

As Amended by House Committee

As Amended by Senate Committee

Session of 2020

SENATE BILL No. 251

By Senator Olson

1-7

1 AN ACT concerning business entities; relating to secretary of state filing
2 requirements; **series of a limited liability company; certain business**
3 **filing provisions and requirements; business name, electronic**
4 **signature, addresses for partnerships; statutory citation revisions;**
5 **blanket music licenses; amending ~~K.S.A. 17-1513, 17-1618, 17-2037,~~
6 ~~17-4677, 17-5902, 17-7507, 17-7509, 17-7511, 53-601, 56-1a605, and~~
7 ~~75-446 and 75-447 and K.S.A. 2019 Supp. 17-2036, 17-2718, 17-4634,~~
8 ~~17-6014, 17-7002, 17-7503, 17-7504, 17-7505, 17-7506, 17-7510, 17-~~
9 ~~7512, 17-76,136, 17-76,139, 17-76,146, 17-76,147, 17-7903, 17-7904,~~
10 ~~17-7905, 17-7906, 17-7910, 17-7936, 56-1a606, 56-1a607, 56a-1201~~
11 ~~and 56a-1202 and repealing the existing sections; also repealing~~
12 ~~K.S.A. 17-7507, 17-76,136, as amended by section 36 of chapter 47 of~~
13 ~~the 2019 Session Laws of Kansas, 17-76,139, as amended by section~~
14 ~~38 of chapter 47 of the 2019 Session Laws of Kansas, 17-76,146, as~~
15 ~~amended by section 41 of chapter 47 of the 2019 Session Laws of~~
16 ~~Kansas, 17-7904, as amended by section 43 of chapter 47 of the 2019~~
17 ~~Session Laws of Kansas, 56a-1203 and 75-447~~ K.S.A. 17-1513, 17-
18 1618, 17-2037, 17-2711, 17-4677, 17-5902, 17-7509, 17-7511, 53-601,
19 56-1a151, 56-1a605, 56a-101 and 75-446 and K.S.A. 2019 Supp. 17-
20 2036, 17-2718, 17-4634, 17-6014, 17-6014, as amended by section 10
21 of this act, 17-7002, 17-7503, 17-7504, 17-7505, 17-7506, 17-7510,
22 17-7512, 17-7675, 17-7679, 17-7680, 17-76,136, 17-76,139, 17-
23 76,139, as amended by section 25 of this act, 17-76,143, 17-76,143a,
24 17-76,146, 17-76,146 as amended by section 29 of this act, 17-
25 76,147, 17-76,147, as amended by section 31 of this act, 17-78-601,
26 17-7903, 17-7904, 17-7905, 17-7906, 17-7910, 17-7910, as amended
27 by section 38 of this act, 17-7918, 17-7923, 17-7933, 17-7936, 45-
28 229, 56-1a606, 56-1a607, 56a-1001, 56a-1201, 56a-1202, 84-1-201
29 and 84-9-102 and repealing the existing sections; also repealing
30 K.S.A. 17-7507, 56a-1203, 57-205, 57-206, 57-207, 75-447 and
31 K.S.A. 2018 Supp. 17-7675, as amended by section 17 of chapter 47
32 of the 2019 Session Laws of Kansas, 17-7679, as amended by
33 section 19 of chapter 47 of the 2019 Session Laws of Kansas, 17-
34 7680, as amended by section 21 of chapter 47 of the 2019 Session**

1 **Laws of Kansas, 17-76,136, as amended by section 36 of chapter 47**
2 **of the 2019 Session Laws of Kansas, 17-76,139, as amended by**
3 **section 38 of chapter 47 of the 2019 Session Laws of Kansas, 17-**
4 **76,143, as amended by section 39 of chapter 47 of the 2019 Session**
5 **Laws of Kansas, 17-76,146, as amended by section 41 of chapter 47**
6 **of the 2019 Session Laws of Kansas, 17-7904, as amended by**
7 **section 43 of chapter 47 of the 2019 Session Laws of Kansas, 17-**
8 **7918, as amended by section 46 of chapter 47 of the 2019 Session**
9 **Laws of Kansas, 17-7923, as amended by section 47 of chapter 47 of**
10 **the 2019 Session Laws of Kansas, and 17-7933, as amended by**
11 **section 49 of chapter 47 of the 2019 Session Laws of Kansas, 84-1-**
12 **201, as amended by section 51 of chapter 47 of the 2019 Session**
13 **Laws of Kansas, and 84-9-102, as amended by section 52 of chapter**
14 **47 of the 2019 Session Laws of Kansas.**

15
16 *Be it enacted by the Legislature of the State of Kansas:*

17 Section 1. **On and after July 1, 2022**, K.S.A. 17-1513 is hereby
18 amended to read as follows: 17-1513. Each corporation organized under
19 the provisions of this act shall make ~~an annual~~ *a written business entity*
20 *information* report to the secretary of state, and pay the ~~annual report~~
21 *required fee*, as prescribed by K.S.A. 17-7503, and amendments thereto.

22 Sec. 2. **On and after July 1, 2022**, K.S.A. 17-1618 is hereby
23 amended to read as follows: 17-1618. Each association formed under this
24 act, ~~or acts amendatory thereto~~, shall prepare and make ~~an annual~~ *a written*
25 *business entity information* report to the secretary of state, and pay the
26 ~~annual report~~ *required fee*, as prescribed by K.S.A. 17-7504, and
27 amendments thereto, ~~except that the report shall be filed at the time~~
28 ~~prescribed by law for filing the association's annual Kansas income tax~~
29 ~~return.~~

30 Sec. 3. **On and after July 1, 2022**, K.S.A. 2019 Supp. 17-2036 is
31 hereby amended to read as follows: 17-2036. (a) Every business trust shall
32 make ~~an annual~~ *a written business entity information* report ~~in writing~~
33 to the secretary of state, stating the prescribed information concerning the
34 business trust at the close of business on the last day of its tax period under
35 the Kansas income tax act next preceding the date of filing, but if a
36 business trust's tax period is other than the calendar year, it shall give
37 notice thereof to the secretary of state prior to December 31 of the year it
38 commences such tax period.

39 (b) ~~The reports~~ *report* shall be made on forms provided by the
40 secretary of state and shall be filed ~~annually~~ *biennially, as determined by*
41 *the year that the business trust filed its formation documents. A business*
42 *trust that filed formation documents in an even-numbered year shall file*
43 *a report in each even-numbered year. A business trust that filed*

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

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

15 (1) Executed copies of all amendments to the instrument by which the
16 business trust was created, or to prior amendments thereto, ~~which that~~
17 have been adopted and have not theretofore been filed under K.S.A. 17-
18 2033, and amendments thereto, and accompanied by the fee prescribed
19 therein for each such amendment; and

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

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

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

41 ~~(e)(e)~~ (1) All copies of applications for extension of the time for
42 filing income tax returns submitted to the secretary of state pursuant to law
43 shall be maintained by the secretary of state in a confidential file and shall

1 not be disclosed to any person except as authorized pursuant to the
2 provisions of K.S.A. 79-3234, and amendments thereto, a proper judicial
3 order and ~~subsection (d) paragraph (2)~~. All copies of such applications
4 shall be preserved for one year and until the secretary of state orders that
5 the copies are to be destroyed.

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

9 Sec. 4. **On and after July 1, 2022**, K.S.A. 17-2037 is hereby
10 amended to read as follows: 17-2037. (a) Any business trust, domestic or
11 foreign, ~~which~~ *that* has obtained authority under this act to transact
12 business in Kansas may surrender its authority at any time by:

13 (1) Filing in the office of the secretary of state a certified copy of a
14 resolution duly adopted by its trustees declaring its intention to withdraw,
15 ~~accompanied by:~~

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

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

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

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

42 **Sec. 5. K.S.A. 17-2711 is hereby amended to read as follows: 17-**
43 **2711. The corporate name of a corporation organized and operating**

1 hereunder may be any name not contrary to law or the ethics of the
2 profession involved. Such name may include any name set forth in
3 K.S.A. 17-6002, but in all cases the corporate name shall end with the
4 word "chartered" or "professional association" or the abbreviation
5 "P.A. or "PA". *The abbreviations "P.A." and "PA." shall be considered to*
6 *be identical."*

7 Sec. ~~5~~ 6. **On and after July 1, 2022**, K.S.A. 2019 Supp. 17-2718 is
8 hereby amended to read as follows: 17-2718. (a) Each professional
9 corporation organized under the laws of this state shall file with the
10 secretary of state ~~an annual~~ *a written business entity information report in*
11 ~~writing~~ stating the prescribed information concerning the corporation at
12 the close of business on the last day of its tax period next preceding the
13 date of filing, but if any such corporation's tax period is other than the
14 calendar year it shall give notice thereof to the secretary of state prior to
15 December 31 of the year it commences such tax period.

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

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

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

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

41 (3) the amount of capital stock issued.

42 (b)(d) The report shall be signed by its president, secretary, treasurer
43 or other officer duly authorized so to act, or by any two of its directors, or

1 by an incorporator in the event ~~its~~ *the corporation's* board of directors
2 shall not have been elected. *The official title or position of the individual*
3 *signing the report shall be designated.* The fact that an individual's name is
4 signed on such report shall be prima facie evidence that such individual is
5 authorized to sign the report on behalf of the corporation; ~~however, the~~
6 ~~official title or position of the individual signing the report shall be~~
7 ~~designated.~~ *This* The report shall be subscribed by the person as true, under
8 penalty of perjury. Upon request by the regulatory board ~~which that~~
9 licenses the shareholders described in the report, a copy of the ~~annual~~
10 report shall be forwarded to the regulatory board.

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

14 **Sec. ~~6~~ 7. On and after July 1, 2022,** K.S.A. 2019 Supp. 17-4634 is
15 hereby amended to read as follows: 17-4634. (a) Every corporation
16 organized under the electric cooperative act of this state shall make ~~an~~
17 ~~annual~~ *a written business entity information* report ~~in writing~~ to the
18 secretary of state, stating the prescribed information concerning the
19 corporation at the close of business on the last day of its tax period next
20 preceding the date of filing, but if any such corporation's tax period is
21 other than the calendar year, it shall give notice thereof to the secretary of
22 state prior to December 31 of the year it commences such tax period.

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

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

- 41 (1) The name of the corporation;
- 42 (2) the location of the principal office;
- 43 (3) the names and addresses of the president, secretary, treasurer and

1 all directors;

2 (4) the number of memberships issued; and

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

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

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

13 Sec. 7. **8. On and after July 1, 2022**, K.S.A. 17-4677 is hereby
14 amended to read as follows: 17-4677. (a) Every cooperative organized
15 under the renewable energy electric generation cooperative act shall make
16 ~~an annual~~ *a written business entity information report in writing* to the
17 secretary of state, stating the prescribed information concerning the
18 cooperative at the close of business on the last day of its tax period next
19 preceding the date of filing, but if any such cooperative's tax period is
20 other than the calendar year, it shall give notice thereof to the secretary of
21 state prior to December 31 of the year it commences such tax period.

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

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

42 (1) The name of the cooperative;

43 (2) the location of the principal office of the cooperative;

1 (3) the names and addresses of the president, secretary, treasurer and
2 directors of the cooperative;

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

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

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

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

13 ~~Sec. 8.~~ **9. On and after July 1, 2022,** K.S.A. 17-5902 is hereby
14 amended to read as follows: 17-5902. (a) All corporations and limited
15 partnerships, as defined in K.S.A. 17-5903, and amendments thereto,
16 ~~which that~~ hold agricultural land, as defined in K.S.A. 17-5903, and
17 amendments thereto, within this state, and ~~which that~~ are required to make
18 ~~annual~~ *written business entity information* reports to the secretary of state
19 shall provide the information required of such corporations and limited
20 partnerships in the ~~annual~~ *business entity information* reports made under
21 K.S.A. 17-7503, 17-7504, 17-7505, 56-1a606 or 56-1a607, and
22 amendments thereto. The information required by this section does not
23 apply to the following:

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

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

27 (3) state assessed railroad operating property.

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

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

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

41 ~~(1) All references to stockholders of the corporation shall be deemed~~
42 ~~to refer to members of the corporation;~~

43 ~~(2) all references to the board of directors of the corporation shall be~~

1 ~~deemed to refer to the governing body of the corporation;~~

2 ~~(3) all references to directors or to members of the board of directors~~
3 ~~of the corporation shall be deemed to refer to members of the governing~~
4 ~~body of the corporation; and~~

5 ~~(4) all references to stock, capital stock, or shares thereof of a~~
6 ~~corporation authorized to issue capital stock shall be deemed to refer to~~
7 ~~memberships of a nonprofit nonstock corporation and to membership~~
8 ~~interests of any other nonstock corporation.~~

9 ~~(b) Subsection (a) shall not apply to:~~

10 ~~(1) K.S.A. 17-6002(a)(4), (b)(1) and (b)(2), 17-6009(a), 17-6301, 17-~~
11 ~~6404, 17-6505, 17-6518, 17-6520(b), 17-6601, 17-6602, 17-6703, 17-~~
12 ~~6705, 17-6706, 17-6707, 17-6708, 17-6801, 17-6805, 17-6805a, 17-7001,~~
13 ~~17-7002, 17-7503(a)(4) and (b)(4)(c)(4) and (d)(4), 17-7504, 17-7505(a)~~
14 ~~(4) and (b)(4)(c)(4) and (d)(4) and 17-7514(c) and K.S.A. 2019 Supp. 17-~~
15 ~~6014, and amendments thereto, which that apply to nonstock corporations~~
16 ~~by their terms;~~

17 ~~(2) K.S.A. 17-6002(e), the last sentence of 17-6009(b), 17-6401, 17-~~
18 ~~6402, 17-6403, 17-6405, 17-6406, 17-6407(d), 17-6408, 17-6411, 17-~~
19 ~~6412, 17-6413, 17-6414, 17-6415, 17-6416, 17-6417, 17-6418, 17-6501,~~
20 ~~17-6502, 17-6503, 17-6504, 17-6506, 17-6509, 17-6512, 17-6521, 17-~~
21 ~~6603, 17-6604, 17-6701, 17-6702, 17-6803 and 17-6804 and K.S.A. 2019~~
22 ~~Supp. 17-6427, 17-6428, 17-6429 and 17-72a04, and amendments thereto;~~
23 ~~and~~

24 ~~(3) article 72 and article 73 of chapter 17 of the Kansas Statutes~~
25 ~~Annotated, and amendments thereto;~~

26 ~~(e) In the case of a nonprofit nonstock corporation, subsection (a)~~
27 ~~shall not apply to:~~

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

29 ~~(2) K.S.A. 17-6002(b)(3), 17-6304(a)(2), 17-6507, 17-6508, 17-6712,~~
30 ~~17-7503, 17-7505, 17-7509, 17-7511 and 17-7514 and K.S.A. 2019 Supp.~~
31 ~~17-6011(a)(2) and (a)(3), and amendments thereto; and~~

32 ~~(3) article 64 of chapter 17 of the Kansas Statutes Annotated, and~~
33 ~~amendments thereto, and K.S.A. 2019 Supp. 17-72a01 through 17-72a09,~~
34 ~~and amendments thereto;~~

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

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

39 ~~(2) a "membership interest" is, unless otherwise provided in a~~
40 ~~nonstock corporation's articles of incorporation, a member's share of the~~
41 ~~profits and losses of a nonstock corporation, or a member's right to receive~~
42 ~~distributions of the nonstock corporation's assets, or both;~~

43 ~~(3) a "nonprofit nonstock corporation" is a nonstock corporation that~~

1 ~~does not have membership interests; and~~

2 ~~(4) a "nonstock corporation" is any corporation organized under the~~
 3 ~~Kansas general corporation code that is not authorized to issue capital~~
 4 ~~stock.~~

5 **Sec. 10. K.S.A. 2019 Supp. 17-6014 is hereby amended to read as**
 6 **follows: 17-6014. (a) Except as otherwise provided in subsections (b)**
 7 **and (c), the provisions of the Kansas general corporation code shall**
 8 **apply to nonstock corporations in the manner specified in this**
 9 **subsection:**

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

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

14 (3) all references to directors or to members of the board of
 15 directors of the corporation shall be deemed to refer to members of
 16 the governing body of the corporation; and

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

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

22 (1) K.S.A. 17-6002(a)(4), (b)(1) and (b)(2), 17-6009(a), 17-6301,
 23 17-6404, 17-6505, 17-6518, 17-6520(b), 17-6601, 17-6602, 17-6703, 17-
 24 6705, 17-6706, 17-6707, 17-6708, 17-6801, 17-6805, 17-6805a, 17-7001,
 25 17-7002, 17-7503(a)(4) and (b)(4), 17-7504, 17-7505(a)(4) and (b)(4)
 26 and 17-7514(c), and amendments thereto, and K.S.A. 2019 Supp. 17-
 27 6014, and amendments thereto, ~~which~~ that apply to nonstock corporations
 28 by their terms;

29 (2) K.S.A. 17-6002(e), the last sentence of 17-6009(b), 17-6401, 17-
 30 6402, 17-6403, 17-6405, 17-6406, 17-6407(d), 17-6408, 17-6411, 17-
 31 6412, 17-6413, 17-6414, 17-6415, 17-6416, 17-6417, 17-6418, 17-6501,
 32 17-6502, 17-6503, 17-6504, 17-6506, 17-6509, 17-6512, 17-6521, 17-
 33 6603, 17-6604, 17-6701, 17-6702, 17-6803 and 17-6804, and
 34 amendments thereto, and K.S.A. 2019 Supp. 17-6427, 17-6428, 17-6429
 35 and 17-72a04, and amendments thereto; and

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

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

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

41 (2) K.S.A. 17-6002(b)(3), 17-6304(a)(2), 17-6507, 17-6508, 17-
 42 6712, 17-7503, 17-7505, 17-7509; and 17-7511—~~and~~—17-7514, and
 43 amendments thereto, and K.S.A. 2019 Supp. 17-6011(a)(2) and (a)(3), and

1 amendments thereto; and

2 **(3) article 64 of chapter 17 of the Kansas Statutes Annotated, and**
3 **amendments thereto, and K.S.A. 2019 Supp. 17-72a01 through 17-**
4 **72a09, and amendments thereto.**

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

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

9 **(2) a "membership interest" is, unless otherwise provided in a**
10 **nonstock corporation's articles of incorporation, a member's share of**
11 **the profits and losses of a nonstock corporation, or a member's right**
12 **to receive distributions of the nonstock corporation's assets, or both;**

13 **(3) a "nonprofit nonstock corporation" is a nonstock corporation**
14 **that does not have membership interests; and**

15 **(4) a "nonstock corporation" is any corporation organized under**
16 **the Kansas general corporation code that is not authorized to issue**
17 **capital stock.**

18 **Sec. 11. On and after July 1, 2022, K.S.A. 2019 Supp. 17-6014, as**
19 **amended by section 10 of this act, is hereby amended to read as**
20 **follows: 17-6014. (a) Except as otherwise provided in subsections (b)**
21 **and (c), the provisions of the Kansas general corporation code shall**
22 **apply to nonstock corporations in the manner specified in this**
23 **subsection:**

24 **(1) All references to stockholders of the corporation shall be**
25 **deemed to refer to members of the corporation;**

26 **(2) all references to the board of directors of the corporation shall**
27 **be deemed to refer to the governing body of the corporation;**

28 **(3) all references to directors or to members of the board of**
29 **directors of the corporation shall be deemed to refer to members of**
30 **the governing body of the corporation; and**

31 **(4) all references to stock, capital stock, or shares thereof of a**
32 **corporation authorized to issue capital stock shall be deemed to refer**
33 **to memberships of a nonprofit nonstock corporation and to**
34 **membership interests of any other nonstock corporation.**

35 **(b) Subsection (a) shall not apply to:**

36 **(1) K.S.A. 17-6002(a)(4), (b)(1) and (b)(2), 17-6009(a), 17-6301,**
37 **17-6404, 17-6505, 17-6518, 17-6520(b), 17-6601, 17-6602, 17-6703, 17-**
38 **6705, 17-6706, 17-6707, 17-6708, 17-6801, 17-6805, 17-6805a, 17-7001,**
39 **17-7002, 17-7503(a)(4) and (b)(4)(c)(4) and (d)(4), 17-7504, 17-7505(a)**
40 **(4) and (b)(4)(c)(4) and (d)(4) and 17-7514(c), and amendments thereto,**
41 **and K.S.A. 2019 Supp. 17-6014, and amendments thereto, that apply to**
42 **nonstock corporations by their terms;**

43 **(2) K.S.A. 17-6002(e), the last sentence of 17-6009(b), 17-6401, 17-**

1 6402, 17-6403, 17-6405, 17-6406, 17-6407(d), 17-6408, 17-6411, 17-
2 6412, 17-6413, 17-6414, 17-6415, 17-6416, 17-6417, 17-6418, 17-6501,
3 17-6502, 17-6503, 17-6504, 17-6506, 17-6509, 17-6512, 17-6521, 17-
4 6603, 17-6604, 17-6701, 17-6702, 17-6803 and 17-6804, and
5 amendments thereto, and K.S.A. 2019 Supp. 17-6427, 17-6428, 17-
6 6429 and 17-72a04, and amendments thereto; and

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

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

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

12 (2) K.S.A. 17-6002(b)(3), 17-6304(a)(2), 17-6507, 17-6508, 17-
13 6712, 17-7503, 17-7505, 17-7509 and 17-7511, and amendments
14 thereto, and K.S.A. 2019 Supp. 17-6011(a)(2) and (a)(3), and
15 amendments thereto; and

16 (3) article 64 of chapter 17 of the Kansas Statutes Annotated, and
17 amendments thereto, and K.S.A. 2019 Supp. 17-72a01 through 17-
18 72a09, and amendments thereto.

