~(5)~~(e) restated certificate as set forth in K.S.A. 56-1a160, and
 13 amendments thereto;

14 ~~(6)~~(f) change of registered office or resident agent as set forth in
 15 K.S.A. 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and
 16 amendments thereto;

17 ~~(7)~~(g) foreign certificate of amendment or correction as set forth in
 18 K.S.A. 2019 Supp. 17-7912, and amendments thereto;

19 ~~(8)~~(h) mergers as set forth in K.S.A. 2019 Supp. 17-78,201 through
 20 17-78,206, and amendments thereto;

21 ~~(9)~~(i) reinstatement as set forth in K.S.A. 56-1a606 and 56-1a607,
 22 and amendments thereto;

23 ~~(10)~~(j) cancellation as set forth in K.S.A. 56-1a153, and amendments
 24 thereto; and

25 ~~(11)~~(k) foreign cancellation of registration as set forth in K.S.A. 2019
 26 Supp. 17-7936, and amendments thereto.

27 ~~(b) This section shall take effect on and after January 1, 2015.~~

28 Sec. ~~27~~. 26. K.S.A. 2019 Supp. 17-7906 is hereby amended to read as
 29 follows: 17-7906. ~~(a)~~ The following documents related to limited liability
 30 partnerships shall be filed with the secretary of state:

31 ~~(1)~~(a) Statement of qualification as set forth in K.S.A. 56a-1001, and
 32 amendments thereto;

33 ~~(2)~~(b) foreign statement of qualification as set forth in K.S.A. 2019
 34 Supp. 17-7931, and amendments thereto;

35 ~~(3)~~(c) ~~annual~~ *business entity information* report as set forth in K.S.A.
 36 56a-1201 and 56a-1202, and amendments thereto;

37 ~~(4)~~(d) amendment to statement of qualification as set forth in K.S.A.
 38 56a-105, and amendments thereto;

39 ~~(5)~~(e) change of registered office or resident agent as set forth in
 40 K.S.A. 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and
 41 amendments thereto;

42 ~~(6)~~(f) reinstatement as set forth in K.S.A. 56a-1201, and amendments
 43 thereto;

1 ~~(7)~~(g) cancellation of statement as set forth in K.S.A. 56a-105, and
2 amendments thereto;

3 ~~(8)~~(h) statement of denial as set forth in K.S.A. 56a-304, and
4 amendments thereto;

5 ~~(9)~~(i) statement of dissociation as set forth in K.S.A. 56a-704, and
6 amendments thereto;

7 ~~(10)~~(j) statement of dissolution as set forth in K.S.A. 56a-105 and
8 56a-805, and amendments thereto; and

9 ~~(11)~~(k) statement of merger as set forth in K.S.A. 56a-907, and
10 amendments thereto.

11 ~~(b) This section shall take effect on and after January 1, 2015.~~

12 ~~Sec. 28. 27.~~ K.S.A. 2019 Supp. 17-7910 is hereby amended to read as
13 follows: 17-7910. When any document is required by this act to be filed
14 with the secretary of state, such requirement means that:

15 (a) The original signed document shall be delivered to the office of
16 the secretary of state, where the document shall be recorded in an
17 electronic medium. Any signature on documents authorized to be filed
18 with the secretary of state under the provisions of this act may be a
19 facsimile, a conformed signature or an electronically transmitted signature;

20 (b) all taxes and fees authorized by law to be collected by the
21 secretary of state in connection with the filing of the document shall be
22 tendered to the secretary of state;

23 (c) upon delivery of the document, and upon tender of the required
24 taxes and fees, the secretary of state shall, if the secretary of state finds
25 that the document conforms to law, certify that the document has been
26 filed in the office of the secretary of state by endorsing upon the
27 electronically-recorded document the word "Filed" and the date and hour
28 of its filing. This endorsement is the "filing date" of the document and is
29 conclusive of the date and time of its filing in the absence of actual fraud.
30 The secretary of state shall thereupon record the endorsed document in an
31 electronic medium and that electronic document shall become the original
32 document; and

33 (d) the secretary of state shall return a certified copy of the recorded
34 document to the person who filed the document or that person's
35 representative, except this provision shall not apply to ~~annual~~ *business*
36 *entity information* reports.