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

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

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

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

29 (4) a "nonstock corporation" is any corporation organized under
30 the Kansas general corporation code that is not authorized to issue
31 capital stock.

32 ~~Sec. 10.~~ **12.** On and after July 1, 2022, K.S.A. 2019 Supp. 17-7002
33 is hereby amended to read as follows: 17-7002. (a) As used in this section,
34 the term:

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

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

41 (b) Any corporation may, at any time before the expiration of the time
42 limited for its existence and any corporation whose articles of
43 incorporation or authority to engage in business has become forfeited or

1 void pursuant to this code and any corporation whose articles of
2 incorporation or authority to engage in business has expired by reason of
3 failure to renew it or whose articles of incorporation or authority to engage
4 in business has been renewed, but, through failure to comply strictly with
5 the provisions of this code, the validity of whose renewal has been brought
6 into question, at any time procure an extension, renewal or reinstatement
7 of its articles of incorporation, if a domestic corporation, or its authority to
8 engage in business, if a foreign corporation, together with all the rights,
9 franchises, privileges and immunities and subject to all of its duties, debts
10 and liabilities—~~which~~ *that* had been secured or imposed by its original
11 articles of incorporation, and all amendments thereto, or by its authority to
12 engage in business, as the case may be, by complying with the
13 requirements of this section.

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

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

19 (1) The name of the corporation, which shall be the existing name of
20 the corporation or the name it bore when its articles of incorporation or
21 authority to engage in business expired, except as provided in subsection
22 (f) and the date of filing of its original articles of incorporation with the
23 secretary of state;

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

28 (3) whether or not the renewal, or reinstatement is to be perpetual
29 and, if not perpetual, the time for which the renewal or reinstatement is to
30 continue and, in case of renewal before the expiration of the time limited
31 for its existence, the date when the renewal is to commence, which shall be
32 prior to the date of the expiration of the old articles of incorporation or
33 authority to engage in business which it is desired to renew;

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

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

42 (6) that the certificate for reinstatement is filed by authority of those
43 who were directors or members of the governing body of the corporation

1 at the time its articles of incorporation or the authority to engage in
2 business expired, or who were elected directors or members of the
3 governing body of the corporation as provided in subsection (h).

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

30 (f) If, since the articles of incorporation became forfeited or void
31 pursuant to this code, or expired by limitation, any other corporation
32 organized under the laws of this state shall have adopted the same name as
33 the corporation sought to be renewed or reinstated or shall have adopted a
34 name so nearly similar thereto as not to distinguish it from the corporation
35 to be renewed or reinstated, or any foreign corporation registered in
36 accordance with K.S.A. 2019 Supp. 17-7931, and amendments thereto,
37 shall have adopted the same name as the corporation sought to be renewed
38 or reinstated, or shall have adopted a name so nearly similar thereto as not
39 to distinguish it from the corporation to be renewed or reinstated, then in
40 such case the corporation to be renewed or reinstated shall not be renewed
41 under the same name which it bore when its articles of incorporation
42 became forfeited or void pursuant to this code or expired, but shall adopt
43 or be renewed under some other name; and in such case the certificate to

1 be filed under the provisions of this section shall set forth the name borne
2 by the corporation at the time its articles of incorporation became forfeited
3 or void pursuant to this code, or expired and the new name under which
4 the corporation is to be renewed or reinstated.

5 (g) Any corporation that renews or reinstates its articles of
6 incorporation or authority to engage in business under this code shall file
7 all ~~annual~~ *business entity information* reports **for up to the five most**
8 **recent reporting periods** and pay to the secretary of state an amount equal
9 to all fees and any penalties thereon due. Nonprofit corporations shall file
10 only the ~~annual~~ *business entity information* reports for the ~~three~~ most
11 recent reporting ~~periods~~ *period*, ~~but shall~~ **and pay to the secretary of state**
12 **an amount equal to** all fees due.

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

26 (i) After a reinstatement of the articles of incorporation of the
27 corporation shall have been effected, the provisions of K.S.A. 17-6501(c),
28 and amendments thereto, shall govern and the period of time the articles of
29 incorporation of the corporation was forfeited pursuant to this code, or
30 after its expiration by limitation, shall be included within the calculation of
31 the 30-day and 13-month periods to which K.S.A. 17-6501(c), and
32 amendments thereto, refers. A special meeting of stockholders held in
33 accordance with subsection (h) shall be deemed an annual meeting of the
34 stockholders for purposes of K.S.A. 17-6501(c), and amendments thereto.

35 (j) Whenever it shall be desired to renew or reinstate the articles of
36 incorporation or authority to engage in business of any nonstock
37 corporation, the governing body shall perform all the acts necessary for the
38 renewal or reinstatement of the articles of incorporation of the corporation
39 or its authority to engage in business which are performed by the board of
40 directors in the case of a corporation having capital stock, and the
41 members of any nonstock corporation who are entitled to vote for the
42 election of members of its governing body and any other members entitled
43 to vote for dissolution under the articles of incorporation or bylaws of such

1 corporation, shall perform all the acts necessary for the renewal or
2 reinstatement of the articles of incorporation of the corporation or its
3 authority to engage in business which are performed by the stockholders in
4 the case of a corporation having capital stock. In all other respects, the
5 procedure for the renewal or reinstatement of the articles of incorporation
6 or authority to engage in business of a nonstock corporation shall conform,
7 as nearly as may be applicable, to the procedure prescribed in this section
8 for the renewal or revival of the articles of incorporation of a corporation
9 having capital stock, except that subsection (i) shall not apply to nonstock
10 corporations.

11 **Sec. ~~H~~ 13. On and after July 1, 2022,** K.S.A. 2019 Supp. 17-7503
12 is hereby amended to read as follows: 17-7503. (a) Every domestic
13 corporation organized for profit shall make ~~an annual~~ *a written business*
14 *entity 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 a
17 corporation's tax period is other than the calendar year, it shall give notice
18 thereof to the secretary of state prior to December 31 of the year it
19 commences such tax period.

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

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

- 39 (1) The name of the corporation;
40 (2) the location of the principal office;
41 (3) the names and addresses of the president, secretary, treasurer or
42 equivalent of such officers and members of the board of directors;
43 (4) the number of shares of capital stock issued;

1 (5) the nature and kind of business in which the corporation is
2 engaged; and

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

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

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

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

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

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

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

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

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

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

35 (f) At the time of filing ~~such annual~~ *its business entity information*
36 report it shall be the duty of each domestic corporation organized for profit
37 to pay to the secretary of state ~~an annual report~~ a fee in an amount equal to
38 **\$40 \$80, plus the amount specified in rules and regulations of the**
39 **secretary multiplied by the number of tax periods included in the report.**

40 Sec. ~~12~~ **14. On and after July 1, 2022,** K.S.A. 2019 Supp. 17-7504
41 is hereby amended to read as follows: 17-7504. (a) Every corporation
42 organized not for profit shall make ~~an annual~~ *a written business entity*
43 *information report* ~~in writing~~ to the secretary of state, stating the

1 prescribed information concerning the corporation at the close of business
2 on the last day of its tax period next preceding the date of filing, but if a
3 corporation's tax period is other than the calendar year, it shall give notice
4 thereof to the secretary of state prior to December 31 of the year it
5 commences such tax period.

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

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

- 24 (1) The name of the corporation;
- 25 (2) the location of the principal office;
- 26 (3) the names and addresses of the president, secretary and treasurer
27 or equivalent of such officers, and the members of the governing body;
- 28 (4) the number of memberships or the number of shares of capital
29 stock issued; and
- 30 (5) if the corporation is a parent corporation holding more than 50%
31 equity ownership in any other business entity registered with the secretary
32 of state, the name and identification number of any such subsidiary
33 business entity.

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

- 38 (1) The acreage and location listed by section, range, township and
39 county of each lot, tract or parcel of agricultural land in this state owned or
40 leased by or to the corporation;
- 41 (2) the purposes for which such agricultural land is owned or leased
42 and, if leased, to whom such agricultural land is leased;
- 43 (3) the value of the nonagricultural assets and the agricultural assets,

1 stated separately, owned and controlled by the corporation both within and
2 without the state of Kansas and where situated;

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

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

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

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

11 ~~(e)~~(e) The report shall be executed in accordance with the provisions
12 of K.S.A. 2019 Supp. 17-7908 through 17-7910, and amendments thereto.

13 *The official title or position of the individual signing the report shall be*
14 *designated.* The fact that an individual's name is signed on such report
15 shall be prima facie evidence that such individual is authorized to sign the
16 report on behalf of the corporation; ~~however, the official title or position of~~
17 ~~the individual signing the report shall be designated.~~ This report shall be
18 subscribed by the person as true, under penalty of perjury.

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

24 Sec. 13. 15. **On and after July 1, 2022,** K.S.A. 2019 Supp. 17-7505
25 is hereby amended to read as follows: 17-7505. (a) Every foreign
26 corporation organized for profit, or organized under the cooperative type
27 statutes of the state, territory or foreign country of incorporation, now or
28 hereafter doing business in this state, and owning or using a part or all of
29 its capital in this state, and subject to compliance with the laws relating to
30 the admission of foreign corporations to do business in Kansas, shall make
31 ~~an annual~~ *a written business entity information report in writing* to the
32 secretary of state, stating the prescribed information concerning the
33 corporation at the close of business on the last day of its tax period next
34 preceding the date of filing, but if a corporation operates on a fiscal year
35 other than the calendar year it shall give written notice thereof to the
36 secretary of state prior to December 31 of the year commencing such fiscal
37 year.

38 (b) The report shall be made on a form prescribed by the secretary of
39 state. ~~The report and shall be filed annually~~ *biennially, as determined by*
40 *the year that the foreign corporation filed its foreign corporation*
41 *application in Kansas. A foreign corporation that filed an application in*
42 *an even-numbered year shall file a report in each even-numbered year.*
43 *A foreign corporation that filed an application in an odd-numbered year*

1 *shall file a report in each odd-numbered year. The report shall be filed*
2 *after the close of the corporation's tax period but not later than* at the
3 time prescribed by law for filing the corporation's annual Kansas income
4 tax return, ~~unless the corporation has provided notice to the secretary of~~
5 ~~state that such corporation intends to file business entity information~~
6 ~~reports biennially or triennially, in which case, such reports shall be filed~~
7 ~~on the same date prescribed by law for filing the corporation's annual~~
8 ~~Kansas income tax return in the year the report is due according to the~~
9 ~~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 (c) The report shall contain the following ~~facts~~ information:

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

15 (2) the location of its principal office;

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

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

19 (5) the nature and kind of business in which the company is engaged;
20 and

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

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

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

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

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

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

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

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

43 (7) whether any of the agricultural land held and reported under this

1 subsection was acquired after July 1, 1981.

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

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

15 ~~Sec. 14.~~ **16. On and after July 1, 2022,** K.S.A. 2019 Supp. 17-7506
16 is hereby amended to read as follows: 17-7506. (a) The secretary of state
17 shall charge each corporation a fee established pursuant to rules and
18 regulations, but not exceeding \$250, for issuing or filing and indexing
19 articles of incorporation of a for-profit or a foreign corporation application.

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

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

26 (1) Certificate of extension, restoration, renewal or revival of articles
27 of incorporation;

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

30 (3) certificate of designation of preferences;

31 (4) certificate of retirement of preferred stock;

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

33 (6) certificate of dissolution, either prior to or after beginning
34 business;

35 (7) certificate of revocation of voluntary dissolution;

36 (8) certificate of change of location of registered office and resident
37 agent;

38 (9) agreement of merger or consolidation;

39 (10) certificate of ownership and merger;

40 (11) certificate of extension, restoration, renewal or revival of a
41 certificate of authority of foreign corporation to do business in Kansas;

42 (12) change of resident agent or amendment by foreign corporation;

43 (13) certificate of withdrawal of foreign corporation;

1 (14) certificate of correction of any of the instruments designated in
2 this section;

3 (15) reservation of corporate name;

4 (16) restated articles of incorporation;

5 (17) ~~annual report~~—extension of a business entity information report;
6 and

7 (18) certificate of validation.

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

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

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

21 ~~Sec. 15. K.S.A. 17-7507 is hereby amended to read as follows: 17-~~
22 ~~7507. No corporation shall be required to file its first annual *business-*~~
23 ~~*entity information report* under this act, or pay any annual report fee~~
24 ~~required to accompany such report, unless such corporation has filed its~~
25 ~~articles of incorporation or foreign corporation application at least six~~
26 ~~months prior to the last day of its tax period.~~

27 ~~Sec. 16-15. 17. On and after July 1, 2022, K.S.A. 17-7509 is hereby~~
28 ~~amended to read as follows: 17-7509. (a) In case any corporation~~
29 ~~organized for profit—*which that* is required to file—~~an annual~~ a *business*~~
30 ~~*entity information report* and pay the ~~annual report~~ required fee prescribed~~
31 ~~by this act shall fail or neglect to make such report at the time prescribed,~~
32 ~~such corporation shall be subject to a penalty of \$75. Such penalty and the~~
33 ~~annual fee or fees required to be paid by this act may be recovered by an~~
34 ~~action in the name of the state, and all moneys recovered shall be remitted~~
35 ~~to the state treasurer in accordance with the provisions of K.S.A. 75-4215,~~
36 ~~and amendments thereto. Upon receipt of each such remittance, the state~~
37 ~~treasurer shall deposit the entire amount in the state treasury to the credit~~
38 ~~of the state general fund.~~

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

1 subsection (a).

2 Sec. ~~17-16~~ **18. On and after July 1, 2022**, K.S.A. 2019 Supp. 17-
3 7510 is hereby amended to read as follows: 17-7510. (a) In addition to any
4 other penalties, the failure of any domestic corporation to file the ~~annual~~
5 *business entity information* report in accordance with the provisions of this
6 act or to pay the ~~annual report~~ fee provided for within 90 days of the time
7 for filing and paying the same or, in the case of ~~an annual~~ a report filing
8 and fee received by mail, postmarked within 90 days of the time for filing
9 and paying the same, shall work the forfeiture of the articles of
10 incorporation of such domestic corporation. Within 60 days after the date
11 such ~~annual~~ *business entity information* report and fee are due, the
12 secretary of state, by mail, shall notify any corporation that has failed to
13 submit such report and fee when due that its articles of incorporation shall
14 be forfeited unless the ~~annual~~ *business entity information* report is filed
15 and the fee is paid within 90 days from the date such report and fee were
16 due. Any corporation that fails to submit such report and fee within such
17 time shall forfeit its articles of incorporation, and the secretary of state
18 shall notify the attorney general that the articles of incorporation of such
19 corporation have been forfeited.

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

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

37 (d) The secretary of state shall not issue certificates of good standing
38 for any corporation that has failed to file its ~~annual~~ *business entity*
39 *information* report or pay its ~~annual report~~ the required fee.

40 Sec. ~~18-17~~ **19. On and after July 1, 2022**, K.S.A. 17-7511 is hereby
41 amended to read as follows: 17-7511. Pursuant to the authority granted by
42 ~~subsection (e) of~~ K.S.A. 79-3234(c), the secretary of state, as a legal
43 representative of the state, may inspect the annual Kansas income tax

1 ~~return~~ returns of any corporation for the purpose of verifying any
2 information contained in the ~~annual~~ *business entity information* report filed
3 by such corporation with the secretary of state pursuant to this act. The
4 secretary of state shall not disclose any information obtained from any
5 such ~~return~~ returns, except as may be necessary to commence an
6 appropriate administrative or judicial proceeding against the corporation
7 filing the same, and shall disclose to the secretary of revenue any
8 information and allow the secretary to inspect as necessary the ~~annual~~
9 *business entity information* report for purposes of verifying any
10 information contained on the franchise tax ~~return~~ returns as provided in
11 K.S.A. 79-5401, and amendments thereto.

12 ~~Sec. 19.~~ **20.** On and after July 1, 2022, K.S.A. 2019 Supp. 17-
13 7512 is hereby amended to read as follows: 17-7512. The provisions of
14 this act relating to the filing of ~~annual~~ *business entity information* reports
15 and the payment of ~~annual-report~~ fees shall not apply to banking, insurance
16 or savings and loan corporations, credit unions, any firemen's relief
17 association under the jurisdiction and supervision of the insurance
18 commissioner or to Kansas venture capital, inc. or venture capital
19 companies certified by the secretary of commerce pursuant to article 83 of
20 chapter 74 of the Kansas Statutes Annotated, and amendments thereto.

21 **Sec. 21.** On and after July 1, 2022, K.S.A. 2019 Supp. 17-7675 is
22 hereby amended to read as follows: 17-7675. (a) Articles of
23 organization shall be canceled upon the dissolution and the completion
24 of winding up of a limited liability company, or as provided in K.S.A.
25 17-76,117 or 17-76,139, and amendments thereto, or K.S.A. 2019 Supp.
26 17-7926(b) or 17-7929(b), and amendments thereto, or upon the filing
27 of a certificate of merger or consolidation if the limited liability
28 company is not the surviving or resulting entity in a merger or
29 consolidation, or upon the future effective date of a certificate of
30 merger or consolidation if the limited liability company is not the
31 surviving or resulting entity in a merger or consolidation, or upon the
32 filing of a certificate of division if the limited liability company is a
33 dividing company that is not a surviving company, or upon the future
34 effective date of a certificate of division if the limited liability company
35 is a dividing company that is not a surviving company. A certificate of
36 cancellation shall be filed with the secretary of state to accomplish the
37 cancellation of articles of organization upon the dissolution and the
38 completion of winding up of a limited liability company. The
39 certificate shall set forth:

- 40 (1) The name of the limited liability company;
- 41 (2) the reason for filing the certificate of cancellation;
- 42 (3) *if the limited liability company has formed one or more series and*
43 *the certificate of designation has not been canceled for such series prior to*

1 *the filing of the certificate of cancellation, the name of each such series;*

2 (4) **the future effective date or time of cancellation if it is not to be**
3 **effective upon the filing of the certificate; and**

4 ~~(4)~~(5) **any other information the person filing the certificate of**
5 **cancellation determines.**

6 (b) **A certificate of cancellation that is filed with the secretary of**
7 **state prior to the dissolution or the completion of winding up of a**
8 **limited liability company may be corrected as an erroneously executed**
9 **certificate of cancellation by filing with the secretary of state a**
10 **certificate of correction of such certificate of cancellation in**
11 **accordance with K.S.A. 2019 Supp. 17-7912, and amendments thereto.**

12 (c) **The secretary of state shall not issue a certificate of good**
13 **standing with respect to a limited liability company, or any series**
14 **thereof, if its articles of organization are canceled.**

15 **Sec. 22. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7679 is**
16 **hereby amended to read as follows: 17-7679. The fact that articles of**
17 **organization, or amendments thereto, are on file with the secretary of**
18 **state is notice that the entity formed in connection with the filing of**
19 **the articles of organization is a limited liability company formed**
20 **under the laws of the state of Kansas and is notice of all other facts set**
21 **forth therein which are required to be set forth in articles of**
22 **organization by K.S.A. 17-7673(a)(1), (a)(2), (a)(4) and (a)(5), and**
23 **amendments thereto, and K.S.A. 2019 Supp. 17-76,149, and**
24 **amendments thereto. *The fact that a certificate of designation is on file***
25 ***in the office of the secretary of state is notice that the series named in such***
26 ***certificate of designation has been formed pursuant to K.S.A. 2019 Supp.***
27 ***17-76,143, and amendments thereto, and is notice of all other facts set***
28 ***forth therein that are required to be set forth in a certificate of designation***
29 ***by K.S.A. 2019 Supp. 17-76,143(d), and amendments thereto.***

30 **Sec. 23. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7680 is**
31 **hereby amended to read as follows: 17-7680. (a) *Restated articles of***
32 ***organization.***

33 (1) **A limited liability company may, whenever desired, integrate**
34 **into a single instrument all of the provisions of its articles of**
35 **organization which are then in effect and operative as a result of there**
36 **having previously been filed with the secretary of state one or more**
37 **certificates or other instruments pursuant to K.S.A. 17-7673 through**
38 **17-7683, and amendments thereto, the business entity standard**
39 **treatment act, K.S.A. 2019 Supp. 17-7901 et seq., and amendments**
40 **thereto, and K.S.A. 2019 Supp. 17-7685a and 17-76,143a, and**
41 **amendments thereto, and it may at the same time also further amend**
42 **its articles of organization by adopting restated articles of**
43 **organization.**

1 (b)(2) If restated articles of organization merely restate and
2 integrate but do not further amend the initial articles of organization,
3 as previously amended or supplemented by any certificate or
4 instrument that was executed and filed pursuant to K.S.A. 17-7673
5 through 17-7683, and amendments thereto, and the business entity
6 standard treatment act, K.S.A. 2019 Supp. 17-7901 et seq., and
7 amendments thereto, they shall be specifically designated in their
8 heading as "restated articles of organization" together with such other
9 words as the limited liability company may deem appropriate and
10 shall be executed by an authorized person and filed with the secretary
11 of state as provided in K.S.A. 2019 Supp. 17-7910, and amendments
12 thereto. If restated articles of organization restate and integrate and
13 also further amend in any respect the articles of organization, as
14 previously amended or supplemented, they shall be specifically
15 designated in their heading as "amended and restated articles of
16 organization" together with such other words as the limited liability
17 company may deem appropriate and shall be executed by at least one
18 authorized person and filed as provided in K.S.A. 2019 Supp. 17-7910,
19 and amendments thereto.

20 (e)(3) Restated articles of organization shall state, either in their
21 heading or in an introductory paragraph, the limited liability
22 company's present name; if it has been changed, the name under
23 which it was originally filed; the date of filing of its original articles of
24 organization with the secretary of state; and the future effective date,
25 which shall be a date certain, of the restated articles of organization if
26 they are not to be effective upon the filing of the restated articles of
27 organization with the secretary of state. Restated articles of
28 organization shall also state that they were duly executed and are
29 being filed in accordance with this section. If restated articles of
30 organization only restate and integrate and do not further amend a
31 limited liability company's articles of organization as previously
32 amended or supplemented and there is no discrepancy between those
33 provisions and the restated articles of organization, they shall state
34 that fact as well.

35 (d)(4) Upon the filing of restated articles of organization with the
36 secretary of state, or upon the future effective date of restated articles
37 of organization as provided for therein, the initial articles of
38 organization, as previously amended or supplemented, shall be
39 superseded. Thereafter the restated articles of organization, including
40 any further amendment or changes made thereby, shall be the articles
41 of organization of the limited liability company, but the original
42 effective date of formation shall remain unchanged.

43 (e)(5) Any amendment or change effected in connection with the

1 **restatement and integration of the articles of organization shall be**
2 **subject to any other provision of the Kansas revised limited liability**
3 **company act, not inconsistent with this section, which would apply if a**
4 **separate certificate of amendment were filed to effect such**
5 **amendment or change.**

6 *(b) Restated certificate of designation.*

7 *(1) A series of a limited liability company may, whenever desired,*
8 *integrate into a single instrument all of the provisions of its certificate of*
9 *designation that are then in effect and operative as a result of there having*
10 *previously been filed with the secretary of state one or more certificates or*
11 *other instruments pursuant to K.S.A. 17-7673 through 17-7681, and*
12 *amendments thereto, K.S.A. 2019 Supp. 17-7685a, 17-76,143a and the*
13 *business entity standard treatment act, K.S.A. 2019 Supp. 17-7901 et seq.,*
14 *and amendments thereto, and it may at the same time further amend its*
15 *certificate of designation by adopting a restated certificate of designation.*

16 *(2) If a restated certificate of designation merely restates and*
17 *integrates but does not further amend the initial certificate of designation,*
18 *as previously amended or supplemented by any instrument that was*
19 *executed and filed pursuant to K.S.A. 17-7673 through 17-7681, and*
20 *amendments thereto, K.S.A. 2019 Supp. 17-7685a, 17-76,143a and the*
21 *business entity standard treatment act, K.S.A. 2019 Supp. 17-7901 et seq.,*
22 *and amendments thereto, it shall be specifically designated in its heading*
23 *as a "restated certificate of designation" together with such other words as*
24 *the series may deem appropriate and shall be executed by an authorized*
25 *person and filed as provided in K.S.A. 2019 Supp. 17-7910, and*
26 *amendments thereto. If a restated certificate restates and integrates and*
27 *also further amends in any respect the certificate of designation as*
28 *previously amended or supplemented, it shall be specifically designated in*
29 *its heading as an "amended and restated certificate of designation"*
30 *together with such other words as the series may deem appropriate and*
31 *shall be executed by at least one authorized person and filed as provided*
32 *in K.S.A. 2019 Supp. 17-7910, and amendments thereto.*

33 *(3) A restated certificate of designation shall state, either in its*
34 *heading or in an introductory paragraph, the name of the limited liability*
35 *company, the present name of the series, and, if the name of the series has*
36 *been changed, the name under which it was originally filed, and the future*
37 *effective date or time, which shall be a date or time certain, of the restated*
38 *certificate of designation if it is not to be effective upon the filing of the*
39 *restated certificate of designation. A restated certificate shall also state*
40 *that it was duly executed and is being filed in accordance with this section.*
41 *If a restated certificate only restates and integrates and does not further*
42 *amend a certificate of designation, as previously amended or*
43 *supplemented and there is no discrepancy between those provisions and*

1 *the restated certificate, it shall state that fact as well.*

2 (4) *Upon the filing of a restated certificate of designation with the*
3 *secretary of state, or upon the future effective date or time of a restated*
4 *certificate of designation as provided for therein, the initial certificate of*
5 *designation, as theretofore amended or supplemented, shall be*
6 *superseded. Thereafter, the restated certificate of designation, including*
7 *any further amendment or changes made thereby, shall be the certificate*
8 *of designation of such series, but the original effective date of formation of*
9 *the series, as applicable, shall remain unchanged.*

10 (5) *Any amendment or change effected in connection with the*
11 *restatement and integration of a certificate of designation shall be subject*
12 *to any other provision of the Kansas revised limited liability company act,*
13 *not inconsistent with this section, that would apply if a separate certificate*
14 *of amendment were filed to effect such amendment or change.*

15 ~~Sec. 20-19.~~ **24. On and after July 1, 2022,** K.S.A. 2019 Supp. 17-
16 76,136 is hereby amended to read as follows: 17-76,136. (a) The secretary
17 of state shall charge each domestic and foreign limited liability company
18 the following fees:

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

21 (A) A certificate of amendment of articles of organization;

22 (B) restated articles of organization;

23 (C) a certificate of cancellation, ***and the fee shall be multiplied by***
24 ***the number of series of the limited liability company named in the***
25 ***certificate of cancellation;***

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

28 (E) a certificate of merger or consolidation;

29 (F) a certificate of division; and

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

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

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

40 (4) a fee of \$5 for a report of record search, but furnishing the
41 following information shall not be considered a record search and no
42 charge shall be made therefor: Name of the limited liability company and
43 the address of its registered office; name and address of the resident agent;

1 the state of the limited liability company's formation; the date of filing of
2 its articles of organization or ~~annual business entity information~~ report; and
3 date of expiration; and

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

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

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

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

18 ~~Sec. 21-20. K.S.A. 2019 Supp. 17-76.139 is hereby amended to read~~
19 ~~as follows: 17-76.139. (a) Every limited liability company organized, **and**~~
20 ~~**on and after July 1, 2022, each series thereof formed or in existence,**~~
21 ~~under the laws of this state shall make an annual *a written business entity*~~
22 ~~*information* report in writing to the secretary of state, stating the~~
23 ~~prescribed information concerning the limited liability company **or series**;~~
24 ~~**as applicable,** at the close of business on the last day of its tax period next~~
25 ~~preceding the date of filing. If the limited liability company's **or series'** tax~~
26 ~~period is other than the calendar year, it shall give notice of its different tax~~
27 ~~period in writing to the secretary of state prior to December 31 of the year~~
28 ~~it commences the different tax period.~~

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

1 ~~reports under this section shall become effective on the first day of the tax~~
2 ~~period immediately following receipt of the notice of such change by the~~
3 ~~secretary of state, or if applicable law does not prescribe a time for filing~~
4 ~~an annual Kansas income tax return for a series, the report for the~~
5 ~~series shall be filed at, and for purposes of this section its tax period~~
6 ~~shall be deemed to be, the time prescribed by law for filing the annual~~
7 ~~Kansas income tax return for the limited liability company to which the~~
8 ~~series is associated.~~

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

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

13 ~~(2) a list of the members owning at least 5% of the capital of the~~
14 ~~limited liability company or series, as applicable, with the post office~~
15 ~~address of each.~~

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

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

42 ~~(3) The annual report shall be made on a form prescribed by the~~
43 ~~secretary of state. The report and shall contain the name of the limited~~

1 liability company.

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

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

15 ~~(d)(g) The provisions of K.S.A. 17-7509, and amendments thereto,~~
16 ~~relating to penalties for failure of a corporation to file an annual *a business*~~
17 ~~*entity information* report or pay the required annual report fee, and the~~
18 ~~provisions of K.S.A. 17-7510(a), and amendments thereto, relating to~~
19 ~~penalties for failure of a corporation to file an annual *a business entity*~~
20 ~~*information* report or pay the required annual report fee, shall be~~
21 ~~applicable to the articles of organization of any domestic limited liability~~
22 ~~company, *or the certificate of designation of any series thereof*, or to the~~
23 ~~authority of any foreign limited liability company which *that* fails to file~~
24 ~~its annual *business entity information* report or pay the annual report~~
25 ~~*required* fee within 90 days of the time prescribed in this section for filing~~
26 ~~and paying the same or, in the case of an annual *a* report filing and fee~~
27 ~~received by mail, postmarked within 90 days of the time for filing and~~
28 ~~paying the same. Whenever the articles of organization of a domestic~~
29 ~~limited liability company, *or the certificate of designation of a series*~~
30 ~~*thereof*, or the authority of any foreign limited liability company are~~
31 ~~forfeited *or canceled* for failure to file an annual *a business entity*~~
32 ~~*information* report or to pay the required annual report fee, the domestic~~
33 ~~limited liability company or the authority of a foreign limited liability~~
34 ~~company may be reinstated by filing a certificate of reinstatement,~~
35 ~~pursuant to K.S.A. 2019 Supp. 17-76,146, and amendments thereto, and~~
36 ~~*the certificate of designation may be reinstated by filing a certificate of*~~
37 ~~*reinstatement, pursuant to K.S.A. 2019 Supp. 17-76,147, and*~~
38 ~~*amendments thereto, and in each case* paying to the secretary of state all~~
39 ~~fees, including any penalties thereon, due to the state.~~

40 ~~(e)(h) No limited liability company *or series* shall be required to file~~
41 ~~its first annual *business entity information* report under this *the Kansas*~~
42 ~~*revised limited liability act*, or pay any annual report fee required to~~
43 ~~accompany such report, unless such limited liability company has filed its~~

1 ~~articles of organization or application for authority *or the certificate of*~~
2 ~~*designation of such series has been filed* at least six months prior to the~~
3 ~~last day of its tax period.~~

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

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

15 ~~Sec. 22. 21. K.S.A. 2019 Supp. 17-76.146 is hereby amended to read~~
16 ~~as follows: 17-76.146. (a) A domestic limited liability company whose~~
17 ~~articles of organization or a foreign limited liability company whose~~
18 ~~authority to do business has been canceled or forfeited pursuant to K.S.A.~~
19 ~~2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments~~
20 ~~thereto, or whose articles of organization or authority to do business has~~
21 ~~been forfeited pursuant to K.S.A. 17-76.139(d)(g), and amendments~~
22 ~~thereto, may be reinstated by filing with the secretary of state a certificate~~
23 ~~of reinstatement accompanied by the payment of the fee required by~~
24 ~~K.S.A. 17-76.136(d), and amendments thereto, and payment of the annual~~
25 ~~report fees due under K.S.A. 17-76.139(c)(f), and amendments thereto, and~~
26 ~~all penalties and interest thereon due at the time of the cancellation or~~
27 ~~forfeiture of its articles of organization or authority to do business. The~~
28 ~~certificate of reinstatement shall set forth:~~

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

33 ~~(2) the address of the limited liability company's registered office in~~
34 ~~the state of Kansas and the name and address of the limited liability-~~
35 ~~company's resident agent in the state of Kansas;~~

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

39 ~~(4) any other matters the persons executing the certificate of~~
40 ~~reinstatement determine to include therein.~~

41 ~~(b) The certificate of reinstatement shall be deemed to be an~~
42 ~~amendment to the articles of organization or application for registration of~~
43 ~~the limited liability company, and the limited liability company shall not~~

1 ~~be required to take any further action to amend its articles of organization~~
2 ~~or application for registration under K.S.A. 17-7674 or K.S.A. 2019 Supp.~~
3 ~~17-7935, and amendments thereto, with respect to the matters set forth in~~
4 ~~the certificate of reinstatement.~~

5 ~~(e) Upon the filing of a certificate of reinstatement, a limited liability~~
6 ~~company, ***and all series thereof that have been formed and whose***~~
7 ~~***certificate of designation has not been canceled prior to the cancellation***~~
8 ~~***of the articles of organization,*** shall be reinstated with the same force and~~
9 ~~effect as if its articles of organization or authority to do business had not~~
10 ~~been canceled or forfeited pursuant to K.S.A. 17-76.139(d)(g) or K.S.A.~~
11 ~~2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments~~
12 ~~thereto. Such reinstatement shall validate all contracts, acts, matters and~~
13 ~~things made, done and performed by the limited liability company, its~~
14 ~~members, managers, employees and agents during the time when its~~
15 ~~articles of organization or authority to do business was canceled or~~
16 ~~forfeited pursuant to K.S.A. 17-76.139(d)(g) or K.S.A. 2019 Supp. 17-~~
17 ~~7926(b), 17-7929(b) or 17-7934(f), and amendments thereto, with the~~
18 ~~same force and effect and to all intents and purposes as if the articles of~~
19 ~~organization or authority to do business had remained in full force and~~
20 ~~effect. All real and personal property, and all rights and interests, which~~
21 ~~that belonged to the limited liability company at the time its articles of~~
22 ~~organization or authority to do business was canceled or forfeited pursuant~~
23 ~~to K.S.A. 17-76.139(d)(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b)~~
24 ~~or 17-7934(f), and amendments thereto, or which that were acquired by~~
25 ~~the limited liability company following the cancellation or forfeiture of its~~
26 ~~articles of organization or authority to do business pursuant to K.S.A. 17-~~
27 ~~76.139(d)(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f),~~
28 ~~and amendments thereto, and which that were not disposed of prior to the~~
29 ~~time of its reinstatement, shall be vested in the limited liability company~~
30 ~~after its reinstatement as fully as they were held by the limited liability~~
31 ~~company at, and after, as the case may be, 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) or~~
34 ~~17-7934(f), and amendments thereto. After its reinstatement, the limited~~
35 ~~liability company shall be as exclusively liable for all contracts, acts,~~
36 ~~matters and things made, done or performed in its name and on its behalf~~
37 ~~by its members, managers, employees and agents prior to its reinstatement~~
38 ~~as if its articles of organization or authority to do business had at all times~~
39 ~~remained in full force and effect.~~

40 ~~See 23-22. K.S.A. 2019 Supp. 17-76.147 is hereby amended to read~~
41 ~~as follows: 17-76.147. (a) A series whose certificate of designation has~~
42 ~~been canceled pursuant to K.S.A. 17-76.139, and amendments thereto,~~
43 ~~may be reinstated by filing in the office of the secretary of state a~~

1 ~~certificate of reinstatement accompanied by the payment of the fee~~
2 ~~required by K.S.A. 17-76,136(d), and amendments thereto, and payment of~~
3 ~~the annual report fee due under K.S.A. 17-76,139(e)(f), and amendments~~
4 ~~thereto, and all penalties and interest thereon due at the time of the~~
5 ~~cancellation of its certificate of designation. The certificate of~~
6 ~~reinstatement shall set forth:~~

7 ~~(1) The name of the limited liability company at the time the~~
8 ~~certificate of designation was canceled and, if such name has changed, the~~
9 ~~name of the limited liability company at the time of reinstatement of the~~
10 ~~series;~~

11 ~~(2) the name of the series at the time the certificate of designation~~
12 ~~was canceled and, if such name is not available at the time of~~
13 ~~reinstatement, the name under which the series is to be reinstated;~~

14 ~~(3) a statement that the certificate of reinstatement is filed by one or~~
15 ~~more persons authorized to execute and file the certificate of reinstatement~~
16 ~~to reinstate the series; and~~

17 ~~(4) any other matters the persons executing the certificate of~~
18 ~~reinstatement determine to include therein.~~

19 ~~(b) The certificate of reinstatement shall be deemed to be an~~
20 ~~amendment to the certificate of designation, and no further actions shall be~~
21 ~~required to amend its certificate of designation under K.S.A. 2019 Supp.~~
22 ~~17-76,143(d)(3), and amendments thereto, with respect to the matters set~~
23 ~~forth in the certificate of reinstatement.~~

24 ~~(c) Upon the filing of a certificate of reinstatement, a series shall be~~
25 ~~reinstated with the same force and effect as if its certificate of designation~~
26 ~~had not been canceled pursuant to K.S.A. 17-76,139, and amendments~~
27 ~~thereto. Such reinstatement shall validate all contracts, acts, matters and~~
28 ~~things made, done and performed by the series, its members, managers,~~
29 ~~employees and agents during the time when its certificate of designation~~
30 ~~was canceled pursuant to K.S.A. 17-76,139, and amendments thereto, with~~
31 ~~the same force and effect and to all intents and purposes as if the certificate~~
32 ~~of designation had remained in full force and effect. All real and personal~~
33 ~~property, and all rights and interests, that belonged to the series at the time~~
34 ~~its certificate of designation was canceled pursuant to K.S.A. 17-76,139,~~
35 ~~and amendments thereto, or were acquired by the series following the~~
36 ~~cancellation of its certificate of designation pursuant to K.S.A. 17-76,139,~~
37 ~~and amendments thereto, and were not disposed of prior to the time of its~~
38 ~~reinstatement, shall be vested in the series after its reinstatement as fully as~~
39 ~~they were held by the series at, and after, as the case may be, the time its~~
40 ~~certificate of designation was canceled pursuant to K.S.A. 17-76,139, and~~
41 ~~amendments thereto. After its reinstatement, the series shall be as~~
42 ~~exclusively liable for all contracts, acts, matters and things made, done or~~
43 ~~performed in its name and on its behalf by its members, managers,~~

1 ~~employees and agents prior to its reinstatement as if its certificate of~~
2 ~~designation had at all times remained in full force and effect.~~

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

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

7 (a) ~~For-profit filings:~~

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

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

12 (3) ~~close corporation articles of incorporation as set forth in K.S.A.~~
13 ~~17-6426, 17-7201, 17-7202 and 17-7203, and amendments thereto;~~

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

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

18 (6) ~~foreign for-profit application for authority as set forth in K.S.A.~~
19 ~~2019 Supp. 17-7931 and K.S.A. 17-7307 through 17-7510, and~~
20 ~~amendments thereto;~~