37 (e) A person who executes any document required by this act to be
38 filed with the secretary of state, including a person who executes such
39 document as an agent or fiduciary, shall not be required to exhibit evidence
40 of the person's authority as a prerequisite to filing such documents with the
41 secretary of state.

42 ~~Sec. 29. 28.~~ K.S.A. 2019 Supp. 17-7936 is hereby amended to read as
43 follows: 17-7936. (a) A foreign covered entity may cancel its registration

1 by filing with the secretary of state a certificate of cancellation executed
 2 by an authorized person, together with a fee if authorized by law, as
 3 provided by K.S.A. 2019 Supp. 17-7910, and amendments thereto, and the
 4 ~~annual business entity information report and annual report required fee~~
 5 ~~for any tax period which has ended.~~ The certificate of cancellation shall
 6 state that the foreign covered entity surrenders its authority to transact
 7 business in the state of Kansas and withdraws therefrom. The certificate of
 8 cancellation shall provide the address to which the secretary of state may
 9 mail any process against the foreign covered entity that may be served
 10 upon the secretary of state. A cancellation does not terminate the authority
 11 of the secretary of state to accept service of process on the foreign covered
 12 entity with respect to causes of action arising out of the doing of business
 13 in the state of Kansas.

14 (b) The filing of a certificate of dissolution or certificate of
 15 cancellation issued by the proper official of the state or other jurisdiction
 16 in which a foreign covered entity is organized shall have the same effect as
 17 the filing of a certificate of cancellation as provided for in subsection (a)
 18 above.

19 ~~(e) This section shall take effect on and after January 1, 2015.~~

20 ~~Sec. 30. 29.~~ K.S.A. 53-601 is hereby amended to read as follows: 53-
 21 601. (a) Except as provided by subsection (b), whenever a law of this state
 22 or any rules and regulations, order or requirement adopted or issued
 23 thereunder requires or permits a matter to be supported, evidenced,
 24 established or proved by the sworn written declaration, verification,
 25 certificate, statement, oath or affidavit of a person, such matter may be
 26 supported, evidenced, established or proved with the same force and effect
 27 by the unsworn written declaration, verification, certificate or statement
 28 dated and subscribed by the person as true, under penalty of perjury, in
 29 substantially the following form:

30 (1) If executed outside this state: "I declare (or verify, certify or state)
 31 under penalty of perjury under the laws of the state of Kansas that the
 32 foregoing is true and correct. Executed on (date).

33 _____(Signature)"

34 (2) If executed in this state: "I declare (or verify, certify or state)
 35 under penalty of perjury that the foregoing is true and correct. Executed on
 36 (date).

37 _____(Signature)"

38 (b) The provisions of subsection (a) do not apply to the following
 39 oaths:

40 (1) An oath of office.

41 (2) An oath required to be taken before a specified official other than
 42 a notary public.

43 (3) An oath of a testator or witnesses as required for wills, codicils,

1 revocations of wills and codicils and republications of wills and codicils.

2 (c) A notarial act performed prior to the effective date of this act is
3 not affected by this act. Nothing in this act diminishes or invalidates the
4 recognition accorded to notarial acts by other laws of this state or rules and
5 regulations adopted thereunder.

6 (d) On or after July 1, 1989, whenever an officer or partner listed in
7 ~~subsection (b) of K.S.A. 17-2718(d), subsection (e) of K.S.A. 17-7503(e),~~
8 ~~subsection (e) of K.S.A. 17-7504(e), subsection (e) of K.S.A. 17-7505(e),~~
9 ~~subsection (d) of K.S.A. 56-1a606 or subsection (d) of (e) or K.S.A. 56-~~
10 ~~1a607(e),~~ and amendments thereto, is required to execute a report before a
11 notary or swear an oath before an officer authorized to administer oaths, in
12 lieu thereof, such person may execute an unsworn declaration if such
13 declaration is in substantial conformity with subsections (a), (b) and (c) of
14 this section.

15 (e) On or after July 1, 1990, subsections (a), (b) and (c) of this section
16 shall have general application.

17 ~~Sec. 31.~~ **30.** K.S.A. 56-1a605 is hereby amended to read as follows:
18 56-1a605. (a) The secretary of state shall charge each domestic and foreign
19 limited partnership the following fees:

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

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

23 (B) A restated certificate of limited partnership;

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

25 (D) a certificate of change of location of registered office or
26 registered agent; and

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

29 (2) for certified copies, a fee of \$7.50 for each copy certified plus a
30 fee per page, if the secretary of state supplies the copies, in an amount
31 fixed by the secretary of state and approved by the director of accounts and
32 reports for copies of corporate documents under K.S.A. 45-204 and
33 amendments thereto;

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

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

43 (5) for photocopies of instruments on file or prepared by the secretary

1 of state's office and which are not certified, a fee per page in an amount
 2 fixed by the secretary of state and approved by the director of accounts and
 3 reports for copies of corporate documents under K.S.A. 45-204 and
 4 amendments thereto.

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

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

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

14 Sec. ~~32~~ **31**. K.S.A. 2019 Supp. 56-1a606 is hereby amended to read
 15 as follows: 56-1a606. (a) Every limited partnership organized under the
 16 laws of this state shall make ~~an annual~~ *a written business entity*
 17 *information report in writing* to the secretary of state, stating the
 18 prescribed information concerning the limited partnership at the close of
 19 business on the last day of its tax period next preceding the date of filing.
 20 If the limited partnership's tax period is other than the calendar year, it
 21 shall give notice of its different tax period to the secretary of state prior to
 22 December 31 of the year it commences the different tax period.

23 (b) ~~The annual report shall be filed annually~~ *biennially, as*
 24 *determined by the year that the limited partnership filed its formation*
 25 *documents. A limited partnership that filed formation documents in an*
 26 *even-numbered year shall file a report in each even-numbered year. A*
 27 *limited partnership that filed formation documents in an odd-numbered*
 28 *year shall file a report in each odd-numbered year. The report shall be*
 29 *filed after the close of the limited partnership's tax period but not later*
 30 *than* at the time prescribed by law for filing the limited partnership's
 31 annual Kansas income tax return, ~~unless the limited partnership has~~
 32 ~~provided notice to the secretary of state that such limited partnership~~
 33 ~~intends to file business entity information reports biennially or triennially;~~
 34 ~~in which case, such reports shall be filed on the same date prescribed by~~
 35 ~~law for filing the limited partnership's annual Kansas income tax return in~~
 36 ~~the year the report is due according to the notice. A change in the time for~~
 37 ~~filing reports under this section shall become effective on the first day of~~
 38 ~~the tax period immediately following receipt of the notice of such change~~
 39 ~~by the secretary of state.~~

40 (b)(c) ~~The annual report shall be made on a form prescribed by the~~
 41 ~~secretary of state. The report and~~ shall contain the following information:

- 42 (1) The name of the limited partnership; and
- 43 (2) a list of the partners owning at least 5% of the capital of the

1 partnership, with the address of each.

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

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

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

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

16 (f) At the time of filing ~~the its business entity information~~ report, the
17 limited partnership shall pay to the secretary of state ~~an annual report~~ a fee
18 in an amount equal to ~~\$40~~ **\$80, plus the amount specified in rules and**
19 **regulations of the secretary multiplied by the number of tax periods**
20 **included in the report.**

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

42 Sec. ~~33~~. 32. K.S.A. 2019 Supp. 56-1a607 is hereby amended to read
43 as follows: 56-1a607. (a) Every foreign limited partnership shall make ~~an~~