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

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

25 (9) ~~for-profit certificate of amendment as set forth in K.S.A. 17-6003,~~
26 ~~17-6401, 17-6601, 17-6602 and 17-6603, and amendments thereto;~~

27 (10) ~~amendment to professional associations as set forth in K.S.A.~~
28 ~~17-2709, and amendments thereto;~~

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

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

33 (13) ~~change of registered office or resident agent as set forth in~~
34 ~~K.S.A. 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and~~
35 ~~amendments thereto;~~

36 (14) ~~for-profit certificate of correction as set forth in K.S.A. 2019~~
37 ~~Supp. 17-7912, and amendments thereto;~~

38 (15) ~~mergers as set forth in K.S.A. 17-6701 through 17-6708, and~~
39 ~~amendments thereto;~~

40 (16) ~~foreign mergers as set forth in K.S.A. 17-7302, and amendments~~
41 ~~thereto;~~

42 (17) ~~certificate of amendment or termination of merger as set forth in~~
43 ~~K.S.A. 17-6701, and amendments thereto;~~

1 ~~(18) foreign corporation merger as set forth in K.S.A. 17-7302, and~~
2 ~~amendments thereto;~~

3 ~~(19) certificate of reinstatement as set forth in K.S.A. 17-7002, and~~
4 ~~amendments thereto;~~

5 ~~(20) certificate of dissolution prior to commencing business as set~~
6 ~~forth in K.S.A. 17-6803, and amendments thereto;~~

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

9 ~~(22) certificate of dissolution by written consent as set forth in K.S.A.~~
10 ~~17-6804, and amendments thereto;~~

11 ~~(23) foreign certificate of cancellation as set forth in K.S.A. 2019-~~
12 ~~Supp. 17-7936, and amendments thereto; and~~

13 ~~(24) certificate of revocation of dissolution as set forth in K.S.A. 17-~~
14 ~~7001, and amendments thereto;~~

15 ~~(b) Not-for-profit filings:~~

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

18 ~~(2) foreign not-for-profit application for authority as set forth in~~
19 ~~K.S.A. 2019 Supp. 17-7931, and amendments thereto;~~

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

22 ~~(4) not-for-profit certificate of amendment as set forth in K.S.A. 17-~~
23 ~~6602, and amendments thereto;~~

24 ~~(5) not-for-profit certificate of correction as set forth in K.S.A. 2019~~
25 ~~Supp. 17-7912, and amendments thereto;~~

26 ~~(6) not-for-profit change of registered office or resident agent as set~~
27 ~~forth in K.S.A. 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and~~
28 ~~amendments thereto;~~

29 ~~(7) not-for-profit certificate of reinstatement as set forth in K.S.A. 17-~~
30 ~~7002, and amendments thereto; and~~

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

33 **Sec. 25. K.S.A. 2019 Supp. 17-76,139 is hereby amended to read**
34 **as follows: 17-76,139. (a) Every limited liability company organized**
35 **under the laws of this state shall make an annual report in writing to**
36 **the secretary of state, stating the prescribed information concerning**
37 **the limited liability company at the close of business on the last day of**
38 **its tax period next preceding the date of filing. If the limited liability**
39 **company's tax period is other than the calendar year, it shall give**
40 **notice of its different tax period in writing to the secretary of state**
41 **prior to December 31 of the year it commences the different tax**
42 **period. The annual report shall be filed at the time prescribed by law**
43 **for filing the limited liability company's annual Kansas income tax**

1 return. The annual report shall be made on a form prescribed by the
2 secretary of state. The report shall contain the following information:

3 (1) The name of the limited liability company; and

4 (2) a list of the members owning at least 5% of the capital of the
5 limited liability company, with the post office address of each.

6 (b) Every foreign limited liability company shall make an annual
7 report in writing to the secretary of state, stating the prescribed
8 information concerning the limited liability company at the close of
9 business on the last day of its tax period next preceding the date of
10 filing. If the limited liability company's tax period is other than the
11 calendar year, it shall give notice in writing of its different tax period
12 to the secretary of state prior to December 31 of the year it commences
13 the different tax period. The annual report shall be filed at the time
14 prescribed by law for filing the limited liability company's annual
15 Kansas income tax return. The annual report shall be made on a form
16 prescribed by the secretary of state. The report shall contain the name
17 of the limited liability company.

18 (c) The annual report required by this section shall be executed
19 by one or more authorized persons, and filed with the secretary of
20 state. The execution of such annual report by a person who is
21 authorized by this act to execute such annual report, upon filing such
22 annual report with the secretary of state, constitutes an oath or
23 affirmation, under penalties of perjury that, to the best of such
24 person's knowledge and belief, the facts stated therein are true. At the
25 time of filing the report, the limited liability company shall pay to the
26 secretary of state an annual report fee in an amount equal to \$40.

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

1 reinstatement, pursuant to K.S.A. 2019 Supp. 17-76,146, and
2 amendments thereto, and paying to the secretary of state all fees,
3 including any penalties thereon, due to the state.

4 (e) No limited liability company shall be required to file its first
5 annual report under this act, or pay any annual report fee required to
6 accompany such report, unless such limited liability company has filed
7 its articles of organization or application for authority at least six
8 months prior to the last day of its tax period.

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

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

20 **Sec. 26. On and after July 1, 2022, K.S.A. 2019 Supp. 17-76,139,**
21 **as amended by section 25 of this act, is hereby amended to read as**
22 **follows: 17-76,139. (a) Every limited liability company organized, and**
23 **on and after July 1, 2022, each series thereof formed or in existence,**
24 **under the laws of this state shall make an annual a written business**
25 **entity information report in writing to the secretary of state, stating the**
26 **prescribed information concerning the limited liability company or**
27 **series, as applicable, at the close of business on the last day of its tax**
28 **period next preceding the date of filing. If the limited liability**
29 **company's or series' tax period is other than the calendar year, it shall**
30 **give notice of its different tax period in writing to the secretary of state**
31 **prior to December 31 of the year it commences the different tax**
32 **period.**

33 (b) ~~The annual report shall be filed biennially, as determined by the~~
34 ~~year that the limited liability company filed its formation documents. A~~
35 ~~limited liability company that filed formation documents in an even-~~
36 ~~numbered year shall file a report in each even-numbered year. A limited~~
37 ~~liability company that filed formation documents in an odd-numbered year~~
38 ~~shall file a report in each odd-numbered year. The report shall be filed~~
39 ~~after the close of the limited liability company's tax period but not later~~
40 ~~than at the time prescribed by law for filing the limited liability~~
41 ~~company's or series' annual Kansas income tax return, or if applicable~~
42 ~~law does not prescribe a time for filing an annual Kansas income tax~~
43 ~~return for a series, the report for the series shall be filed at, and for~~

1 *purposes of this section its tax period shall be deemed to be, the time*
2 *prescribed by law for filing the annual Kansas income tax liability*
3 *company to which the series is associated.*

4 **(c) The annual report shall be made on a form prescribed by the**
5 **secretary of state. The report and shall contain the following**
6 **information:**

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

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

12 ~~(b)~~**(d) (1) Every foreign limited liability company shall make an**
13 **annual a written business entity information report in writing to the**
14 **secretary of state, stating the prescribed information concerning the**
15 **limited liability company at the close of business on the last day of its**
16 **tax period next preceding the date of filing. If the limited liability**
17 **company's tax period is other than the calendar year, it shall give**
18 **notice in writing of its different tax period to the secretary of state**
19 **prior to December 31 of the year it commences the different tax**
20 **period.**

21 **(2) The annual report shall be filed biennially, as determined by the**
22 **year that the foreign limited liability company filed its foreign limited**
23 **liability company application. A foreign limited liability company that**
24 **filed its application in an even-numbered year shall file a report in each**
25 **even-numbered year. A foreign limited liability company that filed its**
26 **application in an odd-numbered year shall file a report in each odd-**
27 **numbered year. The report shall be filed after the close of the foreign**
28 **limited liability company's tax period but not later than at the time**
29 **prescribed by law for filing the limited liability company's annual**
30 **Kansas income tax return.**

31 **(3) 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 limited**
33 **liability company.**

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

42 **(f) At the time of filing the its business entity information report,**
43 **the limited liability company shall pay to the secretary of state an**

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

4 ~~(d)~~(g) **The provisions of K.S.A. 17-7509, and amendments thereto,**
 5 **relating to penalties for failure of a corporation to file an annual a**
 6 **business entity information report or pay the required annual report fee,**
 7 **and the provisions of K.S.A. 17-7510(a), and amendments thereto,**
 8 **relating to penalties for failure of a corporation to file an annual a**
 9 **business entity information report or pay the required annual report fee,**
 10 **shall be applicable to the articles of organization of any domestic**
 11 **limited liability company, or the certificate of designation of any series**
 12 **thereof, or to the authority of any foreign limited liability company**
 13 **which that fails to file its annual business entity information report or**
 14 **pay the annual report fee within 90 days of the time prescribed in this**
 15 **section for filing and paying the same or, in the case of an annual a**
 16 **report filing and fee received by mail, postmarked within 90 days of**
 17 **the time for filing and paying the same. Whenever the articles of**
 18 **organization of a domestic limited liability company, or the certificate**
 19 **of designation of any series thereof, or the authority of any foreign**
 20 **limited liability company are forfeited or canceled for failure to file an**
 21 **annual a business entity information report or to pay the required annual**
 22 **report fee, the domestic limited liability company or the authority of a**
 23 **foreign limited liability company may be reinstated by filing a**
 24 **certificate of reinstatement, pursuant to K.S.A. 2019 Supp. 17-76,146,**
 25 **and amendments thereto, and the certificate of designation may be**
 26 **reinstated by filing a certificate of reinstatement, pursuant to K.S.A. 2019**
 27 **Supp. 17-76,147, and amendments thereto, and in each case paying to the**
 28 **secretary of state all fees, including any penalties thereon, due to the**
 29 **state.**

30 ~~(e)~~(h) **No limited liability company shall be required to file its first**
 31 **annual business entity information report under this the Kansas revised**
 32 **limited liability company act, or pay any annual report fee required to**
 33 **accompany such report, unless such limited liability company has filed**
 34 **its articles of organization or application for authority or the certificate**
 35 **of designation of such series has been filed at least six months prior to**
 36 **the last day of its tax period.**

37 **Sec. 27. K.S.A. 2019 Supp. 17-76,143 is hereby amended to read**
 38 **as follows: 17-76,143. (a) An operating agreement may establish or**
 39 **provide for the establishment of one or more designated series of**
 40 **members, managers or, limited liability company interests having or**
 41 **assets. If an operating agreement so provides for the establishment or**
 42 **formation of one or more series, then a series may be formed by**
 43 **complying with this section. Any such series may have separate rights,**

1 powers or duties with respect to specified property or obligations of
2 the limited liability company or profits and losses associated with
3 specified property or obligations, and to the extent provided in the
4 operating agreement, any such series may have a separate business
5 purpose or investment objective. *A series is formed by the filing of a*
6 *certificate of designation in the office of the secretary of state. Other than*
7 *pursuant to K.S.A. 2019 Supp. 17-76,143a, and amendments thereto, a*
8 *series may not merge, convert, or consolidate pursuant to any section of*
9 *the Kansas revised limited liability company act, the business entity*
10 *transactions act, K.S.A. 2019 Supp. 17-78-101 et seq., and amendments*
11 *thereto, or any other statute of this state.*

12 (b) Notice of the limitation on liabilities of a series as referenced in
13 subsection (c) shall be set forth in the articles of organization of the
14 limited liability company. Notice in articles of organization of the
15 limitation on liabilities of a series as referenced in subsection (c) shall be
16 sufficient for all purposes of this subsection whether or not the limited
17 liability company has formed any series when such notice is included in
18 the articles of organization, and there shall be no requirement that any
19 specific series of the limited liability company be referenced in such
20 notice. The fact that articles of organization that contain the foregoing
21 notice of the limitation on liabilities of a series is on file in the office of the
22 secretary of state shall constitute notice of such limitation on liabilities of
23 a series.

24 (b)(c) **Notwithstanding anything to the contrary set forth in ~~this~~**
25 **section the Kansas revised limited liability act or under other applicable**
26 **law, in the event that an operating agreement establishes or provides**
27 **for the establishment of one or more series, and if to the extent the**
28 **records maintained for any ~~such~~ series account for the assets**
29 **associated with such series separately from the other assets of the**
30 **limited liability company, or any other series thereof, and if the**
31 **operating agreement so provides, and if notice of the limitation on**
32 **liabilities of a series as referenced in this subsection is set forth in the**
33 **articles of organization of the limited liability company and if the**
34 **limited liability company has filed a certificate of designation for each**
35 **series which is to have limited liability under this section, then the**
36 **debts, liabilities, obligations and expenses incurred, contracted for or**
37 **otherwise existing with respect to ~~a particular~~ such series shall be**
38 **enforceable against the assets of such series only, and not against the**
39 **assets of the limited liability company generally or any other series**
40 **thereof, and, unless otherwise provided in the operating agreement,**
41 **none of the debts, liabilities, obligations and expenses incurred,**
42 **contracted for or otherwise existing with respect to the limited liability**
43 **company generally or any other series thereof shall be enforceable**

1 **against the assets of such series.** ~~The fact that the articles of organization~~
2 ~~contain the foregoing notice of the limitation on liabilities of a series and a~~
3 ~~certificate of designation for a series is on file in the office of the secretary~~
4 ~~of state shall constitute notice of such limitation on liabilities of a series. A~~
5 ~~series with limited liability shall be treated as a separate entity to the extent~~
6 ~~set forth in the articles of organization. Each series with limited liability~~
7 ~~may, in its own name, contract, hold title to assets, grant security interests,~~
8 ~~sue and be sued and otherwise conduct business and exercise the powers~~
9 ~~of a limited liability company under this act. The limited liability company~~
10 ~~and any of its series may elect to consolidate their operations as a single~~
11 ~~taxpayer to the extent permitted under applicable law, elect to work~~
12 ~~cooperatively, elect to contract jointly or elect to be treated as a single~~
13 ~~business for purposes of qualification to do business in this or any other~~
14 ~~state. Such elections shall not affect the limitation of liability set forth in~~
15 ~~this section except to the extent that the series have specifically accepted~~
16 ~~joint liability by contract.~~

17 ~~(e) Except in the case of a foreign limited liability company that has~~
18 ~~adopted an assumed name pursuant to K.S.A. 2019 Supp. 17-7933, and~~
19 ~~amendments thereto, the name of the series with limited liability must~~
20 ~~contain the entire name of the limited liability company and be~~
21 ~~distinguishable from the names of the other series set forth in the articles~~
22 ~~of organization. In the case of a foreign limited liability company that has~~
23 ~~adopted an assumed name pursuant to K.S.A. 2019 Supp. 17-7933, and~~
24 ~~amendments thereto, the name of the series with limited liability must~~
25 ~~contain the entire name under which the foreign limited liability company~~
26 ~~has been admitted to transact business in this state.~~

27 ~~(d) Upon the filing of the certificate of designation with the secretary~~
28 ~~of state setting forth the name of each series with limited liability, the~~
29 ~~series' existence shall begin, and copies of the filed certificate of~~
30 ~~designation marked with the filing date shall be conclusive evidence,~~
31 ~~except as against the state, that all conditions precedent required to be~~
32 ~~performed have been complied with and that the series has been or shall be~~
33 ~~legally organized and formed under this act. If different from the limited~~
34 ~~liability company, the certificate of designation for each series shall list the~~
35 ~~names of the members if the series is member managed or the names of~~
36 ~~the managers if the series is manager managed. The name of a series with~~
37 ~~limited liability under subsection (b) may be changed by filing with the~~
38 ~~secretary of state a certificate of designation identifying the series whose~~
39 ~~name is being changed and the new name of such series. If not the same as~~
40 ~~the limited liability company, the names of the members of a member~~
41 ~~managed series or of the managers of a manager managed series may be~~
42 ~~changed by filing a new certificate of designation with the secretary of~~
43 ~~state. A series with limited liability under subsection (b) may be dissolved~~

1 by filing with the secretary of state a certificate of designation identifying
2 the series being dissolved or by the dissolution of the limited liability
3 company as provided in subsection (m). Certificates of designation may be
4 executed by the limited liability company or any manager, person or entity
5 designated in the operating agreement for the limited liability company.

6 (e) A series of a limited liability company will be deemed to be in
7 good standing as long as the limited liability company is in good standing.

8 (f) The resident agent and registered office for the limited liability
9 company in Kansas shall serve as the agent and office for service of
10 process in Kansas for each series.

11 (g) An operating agreement may provide for classes or groups of
12 members or managers associated with a series having such relative rights,
13 powers and duties as the operating agreement may provide, and may make
14 provision for the future creation of additional classes or groups of
15 members or managers associated with the series having such relative
16 rights, powers and duties as may from time to time be established,
17 including rights, powers and duties senior to existing classes and groups of
18 members or managers associated with the series.

19 (h) A series may be managed by either the member or members
20 associated with the series or by a manager or managers chosen by the
21 members of such series, as provided in the operating agreement. Unless
22 otherwise provided in an operating agreement, the management of a series
23 shall be vested in the members associated with such series.

24 (i) An operating agreement may grant to all or certain identified
25 members or managers or a specified class or group of the members or
26 managers associated with a series the right to vote separately or with all or
27 any class or group of the members or managers associated with the series,
28 on any matter. An operating agreement may provide that any member or
29 class or group of members associated with a series shall have no voting
30 rights.

31 (j) Except to the extent modified in this section, the provisions of this
32 act which are generally applicable to limited liability companies, their
33 managers, members and transferees shall be applicable to each particular
34 series with respect to the operation of such series.

35 (k) Except as otherwise provided in an operating agreement, any
36 event under this act or in an operating agreement that causes a manager to
37 cease to be a manager with respect to a series shall not, in itself, cause
38 such manager to cease to be a manager of the limited liability company or
39 with respect to any other series thereof.

40 (l) Except as otherwise provided in an operating agreement, any event
41 under this act or an operating agreement that causes a member to cease to
42 be associated with a series shall not, in itself, cause such member to cease
43 to be associated with any other series or terminate the continued

1 membership of a member in the limited liability company or cause the
2 termination of the series, regardless of whether such member was the last
3 remaining member associated with such series.

4 ~~(m) Except to the extent otherwise provided in the operating~~
5 ~~agreement, a series may be dissolved and its affairs wound up without~~
6 ~~causing the dissolution of the limited liability company. The dissolution of~~
7 ~~a series established in accordance with subsection (b) shall not affect the~~
8 ~~limitation on liabilities of such series provided by subsection (b). A series~~
9 ~~is terminated and its affairs shall be wound up upon the dissolution of the~~
10 ~~limited liability company under article 76 of chapter 17 of the Kansas~~
11 ~~Statutes Annotated, and amendments thereto.~~

12 (n) If a limited liability company with the ability to establish a series
13 does not register to do business in a foreign jurisdiction for itself and
14 certain of its series, a series of a limited liability company may itself
15 register to do business as a limited liability company in the foreign
16 jurisdiction in accordance with the laws of the foreign jurisdiction. *Neither*
17 *the preceding sentences nor any provision pursuant thereto in an*
18 *operating agreement, articles of organization or certificate of designation*
19 *shall: Restrict a series or limited liability company on behalf of a series*
20 *from agreeing in the operating agreement or otherwise that any or all of*
21 *the debts, liabilities, obligations, and expenses incurred, contracted for, or*
22 *otherwise existing with respect to the limited liability company generally*
23 *or any other series thereof shall be enforceable against the assets of such*
24 *series; or restrict a limited liability company from agreeing in the*
25 *operating agreement or otherwise that any or all of the debts, liabilities,*
26 *obligations, and expenses incurred, contracted for, or otherwise existing*
27 *with respect to a series shall be enforceable against the assets of the*
28 *limited liability company generally. Assets associated with a series may be*
29 *held directly or indirectly, including in the name of such series, in the*
30 *name of the limited liability company, through a nominee or otherwise.*
31 *Records maintained for a series that reasonably identify its assets,*
32 *including by specific listing, category, type, quantity, computational, or*
33 *allocational formula or procedure, including a percentage or share of any*
34 *asset or assets, or by any other method where the identity of such assets is*
35 *objectively determinable, will be deemed to account for the assets*
36 *associated with such series separately from the other assets of the limited*
37 *liability company, or any other series thereof. As used in the Kansas*
38 *revised limited liability company act, a reference to assets of a series*
39 *includes assets associated with such series, a reference to assets*
40 *associated with a series includes assets of such series, a reference to*
41 *members or managers of a series includes members or managers*
42 *associated with such series, and a reference to members or managers*
43 *associated with a series includes members or managers of such series. The*

1 following shall apply to a series:

2 (1) A series may carry on any lawful business, purpose or activity,
3 whether or not for profit, with the exception of the business of granting
4 policies of insurance, assuming insurance risks, or banking as defined in
5 K.S.A. 2019 Supp. 9-701, and amendments thereto. Unless otherwise
6 provided in an operating agreement, a series shall have the power and
7 capacity to, in its own name, contract, hold title to assets, including real,
8 personal, and intangible property, grant liens and security interests, and
9 sue and be sued.

10 (2) Except as otherwise provided by the Kansas revised limited
11 liability company act, no member or manager of a series shall be
12 obligated personally for any debt, obligation or liability of such series,
13 whether arising in contract, tort or otherwise, solely by reason of being a
14 member or acting as manager of such series. Notwithstanding the
15 preceding sentence, under an operating agreement or under another
16 agreement, a member or manager may agree to be obligated personally
17 for any or all of the debts, obligations and liabilities of one or more series.

18 (3) An operating agreement may provide for classes or groups of
19 members or managers associated with a series having such relative rights,
20 powers and duties as the operating agreement may provide, and may make
21 provision for the future creation in the manner provided in the operating
22 agreement of additional classes or groups of members or managers
23 associated with such series having such relative rights, powers and duties
24 as may from time to time be established, including rights, powers and
25 duties senior to existing classes and groups of members or managers
26 associated with such series. An operating agreement may provide for the
27 taking of an action, including the amendment of the operating agreement,
28 without the vote, consent or approval of any member or manager or class
29 or group of members or managers, including an action to create under the
30 provisions of the operating agreement a class or group of a series of
31 limited liability company interests that was not previously outstanding. An
32 operating agreement may provide that any member or class or group of
33 members associated with a series shall have no voting rights.

34 (4) An operating agreement may grant to all or certain identified
35 members or managers or a specified class or group of the members or
36 managers associated with a series the right to vote separately or with all
37 or any class or group of the members or managers associated with such
38 series, on any matter. Voting by members or managers associated with a
39 series may be on a per capita, number, financial interest, class, group or
40 any other basis.

41 (5) Unless otherwise provided in an operating agreement, the
42 management of a series shall be vested in the members associated with
43 such series in proportion to the then-current percentage or other interest

1 *of members in the profits of such series owned by all of the members*
2 *associated with such series, the decision of members owning more than*
3 *50% of such percentage or other interest in the profits controlling, except*
4 *that if an operating agreement provides for the management of a series, in*
5 *whole or in part, by a manager, the management of such series, to the*
6 *extent so provided, shall be vested in the manager who shall be chosen in*
7 *the manner provided in the operating agreement. The manager of a series*
8 *shall also hold the offices and have the responsibilities accorded to the*
9 *manager as set forth in an operating agreement. A series may have more*
10 *than one manager. Subject to K.S.A. 17-76,105, and amendments thereto,*
11 *a manager shall cease to be a manager with respect to a series as*
12 *provided in an operating agreement. Except as otherwise provided in an*
13 *operating agreement, any event under the Kansas revised limited liability*
14 *company act or in an operating agreement that causes a manager to cease*
15 *to be a manager with respect to a series shall not, in itself, cause such*
16 *manager to cease to be a manager of the limited liability company or with*
17 *respect to any other series thereof.*

18 (6) *Notwithstanding K.S.A. 17-76,109, and amendments thereto, but*
19 *subject to subsections (c)(7) and (c)(10), and unless otherwise provided*
20 *in an operating agreement, at the time a member of a series becomes*
21 *entitled to receive a distribution with respect to such series, the member*
22 *has the status of, and is entitled to all remedies available to, a creditor of*
23 *such series, with respect to the distribution. An operating agreement may*
24 *provide for the establishment of a record date with respect to allocations*
25 *and distributions with respect to a series.*

26 (7) *Notwithstanding K.S.A. 17-76,110(a), and amendments thereto, a*
27 *limited liability company may make a distribution with respect to a series.*
28 *A limited liability company shall not make a distribution with respect to a*
29 *series to a member to the extent that at the time of the distribution, after*
30 *giving effect to the distribution, all liabilities of such series, other than*
31 *liabilities to members on account of their limited liability company*
32 *interests with respect to such series and liabilities for which the recourse*
33 *of creditors is limited to specified property of such series, exceed the fair*
34 *value of the assets associated with such series, except that the fair value of*
35 *property of such series that is subject to a liability for which the recourse*
36 *of creditors is limited shall be included in the assets associated with such*
37 *series only to the extent that the fair value of that property exceeds that*
38 *liability. For purposes of the immediately preceding sentence, the term*
39 *"distribution" shall not include amounts constituting reasonable*
40 *compensation for present or past services or reasonable payments made in*
41 *the ordinary course of business pursuant to a bona fide retirement plan or*
42 *other benefits program. A member who receives a distribution in violation*
43 *of this subsection, and who knew at the time of the distribution that the*

1 *distribution violated this subsection, shall be liable to the series for the*
2 *amount of the distribution. A member who receives a distribution in*
3 *violation of this subsection, and who did not know at the time of the*
4 *distribution that the distribution violated this subsection, shall not be*
5 *liable for the amount of the distribution. Subject to K.S.A. 17-76,110(c),*
6 *and amendments thereto, which shall apply to any distribution made with*
7 *respect to a series under this subsection, this subsection shall not affect*
8 *any obligation or liability of a member under an agreement or other*
9 *applicable law for the amount of a distribution.*

10 (8) *Unless otherwise provided in the operating agreement, a member*
11 *shall cease to be associated with a series and to have the power to*
12 *exercise any rights or powers of a member with respect to such series*
13 *upon the assignment of all of the member's limited liability company*
14 *interest with respect to such series. Except as otherwise provided in an*
15 *operating agreement, any event under the Kansas revised limited liability*
16 *company act or an operating agreement that causes a member to cease to*
17 *be associated with a series shall not, in itself, cause such member to cease*
18 *to be associated with any other series or terminate the continued*
19 *membership of a member in the limited liability company or cause the*
20 *dissolution of the series, regardless of whether such member was the last*
21 *remaining member associated with such series.*

22 (9) *Subject to K.S.A. 17-76,116, and amendments thereto, except to*
23 *the extent otherwise provided in the operating agreement, a series may be*
24 *dissolved and its affairs wound up without causing the dissolution of the*
25 *limited liability company. The dissolution of a series shall not affect the*
26 *limitation on liabilities of such series provided by this subsection (c). A*
27 *series is dissolved and its affairs shall be wound up upon the dissolution of*
28 *the limited liability company under K.S.A. 17-76,116, and amendments*
29 *thereto, or otherwise upon the first to occur of the following:*

30 (A) *At the time specified in the operating agreement;*

31 (B) *upon the happening of events specified in the operating*
32 *agreement;*

33 (C) *unless otherwise provided in the operating agreement, upon the*
34 *vote, consent or approval of members associated with such series who*
35 *own $\frac{2}{3}$ or more of the then-current percentage or other interest in the*
36 *profits of such series of the limited liability company owned by all of the*
37 *members associated with such series; or*

38 (D) *the dissolution of such series under subsection (c)(11).*

39 (10) *Notwithstanding K.S.A. 17-76,118(a), and amendments thereto,*
40 *unless otherwise provided in the operating agreement, a manager*
41 *associated with a series who has not wrongfully dissolved such series or, if*
42 *none, the members associated with such series or a person consented to or*
43 *approved by the members associated with such series, in either case, by*

1 *members who own more than 50% of the then-current percentage or other*
2 *interest in the profits of such series owned by all of the members*
3 *associated with such series, may wind up the affairs of such series, but the*
4 *district court, upon cause shown, may wind up the affairs of a series upon*
5 *application of any member or manager associated with such series, or the*
6 *member's personal representative or assignee, and in connection*
7 *therewith, may appoint a liquidating trustee. The persons winding up the*
8 *affairs of a series may, in the name of the limited liability company and for*
9 *and on behalf of the limited liability company and such series, take all*
10 *actions with respect to such series as are permitted under K.S.A. 17-*
11 *76,118(b), and amendments thereto. The persons winding up the affairs of*
12 *a series shall provide for the claims and obligations of such series and*
13 *distribute the assets of such series as provided in K.S.A. 17-76,119, and*
14 *amendments thereto, which section shall apply to the winding up and*
15 *distribution of assets of a series. Actions taken in accordance with this*
16 *subsection shall not affect the liability of members and shall not impose*
17 *liability on a liquidating trustee.*

18 *(11) On application by or for a member or manager associated with*
19 *a series, the district court may decree dissolution of such series whenever*
20 *it is not reasonably practicable to carry on the business of such series in*
21 *conformity with an operating agreement.*

22 *(12) For all purposes of the laws of the state of Kansas, a series is an*
23 *association, regardless of the number of members or managers, if any, of*
24 *such series.*

25 *(d) In order to form a series of a limited liability company, a*
26 *certificate of designation must be filed in accordance with this subsection.*

27 *(1) (A) A certificate of designation shall set forth:*

28 *(i) The name of the limited liability company; and*

29 *(ii) the name of the series.*

30 *(B) A certificate of designation may include any other matter that the*
31 *members of such series determine to include therein.*

32 *(C) A certificate of designation properly filed with the secretary of*
33 *state prior to July 1, 2022, shall be deemed to comply with the*
34 *requirements of this paragraph.*

35 *(2) A certificate of designation shall be executed in accordance with*
36 *K.S.A. 2019 Supp. 17-7908(b), and amendments thereto, and shall be filed*
37 *in the office of the secretary of state in accordance with K.S.A. 2019 Supp.*
38 *17-7910, and amendments thereto. A certificate of designation is not an*
39 *amendment to the articles of organization of the limited liability company.*

40 *(3) A certificate of designation may be amended by filing a certificate*
41 *of amendment thereto in the office of the secretary of state.*

42 *(A) The certificate of amendment shall set forth:*

43 *(i) The name of the limited liability company;*

1 (ii) *the name of the series; and*

2 (iii) *the amendment to the certificate of designation.*

3 (B) *A certificate of designation properly filed with the secretary of*
4 *state prior to July 1, 2022, that changed a previously filed certificate of*
5 *designation shall be deemed to be a certificate of amendment thereto for*
6 *purposes of this paragraph.*

7 (4) *A manager of a series or, if there is no manager, then any member*
8 *of a series who becomes aware that any statement in a certificate of*
9 *designation filed with respect to such series was false when made, or that*
10 *any matter described therein has changed making the certificate of*
11 *designation false in any material respect, shall promptly amend the*
12 *certificate of designation.*

13 (5) *A certificate of designation may be amended at any time for any*
14 *other proper purpose.*

15 (6) *Unless otherwise provided in the Kansas revised limited liability*
16 *company act or unless a later effective date or time, which shall be a date*
17 *or time certain, is provided for in the certificate of amendment, a*
18 *certificate of amendment shall be effective at the time of its filing with the*
19 *secretary of state.*

20 (7) *A certificate of designation shall be canceled upon the*
21 *cancellation of the articles of organization of the limited liability company*
22 *named in the certificate of designation, or upon the filing of a certificate of*
23 *cancellation of the certificate of designation, or upon the future effective*
24 *date or time of a certificate of cancellation of the certificate of*
25 *designation, or as provided in K.S.A. 17-76,139(d), and amendments*
26 *thereto, or upon the filing of a certificate of merger or consolidation if the*
27 *series is not the surviving or resulting series in a merger or consolidation*
28 *or upon the future effective date or time of a certificate of merger or*
29 *consolidation if the series is not the surviving or resulting series in a*
30 *merger or consolidation. A certificate of cancellation of the certificate of*
31 *designation may be filed at any time, and shall be filed, in the office of the*
32 *secretary of state to accomplish the cancellation of a certificate of*
33 *designation upon the dissolution of a series for which a certificate of*
34 *designation was filed and completion of the winding up of such series.*

35 (A) *A certificate of cancellation of the certificate of designation shall*
36 *set forth:*

37 (i) *The name of the limited liability company;*

38 (ii) *the name of the series;*

39 (iii) *the future effective date or time, which shall be a date or time*
40 *certain, of cancellation if it is not to be effective upon the filing of the*
41 *certificate of cancellation; and*

42 (iv) *any other information the person filing the certificate of*
43 *cancellation of the certificate of designation determines.*

1 (B) *A certificate of designation properly filed with the secretary of*
2 *state prior to July 1, 2022, that dissolved a series shall be deemed to be a*
3 *certificate of cancellation thereto for purposes of this paragraph.*

4 (8) *A certificate of cancellation of the certificate of designation that*
5 *is filed in the office of the secretary of state prior to the dissolution or the*
6 *completion of winding up of a series may be corrected as an erroneously*
7 *executed certificate of cancellation of the certificate of designation by*
8 *filing with the office of the secretary of state a certificate of correction of*
9 *such certificate of cancellation of the certificate of designation in*
10 *accordance with K.S.A. 2019 Supp. 17-7912, and amendments thereto.*

11 (9) *The secretary of state shall not issue a certificate of good*
12 *standing with respect to a series if the certificate of designation is*
13 *canceled or the limited liability company has ceased to be in good*
14 *standing.*

15 (e) *The name of each series as set forth in its certificate of*
16 *designation:*

17 (1) *Shall include the name of the limited liability company, including*
18 *any word, abbreviation or designation required by K.S.A. 2019 Supp. 17-*
19 *7920, and amendments thereto;*

20 (2) *may contain the name of a member or manager;*

21 (3) *must comply with the requirements of K.S.A. 2019 Supp. 17-7918,*
22 *and amendments thereto, to the same extent as a covered entity; and*

23 (4) *may contain any word permitted by K.S.A. 2019 Supp. 17-7920,*
24 *and amendments thereto, and may not contain any word prohibited to be*
25 *included in the name of a limited liability company under Kansas law.*

26 ~~(f)~~ **If a foreign limited liability company, as permitted in the**
27 ~~jurisdiction of its organization, has established a series having separate~~
28 ~~rights, powers or duties and has limited the liabilities of such series so that~~
29 *is registered to do business in this state in accordance with K.S.A. 2019*
30 *Supp. 17-7931, and amendments thereto, is governed by an operating*
31 *agreement that establishes or provides for the establishment of a series of*
32 *members, managers, limited liability company interests or assets having*
33 *separate rights, powers or duties with respect to specified property or*
34 *obligations of the foreign limited liability company or profits and losses*
35 *associated with specified property or obligations, that fact shall be so*
36 *stated on the application for registration as a foreign limited liability*
37 *company. In addition, the foreign limited liability company shall state on*
38 *such application whether the debts, liabilities and obligations incurred,*
39 **contracted for or otherwise existing with respect to a particular series,**
40 **if any are enforceable against the assets of such series only, and not**
41 **against the assets of the foreign limited liability company generally or**
42 **any other series thereof, or so that and whether any of the debts,**
43 **liabilities, obligations and expenses incurred, contracted for or**

1 otherwise existing with respect to the limited liability company
2 generally or any other series thereof ~~are not shall be enforceable~~
3 ~~against the assets of such series, then the limited liability company, on~~
4 ~~behalf of itself or any of its series, or any of its series on their own behalf~~
5 ~~may register to do business in the state in accordance with the provisions~~
6 ~~of K.S.A. 2019 Supp. 17-7931, and amendments thereto. The limitation of~~
7 ~~liability shall be so stated on the application for admission as a foreign~~
8 ~~limited liability company and a certificate of designation shall be filed for~~
9 ~~each series being registered to do business in the state by the limited~~
10 ~~liability company. Unless otherwise provided in the operating agreement,~~
11 ~~the debts, liabilities and obligations incurred, contracted for or otherwise~~
12 ~~existing with respect to a particular series of such a foreign limited liability~~
13 ~~company shall be enforceable against the assets of such series only, and~~
14 ~~not against the assets of the foreign limited liability company generally or~~
15 ~~any other series thereof and none of the debts, liabilities, obligations and~~
16 ~~expenses incurred, contracted for or otherwise existing with respect to~~
17 ~~such a foreign limited liability company generally or any other series~~
18 ~~thereof shall be enforceable against the assets of such series.~~

19 **Sec. 28. K.S.A. 2019 Supp. 17-76,143a is hereby amended to read**
20 **as follows: 17-76,143a. (a) Pursuant to an agreement of merger or**
21 **consolidation, one or more series may merge or consolidate with or**
22 **into one or more other series of the same limited liability company**
23 **with such series as the agreement shall provide being the surviving or**
24 **resulting series. Unless otherwise provided in the operating**
25 **agreement, an agreement of merger or consolidation shall be**
26 **consented to or approved by each series that is to merge or consolidate**
27 **by members of such series who own more than 50% of the then-**
28 **current percentage or other interest in the profits of such series owned**
29 **by all of the members of such series. In connection with a merger or**
30 **consolidation hereunder, rights or securities of, or interests in, a series**
31 **which is a constituent party to the merger or consolidation may be**
32 **exchanged for or converted into cash, property, rights, or securities of,**
33 **or interests in, the surviving or resulting series or, in addition to or in**
34 **lieu thereof, may be exchanged for or converted into cash, property,**
35 **rights, or securities of, or interests in, an entity as defined in K.S.A.**
36 **2019 Supp. 17-78-102, and amendments thereto, that is not the**
37 **surviving or resulting series in the merger or consolidation, may**
38 **remain outstanding or may be canceled. Notwithstanding prior**
39 **consent or approval, an agreement of merger or consolidation may be**
40 **terminated or amended pursuant to a provision for such termination**
41 **or amendment contained in the agreement of merger or consolidation.**

42 **(b) If a series is merging or consolidating under this section, the**
43 **series surviving or resulting in or from the merger or consolidation**

1 shall file a certificate of merger or consolidation executed by one or
2 more authorized persons on behalf of the series when it is the
3 surviving or resulting series in the office of the secretary of state. The
4 certificate of merger or consolidation shall state:

5 (1) The name of each series that is to merge or consolidate and
6 the name of the limited liability company that formed such series;

7 (2) that an agreement of merger or consolidation has been
8 consented to or approved and executed by or on behalf of each series
9 that is to merge or consolidate;

10 (3) the name of the surviving or resulting series;

11 (4) such amendment, if any, to the certificate of designation of the
12 series that is the surviving or resulting series to change the name of
13 the surviving series, as is desired to be effected by the merger;

14 (5) the future effective date or time, which shall be a date or time
15 certain, of the merger or consolidation if it is not to be effective upon
16 the filing of the certificate of merger or consolidation;

17 (6) that the agreement of merger or consolidation is on file at a
18 place of business of the surviving or resulting series or the limited
19 liability company that formed such series and shall state the address
20 thereof; and

21 (7) that a copy of the agreement of merger or consolidation will
22 be furnished by the surviving or resulting series, upon request and
23 without cost, to any member of any series that is to merge or
24 consolidate.

25 (c) Unless a future effective date or time is provided in a
26 certificate of merger or consolidation, a merger or consolidation
27 pursuant to this section shall be effective upon the filing of a
28 certificate of merger or consolidation in the office of the secretary of
29 state.

30 (d) A certificate of merger or consolidation shall act as a
31 certificate of cancellation of the certificate of designation of the series
32 that is not the surviving or resulting series in the merger or
33 consolidation. A certificate of merger or consolidation that sets forth
34 any amendment in accordance with subsection (b)(4) shall be deemed
35 to be an amendment to the certificate of designation of the surviving
36 or resulting series, and no further action shall be required to amend
37 the certificate of designation of the surviving or resulting series under
38 K.S.A. 2019 Supp. 17-76,143, and amendments thereto, with respect to
39 such amendments set forth in the certificate of merger or
40 consolidation. Whenever this section requires the filing of a certificate
41 of merger or consolidation, such requirement shall be deemed satisfied
42 by the filing of an agreement of merger or consolidation containing the
43 information required by this section to be set forth in the certificate of

1 merger or consolidation.