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

8 (b) ~~The annual report shall be filed annually biennially, as~~
 9 ~~determined by the year that the foreign limited partnership filed its~~
 10 ~~foreign limited partnership application. A foreign limited partnership~~
 11 ~~that filed its application in an even-numbered year shall file a report in~~
 12 ~~each even-numbered year. A foreign limited partnership that filed its~~
 13 ~~application in an odd-numbered year shall file a report in each odd-~~
 14 ~~numbered year. The report shall be filed after the close of the limited~~
 15 ~~partnership's tax period but not later than~~ at the time prescribed by law
 16 for filing the limited partnership's annual Kansas income tax return, ~~unless~~
 17 ~~the foreign limited partnership has provided notice to the secretary of state~~
 18 ~~that such foreign limited partnership intends to file business entity~~
 19 ~~information reports biennially or triennially, in which case, such reports~~
 20 ~~shall be filed on the same date prescribed by law for filing the foreign-~~
 21 ~~limited partnership's annual Kansas income tax return in the year the~~
 22 ~~report is due according to the notice. A change in the time for filing~~
 23 ~~reports under this section shall become effective on the first day of the tax~~
 24 ~~period immediately following receipt of the notice of such change by the~~
 25 ~~secretary of state.~~

26 (b)(c) ~~The annual report shall be made on a form prescribed by the~~
 27 ~~secretary of state. The report and shall contain the name of the limited~~
 28 ~~partnership.~~

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

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

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

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

43 (f) At the time of filing ~~the its business entity information report, the~~

1 foreign limited partnership shall pay to the secretary of state ~~an annual~~
2 ~~report~~ a fee in an amount equal to ~~\$40~~ **\$80, plus the amount specified in**
3 **rules and regulations of the secretary multiplied by the number of tax**
4 **periods included in the report.**

5 (e)(g) The provisions of K.S.A. 17-7509, and amendments thereto,
6 relating to penalties for failure of a corporation to file ~~an annual a business~~
7 ~~entity information~~ report or pay the required ~~annual-report~~ fee, and the
8 provisions of K.S.A. 17-7510(b), and amendments thereto, relating to
9 forfeiture of a foreign corporation's authority to do business in this state
10 for failure to file ~~an annual a business entity information~~ report or pay the
11 required ~~annual-report~~ fee, shall be applicable to the authority of any
12 foreign limited partnership which fails to file its ~~annual business entity~~
13 ~~information~~ report or pay the ~~annual-report~~ required fee within 90 days of
14 the time prescribed in this section for filing and paying the same or, in the
15 case of ~~an annual a~~ report filing and fee received by mail, postmarked
16 within 90 days of the time prescribed in this section for filing and paying
17 the same. Whenever the authority of a foreign limited partnership to do
18 business in this state is forfeited for failure to file ~~an annual a business~~
19 ~~entity information~~ report or to pay the required ~~annual-report~~ fee, the
20 foreign limited partnership's authority to do business in this state may be
21 reinstated by filing a certificate of reinstatement, in the manner and form
22 to be prescribed by the secretary of state and paying to the secretary of
23 state all fees, including any penalties thereon, due to the state. The fee for
24 filing a certificate of reinstatement shall be the same as that prescribed by
25 K.S.A. 17-7506, and amendments thereto, for filing a certificate of
26 reinstatement of a corporation's articles of incorporation.

27 Sec. ~~34.~~ **33.** K.S.A. 2019 Supp. 56a-1201 is hereby amended to read
28 as follows: 56a-1201. (a) Every limited liability partnership organized
29 under the laws of this state shall make ~~an annual a written business entity~~
30 ~~information~~ report ~~in writing~~ to the secretary of state, stating the
31 prescribed information concerning the limited liability partnership at the
32 close of business on the last day of its tax period next preceding the date of
33 filing. If the limited liability partnership's tax period is other than the
34 calendar year, it shall give notice of its different tax period in writing to the
35 secretary of state prior to December 31 of the year it commences the
36 different tax period.