2 (e) An agreement of merger or consolidation consented to or
3 approved in accordance with subsection (a) may effect any
4 amendment to the operating agreement relating solely to the series
5 that are constituent parties to the merger or consolidation. Any
6 amendment to an operating agreement relating solely to the series that
7 are constituent parties to the merger or consolidation made pursuant
8 to the foregoing sentence shall be effective at the effective time or date
9 of the merger or consolidation and shall be effective notwithstanding
10 any provision of the operating agreement relating to amendment of
11 the operating agreement, other than a provision that by its terms
12 applies to an amendment to the operating agreement in connection
13 with a merger or consolidation. The provisions of this subsection shall
14 not be construed to limit the accomplishment of a merger or of any of
15 the matters referred to herein by any other means provided for in an
16 operating agreement or other agreement or as otherwise permitted by
17 law, including that the operating agreement relating to any constituent
18 series to the merger or consolidation, including a series formed for the
19 purpose of consummating a merger or consolidation, shall be the
20 operating agreement of the surviving or resulting series.

21 (f) (1) (A) When any merger or consolidation shall have become
22 effective under this section, for all purposes of the laws of the state of
23 Kansas, all of the rights, privileges and powers of each of the series
24 that have merged or consolidated, and all property, real, personal and
25 mixed, and all debts due to any of such series, as well as all other
26 things and causes of action belonging to each of such series, shall be
27 vested in the surviving or resulting series, and shall thereafter be the
28 property of the surviving or resulting series as they were of each of the
29 series that have merged or consolidated, and the title to any real
30 property vested by deed or otherwise, under the laws of the state of
31 Kansas, in any of such series, shall not revert or be in any way
32 impaired by reason of the Kansas revised limited liability company
33 act.

34 (B) All rights of creditors and all liens upon any property of any
35 of the series that have merged or consolidated shall be preserved
36 unimpaired, and all debts, liabilities and duties of each of such series
37 that have merged or consolidated shall thereafter attach to the
38 surviving or resulting series, and may be enforced against it to the
39 same extent as if such debts, liabilities and duties had been incurred or
40 contracted by it.

41 (2) Unless otherwise agreed, a merger or consolidation of a series
42 that is not the surviving or resulting series in the merger or
43 consolidation, shall not require such series to wind up its affairs under

1 K.S.A. 2019 Supp. 17-76,143, and amendments thereto, or pay its
2 liabilities and distribute its assets under K.S.A. 2019 Supp. 17-76,143,
3 and amendments thereto, and the merger or consolidation shall not
4 constitute a dissolution of such series.

5 (g) An operating agreement may provide that a series of such
6 limited liability company shall not have the power to merge or
7 consolidate as set forth in this section.

8 (h) This section shall take effect on and after July 1, ~~2020~~ 2022.

9 Sec. 29. K.S.A. 2019 Supp. 17-76,146 is hereby amended to read
10 as follows: 17-76,146. (a) A domestic limited liability company whose
11 articles of organization or a foreign limited liability company whose
12 authority to do business has been canceled or forfeited pursuant to
13 K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934~~(f)~~(d), and
14 amendments thereto, or whose articles of organization or authority to
15 do business has been forfeited pursuant to K.S.A. 17-76,139(d), and
16 amendments thereto, may be reinstated by filing with the secretary of
17 state a certificate of reinstatement accompanied by the payment of the
18 fee required by K.S.A. 17-76,136(d), and amendments thereto, and
19 payment of the annual report fees due under K.S.A. 17-76,139(c), and
20 amendments thereto, and all penalties and interest thereon due at the
21 time of the cancellation or forfeiture of its articles of organization or
22 authority to do business. The certificate of reinstatement shall set
23 forth:

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

29 (2) the address of the limited liability company's registered office
30 in the state of Kansas and the name and address of the limited liability
31 company's resident agent in the state of Kansas;

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

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

37 (b) The certificate of reinstatement shall be deemed to be an
38 amendment to the articles of organization or application for
39 registration of the limited liability company, and the limited liability
40 company shall not be required to take any further action to amend its
41 articles of organization or application for registration under K.S.A.
42 17-7674 or K.S.A. 2019 Supp. 17-7935, and amendments thereto, with
43 respect to the matters set forth in the certificate of reinstatement.

1 (c) Upon the filing of a certificate of reinstatement, a limited
2 liability company shall be reinstated with the same force and effect as
3 if its articles of organization or authority to do business had not been
4 canceled or forfeited pursuant to K.S.A. 17-76,139(d) or K.S.A. 2019
5 Supp. 17-7926(b), 17-7929(b) or 17-7934~~(f)~~(d), and amendments
6 thereto. Such reinstatement shall validate all contracts, acts, matters
7 and things made, done and performed by the limited liability
8 company, its members, managers, employees and agents during the
9 time when its articles of organization or authority to do business was
10 canceled or forfeited pursuant to K.S.A. 17-76,139(d) or K.S.A. 2019
11 Supp. 17-7926(b), 17-7929(b) or 17-7934~~(f)~~(d), and amendments
12 thereto, with the same force and effect and to all intents and purposes
13 as if the articles of organization or authority to do business had
14 remained in full force and effect. All real and personal property, and
15 all rights and interests, which belonged to the limited liability
16 company at the time its articles of organization or authority to do
17 business was canceled or forfeited pursuant to K.S.A. 17-76,139(d) or
18 K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934~~(f)~~(d), and
19 amendments thereto, or which were acquired by the limited liability
20 company following the cancellation or forfeiture of its articles of
21 organization or authority to do business pursuant to K.S.A. 17-
22 76,139(d) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934~~(f)~~
23 (d), and amendments thereto, and which were not disposed of prior to
24 the time of its reinstatement, shall be vested in the limited liability
25 company after its reinstatement as fully as they were held by the
26 limited liability company at, and after, as the case may be, the time its
27 articles of organization or authority to do business was canceled or
28 forfeited pursuant to K.S.A. 17-76,139(d) or K.S.A. 2019 Supp. 17-
29 7926(b), 17-7929(b) or 17-7934~~(f)~~(d), and amendments thereto. After
30 its reinstatement, the limited liability company shall be as exclusively
31 liable for all contracts, acts, matters and things made, done or
32 performed in its name and on its behalf by its members, managers,
33 employees and agents prior to its reinstatement as if its articles of
34 organization or authority to do business had at all times remained in
35 full force and effect.

36 Sec. 30. On and after July 1, 2022, K.S.A. 2019 Supp. 17-76,146,
37 as amended by section 29 of this act, is hereby amended to read as
38 follows: 17-76,146. (a) A domestic limited liability company whose
39 articles of organization or a foreign limited liability company whose
40 authority to do business has been canceled or forfeited pursuant to
41 K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(d), and
42 amendments thereto, or whose articles of organization or authority to
43 do business has been forfeited pursuant to K.S.A. 17-76,139~~(f)~~(g), and

1 amendments thereto, may be reinstated by filing with the secretary of
2 state a certificate of reinstatement accompanied by the payment of the
3 fee required by K.S.A. 17-76,136(d), and amendments thereto, and
4 payment of the ~~annual report~~ fees due under K.S.A. 17-76,139~~(e)~~(f), and
5 amendments thereto, and all penalties and interest thereon due at the
6 time of the cancellation or forfeiture of its articles of organization or
7 authority to do business. The certificate of reinstatement shall set
8 forth:

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

14 (2) the address of the limited liability company's registered office
15 in the state of Kansas and the name and address of the limited liability
16 company's resident agent in the state of Kansas;

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

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

22 (b) The certificate of reinstatement shall be deemed to be an
23 amendment to the articles of organization or application for
24 registration of the limited liability company, and the limited liability
25 company shall not be required to take any further action to amend its
26 articles of organization or application for registration under K.S.A.
27 17-7674 or K.S.A. 2019 Supp. 17-7935, and amendments thereto, with
28 respect to the matters set forth in the certificate of reinstatement.

29 (c) Upon the filing of a certificate of reinstatement, a limited
30 liability company, *and all series thereof that have been formed and whose*
31 *certificate of designation has not been canceled prior to the cancellation*
32 *of the articles of organization*, shall be reinstated with the same force
33 and effect as if its articles of organization or authority to do business
34 had not been canceled or forfeited pursuant to K.S.A. 17-76,139~~(d)~~(g)
35 or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(d), and
36 amendments thereto. Such reinstatement shall validate all contracts,
37 acts, matters and things made, done and performed by the limited
38 liability company, its members, managers, employees and agents
39 during the time when its articles of organization or authority to do
40 business was canceled or forfeited pursuant to K.S.A. 17-76,139~~(d)~~(g)
41 or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(d), and
42 amendments thereto, with the same force and effect and to all intents
43 and purposes as if the articles of organization or authority to do

1 business had remained in full force and effect. All real and personal
2 property, and all rights and interests,—~~which~~ *that* belonged to the
3 limited liability company at the time its articles of organization or
4 authority to do business was canceled or forfeited pursuant to K.S.A.
5 17-76,139~~(d)~~(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-
6 7934(d), and amendments thereto, or—~~which~~ *that* were acquired by the
7 limited liability company following the cancellation or forfeiture of its
8 articles of organization or authority to do business pursuant to K.S.A.
9 17-76,139~~(d)~~(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-
10 7934(d), and amendments thereto, and—~~which~~ *that* were not disposed of
11 prior to the time of its reinstatement, shall be vested in the limited
12 liability company after its reinstatement as fully as they were held by
13 the limited liability company at, and after, as the case may be, the time
14 its articles of organization or authority to do business was canceled or
15 forfeited pursuant to K.S.A 17-76,139~~(d)~~(g) or K.S.A. 2019 Supp. 17-
16 7926(b), 17-7929(b) or 17-7934(d), and amendments thereto. After its
17 reinstatement, the limited liability company shall be as exclusively
18 liable for all contracts, acts, matters and things made, done or
19 performed in its name and on its behalf by its members, managers,
20 employees and agents prior to its reinstatement as if its articles of
21 organization or authority to do business had at all times remained in
22 full force and effect.

23 Sec. 31. K.S.A. 2019 Supp. 17-76,147 is hereby amended to read
24 as follows: 17-76,147. (a) A series whose certificate of designation has
25 been canceled pursuant to K.S.A. 17-76,139, and amendments thereto,
26 may be reinstated by filing in the office of the secretary of state a
27 certificate of reinstatement accompanied by the payment of the fee
28 required by K.S.A. 17-76,136(d), and amendments thereto, and
29 payment of the annual report fee due under K.S.A. 17-76,139(c), and
30 amendments thereto, and all penalties and interest thereon due at the
31 time of the cancellation of its certificate of designation. The certificate
32 of reinstatement shall set forth:

33 (1) The name of the limited liability company at the time the
34 certificate of designation was canceled and, if such name has changed,
35 the name of the limited liability company at the time of reinstatement
36 of the series;

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

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

43 (4) any other matters the persons executing the certificate of

1 reinstatement determine to include therein.

2 (b) The certificate of reinstatement shall be deemed to be an
3 amendment to the certificate of designation, and no further actions
4 shall be required to amend its certificate of designation under K.S.A.
5 2019 Supp. 17-76,143(d)(3), and amendments thereto, with respect to
6 the matters set forth in the certificate of reinstatement.

7 (c) Upon the filing of a certificate of reinstatement, a series shall
8 be reinstated with the same force and effect as if its certificate of
9 designation had not been canceled pursuant to K.S.A. 17-76,139, and
10 amendments thereto. Such reinstatement shall validate all contracts,
11 acts, matters and things made, done and performed by the series, its
12 members, managers, employees and agents during the time when its
13 certificate of designation was canceled pursuant to K.S.A. 17-76,139,
14 and amendments thereto, with the same force and effect and to all
15 intents and purposes as if the certificate of designation had remained
16 in full force and effect. All real and personal property, and all rights
17 and interests, that belonged to the series at the time its certificate of
18 designation was canceled pursuant to K.S.A. 17-76,139, and
19 amendments thereto, or were acquired by the series following the
20 cancellation of its certificate of designation pursuant to K.S.A. 17-
21 76,139, and amendments thereto, and were not disposed of prior to the
22 time of its reinstatement, shall be vested in the series after its
23 reinstatement as fully as they were held by the series at, and after, as
24 the case may be, the time its certificate of designation was canceled
25 pursuant to K.S.A. 17-76,139, and amendments thereto. After its
26 reinstatement, the series shall be as exclusively liable for all contracts,
27 acts, matters and things made, done or performed in its name and on
28 its behalf by its members, managers, employees and agents prior to its
29 reinstatement as if its certificate of designation had at all times
30 remained in full force and effect.

31 (d) This section shall take effect on and after July 1, ~~2020~~ 2022.

32 Sec. 32. On and after July 1, 2022, K.S.A. 2019 Supp. 17-76,147,
33 as amended by section 31 of this act, is hereby amended to read as
34 follows: 17-76,147. (a) A series whose certificate of designation has
35 been canceled pursuant to K.S.A. 17-76,139, and amendments thereto,
36 may be reinstated by filing in the office of the secretary of state a
37 certificate of reinstatement accompanied by the payment of the fee
38 required by K.S.A. 17-76,136(d), and amendments thereto, and
39 payment of the ~~annual report~~ fee due under K.S.A. 17-76,139~~(e)(f)~~, and
40 amendments thereto, and all penalties and interest thereon due at the
41 time of the cancellation of its certificate of designation. The certificate
42 of reinstatement shall set forth:

43 (1) The name of the limited liability company at the time the

1 certificate of designation was canceled and, if such name has changed,
2 the name of the limited liability company at the time of reinstatement
3 of the series;

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

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

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

12 (b) The certificate of reinstatement shall be deemed to be an
13 amendment to the certificate of designation, and no further actions
14 shall be required to amend its certificate of designation under K.S.A.
15 2019 Supp. 17-76,143(d)(3), and amendments thereto, with respect to
16 the matters set forth in the certificate of reinstatement.

17 (c) Upon the filing of a certificate of reinstatement, a series shall
18 be reinstated with the same force and effect as if its certificate of
19 designation had not been canceled pursuant to K.S.A. 17-76,139, and
20 amendments thereto. Such reinstatement shall validate all contracts,
21 acts, matters and things made, done and performed by the series, its
22 members, managers, employees and agents during the time when its
23 certificate of designation was canceled pursuant to K.S.A. 17-76,139,
24 and amendments thereto, with the same force and effect and to all
25 intents and purposes as if the certificate of designation had remained
26 in full force and effect. All real and personal property, and all rights
27 and interests, that belonged to the series at the time its certificate of
28 designation was canceled pursuant to K.S.A. 17-76,139, and
29 amendments thereto, or were acquired by the series following the
30 cancellation of its certificate of designation pursuant to K.S.A. 17-
31 76,139, and amendments thereto, and were not disposed of prior to the
32 time of its reinstatement, shall be vested in the series after its
33 reinstatement as fully as they were held by the series at, and after, as
34 the case may be, the time its certificate of designation was canceled
35 pursuant to K.S.A. 17-76,139, and amendments thereto. After its
36 reinstatement, the series shall be as exclusively liable for all contracts,
37 acts, matters and things made, done or performed in its name and on
38 its behalf by its members, managers, employees and agents prior to its
39 reinstatement as if its certificate of designation had at all times
40 remained in full force and effect.

41 (d) This section shall take effect on and after July 1, 2022.

42 Sec. 33. K.S.A. 2019 Supp. 17-78-601 is hereby amended to read
43 as follows: 17-78-601. (a) When any provision of this act requires any

1 instrument to be filed with the secretary of state, such instrument shall
2 be filed in accordance with this section:

3 (1) The document shall contain the information required by this
4 act;

5 (2) the document shall be in a record;

6 (3) the document shall be in the English language, but the name
7 of an entity need not be in English if written in English letters or
8 Arabic or Roman numerals;

9 (4) the document shall be signed:

10 (A) By an officer of a domestic or foreign corporation;

11 (B) by a person authorized by a domestic or foreign entity that is
12 not a corporation; or

13 (C) if the entity is in the hands of a receiver, trustee or other
14 court-appointed fiduciary, by that person;

15 (5) the instrument shall state the name and capacity of the person
16 that signed it;

17 (6) any signature on instruments authorized to be filed with the
18 secretary of state under this act may be a facsimile, *an electronic*
19 *signature*, a conformed signature or an electronically transmitted
20 signature. The execution of any instrument required to be filed with
21 the secretary of state shall constitute an oath or affirmation, under the
22 penalties of perjury, that the facts stated in the instrument are true;
23 and

24 (7) the instrument shall be delivered to the office of the secretary
25 of state for filing. Delivery may be made by electronic transmission if
26 and to the extent permitted by the secretary of state.

27 (b) When a document is delivered to the office of the secretary of
28 state for filing, the correct filing fee and any tax, fee or penalty
29 required to be paid by this act or other law shall be paid. The
30 secretary of state shall establish by rule and regulation the filing fees
31 for instruments filed pursuant to this act.

32 (c) Upon delivery of the instrument and upon tender of the
33 required fees and any taxes:

34 (1) The secretary of state shall certify that the instrument has
35 been filed in the office of secretary of state by endorsing upon the
36 original signed instrument the word "Filed" and the date and hour of
37 its filing. This endorsement is the "filing date" of the instrument and
38 is conclusive of the date and time of its filing in the absence of actual
39 fraud. The secretary of state shall thereupon record the endorsed
40 instrument in an electronic medium; and

41 (2) the secretary of state shall return a certified copy of the
42 recorded instrument.

43 (d) Any instrument filed in accordance with this section shall be

1 effective upon its filing date unless a later effective date, not to exceed
2 90 days from the date of filing, was specified in the instrument.

3 (e) If any instrument authorized to be filed with the secretary of
4 state is filed and is inaccurately, defectively or erroneously executed or
5 otherwise defective in any respect, the secretary of state shall not be
6 liable to any person for the preclearance for filing, the acceptance for
7 filing or the filing and indexing such instrument.

8 (f) Whenever a provision of this act permits any of the terms of
9 an agreement or a filed document to be dependent on facts objectively
10 ascertainable outside the agreement or filed document, the following
11 rules apply:

12 (1) The manner in which the facts will operate upon the terms of
13 the agreement or filed document must be set forth in the agreement or
14 filed document;

15 (2) the facts may include, but are not limited to:

16 (A) Any of the following that is available in a nationally
17 recognized news or information medium either in print or
18 electronically, statistical or market indices, market prices of any
19 security or group of securities, interest rates, currency exchange rates
20 or similar economic or financial data;

21 (B) a determination or action by any person or body, including
22 the entity or any other party to an agreement or filed document; or

23 (C) the terms of, or actions taken under, an agreement to which
24 the entity is a party or any other agreement or document;

25 (3) in this subsection, "filed document" means a document filed
26 with the secretary of state under this act. The following provisions of
27 an agreement or filed document may not be made dependent on facts
28 outside the agreement or filed document:

29 (A) The name and address of any person required in a filed
30 document;

31 (B) the registered office of any entity required in a filed
32 document;

33 (C) the resident agent of any entity required in a filed document;

34 (D) the number of authorized shares and designation of each class
35 or series of shares of a corporation;

36 (E) the effective date of a filed document; and

37 (F) any required statement in a filed document of the manner in
38 which that approval was given;

39 (4) if a provision of a filed document is made dependent on a fact
40 ascertainable outside of the filed document and that fact is not
41 ascertainable by reference to a source described in subsection (c)(2)(A)
42 or a document that is a matter of public record, or if the affected
43 interest holders have not received notice of the fact from the entity, the

1 **entity shall file with the secretary of state a certificate of amendment**
2 **setting forth the fact promptly after the fact referred to is first**
3 **ascertainable or thereafter changes.**

4 ~~Sec. 25-24.~~ **34. On and after July 1, 2022**, K.S.A. 2019 Supp. 17-
5 7904 is hereby amended to read as follows: 17-7904. The following
6 documents related to limited liability companies shall be filed with the
7 secretary of state:

8 (a) Articles of organization as set forth in K.S.A. 17-7673 and K.S.A.
9 2019 Supp. 17-7673a, and amendments thereto;

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

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

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

16 (e) foreign series limited liability company application for admission
17 to transact business as set forth in K.S.A. 2019 Supp. 17-7931 and K.S.A.
18 2019 Supp. 17-76,143, and amendments thereto;

19 (f) ~~annual business entity information~~ report as set forth in K.S.A. 17-
20 76,139, and amendments thereto;

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

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

25 (i) series certificate of designation as set forth in K.S.A. 2019 Supp.
26 17-76,143, and amendments thereto;

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

30 (k) certificate of correction as set forth in K.S.A. 2019 Supp. 17-
31 7912, and amendments thereto;

32 (l) foreign certificate of correction as set forth in K.S.A. 2019 Supp.
33 17-7912, and amendments thereto;

34 (m) change of registered office or resident agent as set forth in K.S.A.
35 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and amendments
36 thereto;

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

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

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

1 *thereto*;

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

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

6 ~~Sec. 26-25.~~ **35. On and after July 1, 2022**, K.S.A. 2019 Supp. 17-
7 7905 is hereby amended to read as follows: 17-7905. ~~(a)~~ The following
8 documents related to limited partnerships shall be filed with the secretary
9 of state:

10 ~~(1)~~(a) Certificate of limited partnership as set forth in K.S.A. 56-
11 1a151, and amendments thereto;

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

14 ~~(3)~~(c) ~~annual~~ *business entity information* report as set forth in K.S.A.
15 56-1a606 and 56-1a607, and amendments thereto;

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

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

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

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

25 ~~(8)~~(h) mergers as set forth in K.S.A. 2019 Supp. 17-78,201 through
26 17-78,206, and amendments thereto;

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

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

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

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

34 ~~Sec. 27-26.~~ **36. On and after July 1, 2022**, K.S.A. 2019 Supp. 17-
35 7906 is hereby amended to read as follows: 17-7906. ~~(a)~~ The following
36 documents related to limited liability partnerships shall be filed with the
37 secretary of state:

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

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

42 ~~(3)~~(c) ~~annual~~ *business entity information* report as set forth in K.S.A.
43 56a-1201 and 56a-1202, and amendments thereto;

1 ~~(4)(d)~~ amendment to statement of qualification as set forth in K.S.A.
2 56a-105, and amendments thereto;

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

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

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

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

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

14 ~~(10)(j)~~ statement of dissolution as set forth in K.S.A. 56a-105 and
15 56a-805, and amendments thereto; and

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

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

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

22 ~~(a) The original signed document shall be delivered to the office of~~
23 ~~the secretary of state, where the document shall be recorded in an~~
24 ~~electronic medium. Any signature on documents authorized to be filed~~
25 ~~with the secretary of state under the provisions of this act may be a~~
26 ~~facsimile, a conformed signature or an electronically transmitted signature;~~

27 ~~(b) all taxes and fees authorized by law to be collected by the~~
28 ~~secretary of state in connection with the filing of the document shall be~~
29 ~~tendered to the secretary of state;~~

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

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

1 ~~(e) A person who executes any document required by this act to be~~
2 ~~filed with the secretary of state, including a person who executes such~~
3 ~~document as an agent or fiduciary, shall not be required to exhibit evidence~~
4 ~~of the person's authority as a prerequisite to filing such documents with the~~
5 ~~secretary of state.~~

6 **Sec. 37. K.S.A. 2019 Supp. 17-7910 is hereby amended to read as**
7 **follows: 17-7910. When any document is required by this act to be**
8 **filed with the secretary of state, such requirement means that:**

9 **(a) The original signed document shall be delivered to the office**
10 **of the secretary of state, where the document shall be recorded in an**
11 **electronic medium. Any signature on documents authorized to be filed**
12 **with the secretary of state under the provisions of this act may be a**
13 **facsimile, a conformed signature, an *electronic signature* or an**
14 **electronically transmitted signature;**

15 **(b) all taxes and fees authorized by law to be collected by the**
16 **secretary of state in connection with the filing of the document shall be**
17 **tendered to the secretary of state;**

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

29 **(d) the secretary of state shall return a certified copy of the**
30 **recorded document to the person who filed the document or that**
31 **person's representative, except this provision shall not apply to annual**
32 **reports.**

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

38 **Sec. 38. On and after July 1, 2020, K.S.A. 2019 Supp. 17-7910, as**
39 **amended by section 38 of this act, is hereby amended to read as**
40 **follows: 17-7910. When any document is required by this act to be**
41 **filed with the secretary of state, such requirement means that:**

42 **(a) The original signed document shall be delivered to the office**
43 **of the secretary of state, where the document shall be recorded in an**

1 electronic medium. Any signature on documents authorized to be filed
2 with the secretary of state under the provisions of this act may be a
3 facsimile, a conformed signature, an electronic signature or an
4 electronically transmitted signature;

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

8 (c) upon delivery of the document, and upon tender of the
9 required taxes and fees, the secretary of state shall, if the secretary of
10 state finds that the document conforms to law, certify that the
11 document has been filed in the office of the secretary of state by
12 endorsing upon the electronically recorded document the word
13 "Filed" and the date and hour of its filing. This endorsement is the
14 "filing date" of the document and is conclusive of the date and time of
15 its filing in the absence of actual fraud. The secretary of state shall
16 thereupon record the endorsed document in an electronic medium and
17 that electronic document shall become the original document; and

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

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

27 Sec. 39. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7918 is
28 hereby amended to read as follows: 17-7918. (a) Except as otherwise
29 provided in subsection (b), the names of all covered entities, except for
30 banks, savings and loan associations and savings banks, must be
31 distinguishable on the records of the office of the secretary of state
32 from:

33 (1) The name of any other covered entity or foreign covered
34 entity;

35 (2) the name of any non-covered entity, other than a general
36 partnership, that has filed with the office of the secretary of state,
37 including a series of a limited liability company for which a certificate of
38 designation has been filed;

39 (3) any entity name reserved pursuant to K.S.A. 2019 Supp. 17-
40 7923, and amendments thereto; and

41 (4) the name of any other covered entity, *series of a limited liability*
42 *company* or foreign covered entity whose public organic documents,
43 *certificate of designation* or foreign registration has been canceled or

1 forfeited for any reason within the previous one year.

2 (b) A covered entity may register under any name that is not
3 distinguishable on the records of the office of the secretary of state
4 from the name of any other covered entity or non-covered entity that
5 has filed with the office of the secretary of state with the written
6 consent of the other entity, which written consent shall be filed with
7 the secretary of state.

8 (c) A covered entity may use a name that is not distinguishable
9 from a name described in subsection (a)(1) through (3) if the entity
10 delivers to the secretary of state a certified copy of a final judgment of
11 a court of competent jurisdiction establishing the right of the entity to
12 use the name in this state.

13 **Sec. 40. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7923 is**
14 **hereby amended to read as follows: 17-7923. (a) The exclusive right to**
15 **the use of an entity name or, as applicable, the name of a series of a**
16 **limited liability company, may be reserved by:**

17 (1) Any person intending to organize a covered entity under the
18 laws of this state;

19 (2) *any domestic limited liability company or any person intending to*
20 *organize a domestic limited liability company, intending to file a*
21 *certificate of designation to form a series of any such limited liability*
22 *company;*

23 (3) **any domestic covered entity intending to change its name or**
24 *intending to change the name of a series for which a certificate of*
25 *designation has been filed;*

26 ~~(3)~~(4) **any foreign covered entity intending to make application**
27 **for a certificate of authority to transact business in this state;**

28 ~~(4)~~(5) **any foreign covered entity authorized to transact business**
29 **in this state, and intending to change its name; and**

30 ~~(5)~~(6) **any person intending to organize a foreign covered entity,**
31 **and intending to have such entity make application for a certificate of**
32 **authority to transact business in this state.**

33 (b) The reservation shall be made by filing with the secretary of
34 state an application to reserve a specific covered entity name *or the*
35 *name of a series of a domestic limited liability company, executed by the*
36 **applicant. The reservation may be filed by telefacsimile**
37 **communication as prescribed by K.S.A. 2019 Supp. 17-7914, and**
38 **amendments thereto. If the secretary of state finds that the name is**
39 **available, the secretary of state shall reserve the same for the exclusive**
40 **use of the applicant for a period of 120 days.**

41 (c) **The right to exclusive use of a specified entity name or the**
42 **name of a series of a domestic limited liability company, reserved**
43 **pursuant to this section, may be transferred to any other person or**

1 covered entity by filing in the office of the secretary of state, a notice
2 of such transfer, executed by the applicant for whom the name was
3 reserved, and specifying the name and address of the transferee.

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

5 **Sec. 41. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7933 is**
6 **hereby amended to read as follows: 17-7933. (a) Except as otherwise**
7 **provided in subsection (b), the names of all foreign covered entities**
8 **must be distinguishable on the records of the office of the secretary of**
9 **state from:**

10 (1) The name of any covered entity or foreign covered entity;

11 (2) the name of any non-covered entity, other than a general
12 partnership, that has filed with the secretary of state, *including a series*
13 *of a limited liability company for which a certificate of designation has*
14 *been filed;*

15 (3) any entity name reserved pursuant to K.S.A. 2019 Supp. 17-
16 7923, and amendments thereto; and

17 (4) the name of any other covered entity, *series of a limited liability*
18 *company or foreign covered entity whose public organic document,*
19 *certificate of designation or foreign registration has been canceled or*
20 *forfeited for any reason within the previous one year.*

21 (b) A foreign covered entity may register under any name that is
22 not distinguishable on the records of the office of the secretary of state
23 from the name of any other covered entity or non-covered entity that
24 has filed with the office of the secretary of state:

25 (1) With the written consent of the other entity, which written
26 consent shall be filed with the secretary of state; or

27 (2) if the foreign covered entity indicates, as a means of
28 identification and in its advertising within this state, the state in which
29 the foreign covered entity was formed, and the application sets forth
30 this condition.

31 ~~Sec. 29-28. 42.~~ **On and after July 1, 2022, K.S.A. 2019 Supp. 17-**
32 **7936 is hereby amended to read as follows: 17-7936. (a) A foreign covered**
33 **entity may cancel its registration by filing with the secretary of state a**
34 **certificate of cancellation executed by an authorized person, together with**
35 **a fee if authorized by law, as provided by K.S.A. 2019 Supp. 17-7910, and**
36 **amendments thereto, and the annual business entity information report and**
37 **annual report required fee for any tax period which has ended. The**
38 **certificate of cancellation shall state that the foreign covered entity**
39 **surrenders its authority to transact business in the state of Kansas and**
40 **withdraws therefrom. The certificate of cancellation shall provide the**
41 **address to which the secretary of state may mail any process against the**
42 **foreign covered entity that may be served upon the secretary of state. A**
43 **cancellation does not terminate the authority of the secretary of state to**

1 accept service of process on the foreign covered entity with respect to
2 causes of action arising out of the doing of business in the state of Kansas.

3 (b) The filing of a certificate of dissolution or certificate of
4 cancellation issued by the proper official of the state or other jurisdiction
5 in which a foreign covered entity is organized shall have the same effect as
6 the filing of a certificate of cancellation as provided for in subsection (a)
7 above.

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

9 **Sec. 43. K.S.A. 2019 Supp. 45-229 is hereby amended to read as**
10 **follows: 45-229. (a) It is the intent of the legislature that exceptions to**
11 **disclosure under the open records act shall be created or maintained**
12 **only if:**

13 (1) The public record is of a sensitive or personal nature
14 concerning individuals;

15 (2) the public record is necessary for the effective and efficient
16 administration of a governmental program; or

17 (3) the public record affects confidential information.

18 The maintenance or creation of an exception to disclosure must be
19 compelled as measured by these criteria. Further, the legislature finds
20 that the public has a right to have access to public records unless the
21 criteria in this section for restricting such access to a public record are
22 met and the criteria are considered during legislative review in
23 connection with the particular exception to disclosure to be significant
24 enough to override the strong public policy of open government. To
25 strengthen the policy of open government, the legislature shall
26 consider the criteria in this section before enacting an exception to
27 disclosure.

28 (b) Subject to the provisions of subsections (g) and (h), any new
29 exception to disclosure or substantial amendment of an existing
30 exception shall expire on July 1 of the fifth year after enactment of the
31 new exception or substantial amendment, unless the legislature acts to
32 continue the exception. A law that enacts a new exception or
33 substantially amends an existing exception shall state that the
34 exception expires at the end of five years and that the exception shall
35 be reviewed by the legislature before the scheduled date.

36 (c) For purposes of this section, an exception is substantially
37 amended if the amendment expands the scope of the exception to
38 include more records or information. An exception is not substantially
39 amended if the amendment narrows the scope of the exception.

40 (d) This section is not intended to repeal an exception that has
41 been amended following legislative review before the scheduled repeal
42 of the exception if the exception is not substantially amended as a
43 result of the review.

1 (e) In the year before the expiration of an exception, the revisor of
2 statutes shall certify to the president of the senate and the speaker of
3 the house of representatives, by July 15, the language and statutory
4 citation of each exception that will expire in the following year that
5 meets the criteria of an exception as defined in this section. Any
6 exception that is not identified and certified to the president of the
7 senate and the speaker of the house of representatives is not subject to
8 legislative review and shall not expire. If the revisor of statutes fails to
9 certify an exception that the revisor subsequently determines should
10 have been certified, the revisor shall include the exception in the
11 following year's certification after that determination.

12 (f) "Exception" means any provision of law that creates an
13 exception to disclosure or limits disclosure under the open records act
14 pursuant to K.S.A. 45-221, and amendments thereto, or pursuant to
15 any other provision of law.

16 (g) A provision of law that creates or amends an exception to
17 disclosure under the open records law shall not be subject to review
18 and expiration under this act if such provision:

19 (1) Is required by federal law;

20 (2) applies solely to the legislature or to the state court system;

21 (3) has been reviewed and continued in existence twice by the
22 legislature; or

23 (4) has been reviewed and continued in existence by the
24 legislature during the 2013 legislative session and thereafter.

25 (h) (1) The legislature shall review the exception before its
26 scheduled expiration and consider as part of the review process the
27 following:

28 (A) What specific records are affected by the exception;

29 (B) whom does the exception uniquely affect, as opposed to the
30 general public;

31 (C) what is the identifiable public purpose or goal of the
32 exception;

33 (D) whether the information contained in the records may be
34 obtained readily by alternative means and how it may be obtained;

35 (2) an exception may be created or maintained only if it serves an
36 identifiable public purpose and may be no broader than is necessary
37 to meet the public purpose it serves. An identifiable public purpose is
38 served if the legislature finds that the purpose is sufficiently
39 compelling to override the strong public policy of open government
40 and cannot be accomplished without the exception and if the
41 exception:

42 (A) Allows the effective and efficient administration of a
43 governmental program that would be significantly impaired without

1 the exception;

2 (B) protects information of a sensitive personal nature concerning
3 individuals, the release of such information would be defamatory to
4 such individuals or cause unwarranted damage to the good name or
5 reputation of such individuals or would jeopardize the safety of such
6 individuals. Only information that would identify the individuals may
7 be excepted under this paragraph; or

8 (C) protects information of a confidential nature concerning
9 entities, including, but not limited to, a formula, pattern, device,
10 combination of devices, or compilation of information that is used to
11 protect or further a business advantage over those who do not know or
12 use it, if the disclosure of such information would injure the affected
13 entity in the marketplace.

14 (3) Records made before the date of the expiration of an
15 exception shall be subject to disclosure as otherwise provided by law.
16 In deciding whether the records shall be made public, the legislature
17 shall consider whether the damage or loss to persons or entities
18 uniquely affected by the exception of the type specified in paragraph
19 (2)(B) or (2)(C) would occur if the records were made public.

20 (i) (1) Exceptions contained in the following statutes as continued
21 in existence in section 2 of chapter 126 of the 2005 Session Laws of
22 Kansas and that have been reviewed and continued in existence twice
23 by the legislature as provided in subsection (g) are hereby continued in
24 existence: 1-401, 2-1202, 5-512, 9-1137, 9-1712, 9-2217, 10-630, 11-306,
25 12-189, 12-1,108, 12-1694, 12-1698, 12-2819, 12-4516, 16-715, 16a-2-
26 304, 17-1312e, 17-2227, 17-5832, 17-7511, ~~17-7514~~, 17-76,139, 19-4321,
27 21-2511, 22-3711, 22-4707, 22-4909, 22a-243, 22a-244, 23-605, 23-9,312,
28 25-4161, 25-4165, 31-405, 34-251, 38-2212, 39-709b, 39-719e, 39-934,
29 39-1434, 39-1704, 40-222, 40-2,156, 40-2c20, 40-2c21, 40-2d20, 40-
30 2d21, 40-409, 40-956, 40-1128, 40-2807, 40-3012, 40-3304, 40-3308, 40-
31 3403b, 40-3421, 40-3613, 40-3805, 40-4205, 44-510j, 44-550b, 44-594,
32 44-635, 44-714, 44-817, 44-1005, 44-1019, 45-221(a)(1) through (43),
33 46-256, 46-259, 46-2201, 47-839, 47-844, 47-849, 47-1709, 48-1614, 49-
34 406, 49-427, 55-1,102, 58-4114, 59-2135, 59-2802, 59-2979, 59-29b79,
35 60-3333, 60-3336, 65-102b, 65-118, 65-119, 65-153f, 65-170g, 65-177,
36 65-1,106, 65-1,113, 65-1,116, 65-1,157a, 65-1,163, 65-1,165, 65-1,168,
37 65-1,169, 65-1,171, 65-1,172, 65-436, 65-445, 65-507, 65-525, 65-531,
38 65-657, 65-1135, 65-1467, 65-1627, 65-1831, 65-2422d, 65-2438, 65-
39 2836, 65-2839a, 65-2898a, 65-3015, 65-3447, 65-34,108, 65-34,126, 65-
40 4019, 65-4922, 65-4925, 65-5602, 65-5603, 65-6002, 65-6003, 65-6004,
41 65-6010, 65-67a05, 65-6803, 65-6804, 66-101c, 66-117, 66-151, 66-1,190,
42 66-1,203, 66-1220a, 66-2010, 72-996, 72-4311, 72-4452, 72-5214, 72-
43 53,106, 72-5427, 72-8903, 73-1228, 74-2424, 74-2433f, 74-4905, 74-

1 4909, 74-50,131, 74-5515, 74-7308, 74-7338, 74-8104, 74-8307, 74-8705,
2 74-8804, 74-9805, 75-104, 75-712, 75-7b15, 75-1267, 75-2943, 75-4332,
3 75-4362, 75-5133, 75-5266, 75-5665, 75-5666, 75-7310, 76-355, 76-359,
4 76-493, 76-12b11, 76-3305, 79-1119, 79-1437f, 79-3234, 79-3395, 79-
5 3420, 79-3499, 79-34,113, 79-3614, 79-3657, 79-4301 and 79-5206.

6 (2) Exceptions contained in the following statutes as certified by
7 the revisor of statutes to the president of the senate and the speaker of
8 the house of representatives pursuant to subsection (e) and that have
9 been reviewed during the 2015 legislative session and continued in
10 existence by the legislature as provided in subsection (g) are hereby
11 continued in existence: 17-2036, 40-5301, 45-221(a)(45), (46) and (49),
12 48-16a10, 58-4616, 60-3351, 72-972a, 74-50,217 and 75-53,105.

13 (j) (1) Exceptions contained in the following statutes as continued
14 in existence in section 1 of chapter 87 of the 2006 Session Laws of
15 Kansas and that have been reviewed and continued in existence twice
16 by the legislature as provided in subsection (g) are hereby continued in
17 existence: 1-501, 9-1303, 12-4516a, 39-970, 65-525, 65-5117, 65-6016,
18 65-6017 and 74-7508.

19 (2) Exceptions contained in the following statutes as certified by
20 the revisor of statutes to the president of the senate and the speaker of
21 the house of representatives pursuant to subsection (e) during 2015
22 and that have been reviewed during the 2016 legislative session are
23 hereby continued in existence: 12-5611, 22-4906, 22-4909, 38-2310, 38-
24 2311, 38-2326, 40-955, 44-1132, 45-221(a)(10)(F) and (a)(50), 60-3333,
25 65-4a05, 65-445(g), 65-6154, 71-218, 75-457, 75-712c, 75-723 and 75-
26 7c06.

27 (k) Exceptions contained in the following statutes as certified by
28 the revisor of statutes to the president of the senate and the speaker of
29 the house of representatives pursuant to subsection (e) and that have
30 been reviewed during the 2014 legislative session and continued in
31 existence by the legislature as provided in subsection (g) are hereby
32 continued in existence: 1-205, 2-2204, 8-240, 8-247, 8-255c, 8-1324, 8-
33 1325, 12-17,150, 12-2001, 17-12a607, 38-1008, 38-2209, 40-5006, 40-
34 5108, 41-2905, 41-2906, 44-706, 44-1518, 45-221(a)(44), (45), (46), (47)
35 and (48), 50-6a11, ~~56-1a610, 56a-1204~~, 65-1,243, 65-16,104, 65-3239,
36 74-50,184, 74-8134, 74-99b06, 77-503a and 82a-2210.