37 (b) The ~~annual~~ report shall be filed ~~annually~~ **biennially, as**
38 **determined by the year that the limited liability partnership filed its**
39 **limited liability partnership formation documents. A limited liability**
40 **partnership that filed formation documents in an even-numbered year**
41 **shall file a report in each even-numbered year. A limited liability**
42 **partnership that filed formation documents in an odd-numbered year**
43 **shall file a report in each odd-numbered year. The report shall be filed**

1 *after the close of the limited liability partnership's tax period but not*
2 *later than* at the time prescribed by law for filing the limited liability
3 partnership's annual Kansas income tax return, ~~unless the limited liability~~
4 ~~partnership has provided notice to the secretary of state that such limited~~
5 ~~liability partnership intends to file business entity information reports~~
6 ~~biennially or triennially, in which case, such reports shall be filed on the~~
7 ~~same date prescribed by law for filing the limited liability partnership's~~
8 ~~annual Kansas income tax return in the year the report is due according to~~
9 ~~the notice. A change in the time for filing reports under this section shall~~
10 ~~become effective on the first day of the tax period immediately following~~
11 ~~receipt of the notice of such change by the secretary of state.~~

12 (b)(c) The annual report shall be made on a form prescribed by the
13 secretary of state. ~~The report and~~ shall contain the following information:

- 14 (1) The name of the limited liability partnership; and
15 (2) a list of the partners owning at least 5% of the capital of the
16 partnership, with the address of each.

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

20 (e) At the time of filing ~~the its business entity information~~ report, the
21 limited liability partnership shall pay to the secretary of state ~~an annual~~
22 ~~report~~ a fee in an amount equal to ~~\$40~~ **\$80, plus the amount specified in**
23 **rules and regulations of the secretary multiplied by the number of tax**
24 **periods included in the report.**

25 (d)(f) The provisions of K.S.A. 17-7509, and amendments thereto,
26 relating to penalties for failure of a corporation to file ~~an annual~~ a business
27 ~~entity information~~ report or pay the required ~~annual report~~ fee, and the
28 provisions of K.S.A. 17-7510(a), and amendments thereto, relating to
29 penalties for failure of a corporation to file ~~an annual~~ a business entity
30 ~~information~~ report or pay the required ~~annual report~~ fee, shall be
31 applicable to the statement of qualification of any limited liability
32 partnership ~~which~~ that fails to file its ~~annual business entity information~~
33 ~~report~~ or pay the ~~annual report~~ required fee within 90 days of the time
34 prescribed in this section for filing and paying the same or, in the case of
35 ~~an annual~~ a report filing and fee received by mail, postmarked within 90
36 days of the time prescribed in this section for filing and paying the same.
37 Whenever the statement of qualification of a limited liability partnership is
38 forfeited for failure to file ~~an annual~~ a business entity information report or
39 to pay the required ~~annual report~~ fee, the limited liability partnership may
40 be reinstated by filing a certificate of reinstatement, in the manner and
41 form to be prescribed by the secretary of state and paying to the secretary
42 of state all fees, including any penalties thereon, due to the state. The fee
43 for filing a certificate of reinstatement shall be the same as that prescribed

1 by K.S.A. 17-7506, and amendments thereto, for filing a certificate of
2 reinstatement of a corporation's articles of incorporation.

3 ~~Sec. 35.~~ **34.** K.S.A. 2019 Supp. 56a-1202 is hereby amended to read
4 as follows: 56a-1202. (a) Every foreign limited liability partnership shall
5 make ~~an annual~~ *a written business entity information report in writing* to
6 the secretary of state, stating the prescribed information concerning the
7 foreign limited liability partnership at the close of business on the last day
8 of its tax period next preceding the date of filing. If the foreign limited
9 liability partnership's tax period is other than the calendar year, it shall
10 give notice in writing of its different tax period to the secretary of state
11 prior to December 31 of the year it commences the different tax period.

12 *(b) The ~~annual~~ report shall be filed ~~annually~~ biennially, as*
13 *determined by the year that the foreign limited liability partnership filed*
14 *its foreign limited liability partnership application. A foreign limited*
15 *liability partnership that filed its application in an even-numbered year*
16 *shall file a report in each even-numbered year. A foreign limited liability*
17 *partnership that filed its application in an odd-numbered year shall file*
18 *a report in each odd-numbered year. The report shall be filed after the*
19 *close of the foreign limited liability partnership's tax period but not later*
20 *than* at the time prescribed by law for filing the foreign limited liability
21 partnership's annual Kansas income tax return, ~~unless the foreign limited-~~
22 ~~liability partnership has provided notice to the secretary of state that such~~
23 ~~foreign limited liability partnership intends to file business entity-~~
24 ~~information reports biennially or triennially, in which case, such reports~~
25 ~~shall be filed on the same date prescribed by law for filing the foreign-~~
26 ~~limited liability partnership's annual Kansas income tax return in the year~~
27 ~~the report is due according to the notice. A change in the time for filing~~
28 ~~reports under this section shall become effective on the first day of the tax~~
29 ~~period immediately following receipt of the notice of such change by the~~
30 ~~secretary of state.~~

31 ~~(b)(c)~~ The ~~annual~~ report shall be made on a form prescribed by the
32 secretary of state. ~~The report and~~ shall contain the name of the foreign
33 limited liability partnership.

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

37 *(e)* At the time of filing ~~the its business entity information~~ report, the
38 foreign limited liability partnership shall pay to the secretary of state ~~an~~
39 ~~annual report~~ a fee in an amount equal to ~~\$40~~ **\$80, plus the amount**
40 **specified in rules and regulations of the secretary multiplied by the**
41 **number of tax periods included in the report.**

42 ~~(d)(f)~~ The provisions of K.S.A. 17-7509, and amendments thereto,
43 relating to penalties for failure of a corporation to file ~~an annual~~ *a business*

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

21 ~~Sec. 36.~~ **35.** K.S.A. 75-446 is hereby amended to read as follows: 75-
22 446. The secretary of state shall remit all moneys received from ~~annual~~
23 *business entity information* report fees, to the state treasurer in accordance
24 with the provisions of K.S.A. 75-4215, and amendments thereto. Upon
25 receipt of each such remittance, the state treasurer shall deposit the entire
26 amount in the state treasury to the credit of the state general fund.

27 ~~Sec. 37.~~ K.S.A. 75-447 is hereby amended to read as follows: 75-447.
28 ~~Any entity required to file an annual a business entity information report~~
29 ~~with the secretary of state for a tax year commencing prior to January 1,~~
30 ~~2004, shall be subject to the statutes in effect prior to the effective date of~~
31 ~~this act July 1, 2004, with respect to such annual report.~~

32 ~~Sec. 38.~~ **36.** K.S.A. 17-1513, 17-1618, 17-2037, 17-4677, 17-5902,
33 17-7507, 17-7509, 17-7511, 53-601, 56-1a605, 75-446 and 75-447 and
34 K.S.A. 2019 Supp. 17-2036, 17-2718, 17-4634, 17-6014, 17-7002, 17-
35 7503, 17-7504, 17-7505, 17-7506, 17-7510, 17-7512, 17-76,136, **17-**
36 **76,136, as amended by section 36 of chapter 47 of the 2019 Session**
37 **Laws of Kansas, 17-76,139, 17-76,139, as amended by section 38 of**
38 **chapter 47 of the 2019 Session Laws of Kansas, 17-76,146, 17-76,146, as**
39 **amended by section 41 of chapter 47 of the 2019 Session Laws of**
40 **Kansas, 17-76,147, 17-7903, 17-7904, 17-7904, as amended by section**
41 **43 of chapter 47 of the 2019 Session Laws of Kansas, 17-7905, 17-7906,**
42 **17-7910, 17-7936, 56-1a606, 56-1a607, 56a-1201 and, 56a-1203, 56a-**
43 **1202 and 75-447** are hereby repealed.

1 Sec. ~~39.~~ **37.** This act shall take effect and be in force from and after
2 ***July 1, 2022, and*** its publication in the statute book.