37 (l) Exceptions contained in the following statutes as certified by
38 the revisor of statutes to the president of the senate and the speaker of
39 the house of representatives pursuant to subsection (e) during 2016
40 and that have been reviewed during the 2017 legislative session are
41 hereby continued in existence: 12-5711, 21-2511, 22-4909, 38-2313, 45-
42 221(a)(51) and (52), 65-516, 65-1505, 74-2012, 74-5607, 74-8745, 74-
43 8752, 74-8772, 75-7d01, 75-7d05, 75-5133, 75-7427 and 79-3234.

1 (m) Exceptions contained in the following statutes as certified by
 2 the revisor of statutes to the president of the senate and the speaker of
 3 the house of representatives pursuant to subsection (e) during 2012
 4 and that have been reviewed during the 2013 legislative session and
 5 continued in existence by the legislature as provided in subsection (g)
 6 are hereby continued in existence: 12-5811, 40-222, 40-223j, 40-5007a,
 7 40-5009a, 40-5012a, 65-1685, 65-1695, 65-2838a, 66-1251, 66-1805, 72-
 8 60c01, 75-712 and 75-5366.

9 (n) Exceptions contained in the following statutes as certified by
 10 the revisor of statutes to the president of the senate and the speaker of
 11 the house of representatives pursuant to subsection (e) and that have
 12 been reviewed during the 2018 legislative session are hereby continued
 13 in existence: 9-513c(c)(2), 39-709, 45-221(a)(26), (53) and (54), 65-6832,
 14 65-6834, 75-7c06 and 75-7c20.

15 (o) Exceptions contained in the following statutes as certified by
 16 the revisor of statutes to the president of the senate and the speaker of
 17 the house of representatives pursuant to subsection (e) that have been
 18 reviewed during the 2019 legislative session are hereby continued in
 19 existence: 21-2511(h)(2), 21-5905(a)(7), 22-2302(b) and (c), 22-2502(d)
 20 and (e), 40-222(k)(7), 44-714(e), 45-221(a)(55), 46-1106(g) regarding
 21 46-1106(i), 65-2836(i), 65-2839a(c), 65-2842(d), 65-28a05(n), article
 22 6(d) of 65-6230, 72-6314(a) and 74-7047(b).

23 Sec. ~~30-29~~ 44. On and after July 1, 2022, K.S.A. 53-601 is hereby
 24 amended to read as follows: 53-601. (a) Except as provided by subsection
 25 (b), whenever a law of this state or any rules and regulations, order or
 26 requirement adopted or issued thereunder requires or permits a matter to
 27 be supported, evidenced, established or proved by the sworn written
 28 declaration, verification, certificate, statement, oath or affidavit of a
 29 person, such matter may be supported, evidenced, established or proved
 30 with the same force and effect by the unsworn written declaration,
 31 verification, certificate or statement dated and subscribed by the person as
 32 true, under penalty of perjury, in substantially the following form:

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

36 _____(Signature)"

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

40 _____(Signature)"

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

43 (1) An oath of office.

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

3 (3) An oath of a testator or witnesses as required for wills, codicils,
4 revocations of wills and codicils and republications of wills and codicils.

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

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

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

20 **Sec. 45. K.S.A. 56-1a151 is hereby amended to read as follows:**
21 **56-1a151. (a) In order to form a limited partnership, a certificate of**
22 **limited partnership must be executed and filed in the office of the**
23 **secretary of state. Such certificate shall set forth:**

24 (1) **The name of the limited partnership;**

25 (2) **the address of the registered office and the name and address**
26 **of the resident agent for service of process required to be maintained**
27 **by K.S.A. 56-1a104 2019 Supp. 17-7925, and amendments thereto;**

28 (3) **the name and the business or residence address of each**
29 **general partner;**

30 (4) **the latest date upon which the limited partnership is to**
31 **dissolve; and**

32 (5) **any other matters the general partners determine to include in**
33 **the certificate.**

34 (b) **A limited partnership is formed at the time of the filing of the**
35 **initial certificate of limited partnership in the office of the secretary of**
36 **state or at any later time specified in the certificate of limited**
37 **partnership if, in either case, there has been substantial compliance**
38 **with the requirements of this section.**

39 ~~Sec. 31-30.~~ **46. On and after July 1, 2022, K.S.A. 56-1a605 is**
40 **hereby amended to read as follows: 56-1a605. (a) The secretary of state**
41 **shall charge each domestic and foreign limited partnership the following**
42 **fees:**

43 (1) **For issuing or filing and indexing any of the documents described**

1 below, a fee of \$20:

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

3 (B) a restated certificate of limited partnership;

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

5 (D) a certificate of change of location of registered office or
6 registered agent; and

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

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

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

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

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

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

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

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

37 ~~Sec. 32-31.~~ **47. On and after July 1, 2022**, K.S.A. 2019 Supp. 56-
38 1a606 is hereby amended to read as follows: 56-1a606. (a) Every limited
39 partnership organized under the laws of this state shall make ~~an annual~~ *a*
40 *written business entity information* report ~~in writing~~ to the secretary of
41 state, stating the prescribed information concerning the limited partnership
42 at the close of business on the last day of its tax period next preceding the
43 date of filing. If the limited partnership's tax period is other than the

1 calendar year, it shall give notice of its different tax period to the secretary
2 of state prior to December 31 of the year it commences the different tax
3 period.

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

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

23 (1) The name of the limited partnership; and

24 (2) a list of the partners owning at least 5% of the capital of the
25 partnership, with the address of each.

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

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

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

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

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

1 *included in the report.*

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

23 ~~Sec. 33-32~~ **48. On and after July 1, 2022**, K.S.A. 2019 Supp. 56-
 24 1a607 is hereby amended to read as follows: 56-1a607. (a) Every foreign
 25 limited partnership shall make ~~an annual~~ *a written business entity*
 26 *information* report ~~in writing~~ to the secretary of state, stating the
 27 prescribed information concerning the limited partnership at the close of
 28 business on the last day of its tax period next preceding the date of filing.
 29 If the limited partnership's tax period is other than the calendar year, it
 30 shall give notice of its different tax period to the secretary of state prior to
 31 December 31 of the year it commences the different tax period.

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

1 ~~shall be filed on the same date prescribed by law for filing the foreign-~~
2 ~~limited partnership's annual Kansas income tax return in the year the~~
3 ~~report is due according to the notice. A change in the time for filing~~
4 ~~reports under this section shall become effective on the first day of the tax~~
5 ~~period immediately following receipt of the notice of such change by the~~
6 ~~secretary of state.~~

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

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

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

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

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

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

29 (e)(g) The provisions of K.S.A. 17-7509, and amendments thereto,
30 relating to penalties for failure of a corporation to file ~~an annual~~ a business
31 entity information report or pay the required ~~annual report~~ fee, and the
32 provisions of K.S.A. 17-7510(b), and amendments thereto, relating to
33 forfeiture of a foreign corporation's authority to do business in this state
34 for failure to file ~~an annual~~ a business entity information report or pay the
35 required ~~annual report~~ fee, shall be applicable to the authority of any
36 foreign limited partnership which fails to file its ~~annual~~ business entity
37 information report or pay the ~~annual report~~ required fee within 90 days of
38 the time prescribed in this section for filing and paying the same or, in the
39 case of ~~an annual~~ a report filing and fee received by mail, postmarked
40 within 90 days of the time prescribed in this section for filing and paying
41 the same. Whenever the authority of a foreign limited partnership to do
42 business in this state is forfeited for failure to file ~~an annual~~ a business
43 entity information report or to pay the required ~~annual report~~ fee, the

1 foreign limited partnership's authority to do business in this state may be
2 reinstated by filing a certificate of reinstatement, in the manner and form
3 to be prescribed by the secretary of state and paying to the secretary of
4 state all fees, including any penalties thereon, due to the state. The fee for
5 filing a certificate of reinstatement shall be the same as that prescribed by
6 K.S.A. 17-7506, and amendments thereto, for filing a certificate of
7 reinstatement of a corporation's articles of incorporation.

8 **Sec. 49. K.S.A. 56a-101 is hereby amended to read as follows:**
9 **56a-101. In this act:**

10 (a) **"Business" includes every trade, occupation, and profession.**

11 (b) **"Debtor in bankruptcy" means a person who is the subject of:**

12 (1) **An order for relief under title 11 of the United States code or a**
13 **comparable order under a successor statute of general application; or**

14 (2) **a comparable order under federal, state, or foreign law**
15 **governing insolvency.**

16 (c) **"Distribution" means a transfer of money or other property**
17 **from a partnership to a partner in the partner's capacity as a partner**
18 **or to the partner's transferee.**

19 (d) **"Foreign limited liability partnership" means a partnership**
20 **that:**

21 (1) **Is formed under laws other than the laws of this state; and**

22 (2) **has the status of a limited liability partnership under those**
23 **laws.**

24 (e) **"Limited liability partnership" means a partnership that has**
25 **filed a statement of qualification under K.S.A. 56a-1001, and**
26 **amendments thereto, and does not have a similar statement in effect in**
27 **any other jurisdiction.**

28 (f) **"Partnership" means an association of two or more persons to**
29 **carry on as co-owners a business for profit formed under K.S.A. 56a-**
30 **202, and amendments thereto, predecessor law, or comparable law of**
31 **another jurisdiction.**

32 (g) **"Partnership agreement" means the agreement, whether**
33 **written, oral, or implied, among the partners concerning the**
34 **partnership, including amendments to the partnership agreement.**

35 (h) **"Partnership at will" means a partnership in which the**
36 **partners have not agreed to remain partners until the expiration of a**
37 **definite term or the completion of a particular undertaking.**

38 (i) **"Partnership interest" or "partner's interest in the**
39 **partnership" means all of a partner's interests in the partnership,**
40 **including the partner's transferable interest and all management and**
41 **other rights.**

42 (j) **"Person" means an individual, corporation, business trust,**
43 **estate, trust, partnership, association, joint venture, government,**

1 governmental subdivision, agency, or instrumentality, or any other
2 legal or commercial entity.

3 (k) "Property" means all property, real, personal, or mixed,
4 tangible or intangible, or any interest therein.

5 (l) "State" means a state of the United States, the District of
6 Columbia, the commonwealth of Puerto Rico, or any territory or
7 insular possession subject to the jurisdiction of the United States.

8 (m) "Statement" means a statement of partnership authority
9 under K.S.A. 56a-303, *and amendments thereto*, a statement of denial
10 under K.S.A. 56a-304, a statement of dissociation under K.S.A. 56a-
11 704, *and amendments thereto*, a statement of dissolution under K.S.A.
12 56a-805, a statement of merger under K.S.A. 56a-907, *and amendments*
13 *thereto*, a statement of qualification under K.S.A. 56a-1001, *and*
14 *amendments thereto*, a statement of foreign qualification under K.S.A.
15 56a-1102, *and amendments thereto*, or an amendment or cancellation of
16 any of the foregoing.

17 (n) "*Street address*" means the location with the number, street, city,
18 state and postal code.

19 (o) "Transfer" includes an assignment, conveyance, lease,
20 mortgage, deed, and encumbrance.

21 Sec. 50. K.S.A. 2019 Supp. 56a-1001 is hereby amended to read as
22 follows: 56a-1001. (a) A partnership may become a limited liability
23 partnership pursuant to this section.

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

29 (c) After the approval required by subsection (b), a partnership
30 may become a limited liability partnership by filing a statement of
31 qualification. The statement must contain:

32 (1) The name of the partnership;

33 (2) the address of the registered office and the name of the
34 resident agent for service of process required to be maintained
35 pursuant to K.S.A. 2019 Supp. ~~56a-1005~~ 17-7925, and amendments
36 thereto;

37 (3) a statement that the partnership elects to be a limited liability
38 partnership; and

39 (4) a deferred effective date, if any.

40 (d) The status of a partnership as a limited liability partnership is
41 effective on the later of the filing of the statement or a date specified in
42 the statement. The status remains effective, regardless of changes in
43 the partnership, until it is canceled pursuant to ~~subsection (d)~~ of K.S.A.

1 **56a-105(d), and amendments thereto, or revoked pursuant to K.S.A.**
 2 **56a-1201, and amendments thereto.**

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

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

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

13 ~~Sec. 34.33.~~ **51. On and after July 1, 2022, K.S.A. 2019 Supp. 56a-**
 14 **1201 is hereby amended to read as follows: 56a-1201. (a) Every limited**
 15 **liability partnership organized under the laws of this state shall make an**
 16 **annual a written business entity information report in writing to the**
 17 **secretary of state, stating the prescribed information concerning the limited**
 18 **liability partnership at the close of business on the last day of its tax period**
 19 **next preceding the date of filing. If the limited liability partnership's tax**
 20 **period is other than the calendar year, it shall give notice of its different tax**
 21 **period in writing to the secretary of state prior to December 31 of the year**
 22 **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 liability partnership filed its**
 25 **limited liability partnership formation documents. A limited liability**
 26 **partnership that filed formation documents in an even-numbered year**
 27 **shall file a report in each even-numbered year. A limited liability**
 28 **partnership that filed formation documents in an odd-numbered year**
 29 **shall file a report in each odd-numbered year. The report shall be filed**
 30 **after the close of the limited liability partnership's tax period but not**
 31 **later than** at the time prescribed by law for filing the limited liability
 32 partnership's annual Kansas income tax return, ~~unless the limited liability~~
 33 ~~partnership has provided notice to the secretary of state that such limited~~
 34 ~~liability partnership intends to file business entity information reports~~
 35 ~~biennially or triennially, in which case, such reports shall be filed on the~~
 36 ~~same date prescribed by law for filing the limited liability partnership's~~
 37 ~~annual Kansas income tax return in the year the report is due according to~~
 38 ~~the notice. A change in the time for filing reports under this section shall~~
 39 ~~become effective on the first day of the tax period immediately following~~
 40 ~~receipt of the notice of such change by the secretary of state.~~

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

43 (1) **The name of the limited liability partnership; and**

1 (2) a list of the partners owning at least 5% of the capital of the
2 partnership, with the address of each.

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

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

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

32 Sec. ~~35-34~~ **52. On and after July 1, 2022**, K.S.A. 2019 Supp. 56a-
33 1202 is hereby amended to read as follows: 56a-1202. (a) Every foreign
34 limited liability partnership shall make ~~an annual~~ *a written business entity*
35 *information* report ~~in writing~~ to the secretary of state, stating the
36 prescribed information concerning the foreign limited liability partnership
37 at the close of business on the last day of its tax period next preceding the
38 date of filing. If the foreign limited liability partnership's tax period is
39 other than the calendar year, it shall give notice in writing of its different
40 tax period to the secretary of state prior to December 31 of the year it
41 commences the different tax period.

42 (b) The ~~annual~~ report shall be filed ~~annually~~ *biennially, as*
43 *determined by the year that the foreign limited liability partnership filed*

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

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

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

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

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

1 the statement of foreign qualification of the foreign limited liability
2 partnership may be reinstated by filing a certificate of reinstatement, in the
3 manner and form to be prescribed by the secretary of state and paying to
4 the secretary of state all fees, including any penalties thereon, due to the
5 state. The fee for filing a certificate of reinstatement shall be the same as
6 that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a
7 certificate of reinstatement of a corporation's articles of incorporation.

8 ~~Sec. 36.~~ **35. 53. On and after July 1, 2022**, K.S.A. 75-446 is hereby
9 amended to read as follows: 75-446. The secretary of state shall remit all
10 moneys received from ~~annual~~ *business entity information* report fees, to
11 the state treasurer in accordance with the provisions of K.S.A. 75-4215,
12 and amendments thereto. Upon receipt of each such remittance, the state
13 treasurer shall deposit the entire amount in the state treasury to the credit
14 of the state general fund.

15 ~~Sec. 37. K.S.A. 75-447 is hereby amended to read as follows: 75-447.~~
16 ~~Any entity required to file an annual *a business entity information* report~~
17 ~~with the secretary of state for a tax year commencing prior to January 1,~~
18 ~~2004, shall be subject to the statutes in effect prior to the effective date of~~
19 ~~this act *July 1, 2004*, with respect to such annual report.~~

20 ~~Sec. 38. 36. K.S.A. 17-1513, 17-1618, 17-2037, 17-4677, 17-5902,~~
21 ~~17-7507, 17-7509, 17-7511, 53-601, 56-1a605, 75-446 and 75-447 and~~
22 ~~K.S.A. 2019 Supp. 17-2036, 17-2718, 17-4634, 17-6014, 17-7002, 17-~~
23 ~~7503, 17-7504, 17-7505, 17-7506, 17-7510, 17-7512, 17-76.136, 17-~~
24 ~~76.136, as amended by section 36 of chapter 47 of the 2019 Session~~
25 ~~Laws of Kansas, 17-76.139, 17-76.139, as amended by section 38 of~~
26 ~~chapter 47 of the 2019 Session Laws of Kansas, 17-76.146, 17-76.146, as~~
27 ~~amended by section 41 of chapter 47 of the 2019 Session Laws of~~
28 ~~Kansas, 17-76.147, 17-7903, 17-7904, 17-7904, as amended by section~~
29 ~~43 of chapter 47 of the 2019 Session Laws of Kansas, 17-7905, 17-7906,~~
30 ~~17-7910, 17-7936, 56-1a606, 56-1a607, 56a-1201 and, 56a-1203, 56a-~~
31 ~~1202 and 75-447 are hereby repealed.~~

32 **Sec. 54. On and after July 1, 2022**, K.S.A. 2019 Supp. 84-1-201 is
33 hereby amended to read as follows: 84-1-201. (a) Unless the context
34 otherwise requires, words or phrases defined in this section, or in the
35 additional definitions contained in other articles of the uniform
36 commercial code that apply to particular articles or parts thereof,
37 have the meanings stated.

38 (b) Subject to definitions contained in other articles of the
39 uniform commercial code that apply to particular articles or parts
40 thereof:

41 (1) "Action," in the sense of a judicial proceeding, includes
42 recoupment, counterclaim, set-off, suit in equity, and any other
43 proceeding in which rights are determined.

1 **(2) "Aggrieved party"** means a party entitled to pursue a remedy.

2 **(3) "Agreement,"** as distinguished from "contract," means the
3 bargain of the parties in fact, as found in their language or inferred
4 from other circumstances, including course of performance, course of
5 dealing, or usage of trade as provided in K.S.A. 2019 Supp. 84-1-303,
6 and amendments thereto.

7 **(4) "Bank"** means a person engaged in the business of banking
8 and includes a savings bank, savings and loan association, credit
9 union, and trust company.

10 **(5) "Bearer"** means a person in control of a negotiable electronic
11 document of title or a person in possession of a negotiable instrument,
12 negotiable tangible document of title, or certificated security that is
13 payable to bearer or indorsed in blank.

14 **(6) "Bill of lading"** means a document of title evidencing the
15 receipt of goods for shipment issued by a person engaged in the
16 business of directly or indirectly transporting or forwarding goods.
17 The term does not include a warehouse receipt.

18 **(7) "Branch"** includes a separately incorporated foreign branch
19 of a bank.

20 **(8) "Burden of establishing"** a fact means the burden of
21 persuading the trier of fact that the existence of the fact is more
22 probable than its nonexistence.

23 **(9) "Buyer in ordinary course of business"** means a person that
24 buys goods in good faith, without knowledge that the sale violates the
25 rights of another person in the goods, and in the ordinary course from
26 a person, other than a pawnbroker, in the business of selling goods of
27 that kind. A person buys goods in the ordinary course if the sale to the
28 person comports with the usual or customary practices in the kind of
29 business in which the seller is engaged or with the seller's own usual or
30 customary practices. A person that sells oil, gas, or other minerals at
31 the wellhead or minehead is a person in the business of selling goods of
32 that kind. A buyer in ordinary course of business may buy for cash, by
33 exchange of other property, or on secured or unsecured credit, and
34 may acquire goods or documents of title under a preexisting contract
35 for sale. Only a buyer that takes possession of the goods or has a right
36 to recover the goods from the seller under article 2 of chapter 84 of the
37 Kansas Statutes Annotated, and amendments thereto, may be a buyer
38 in ordinary course of business. "Buyer in ordinary course of business"
39 does not include a person that acquires goods in a transfer in bulk or
40 as security for or in total or partial satisfaction of a money debt.

41 **(10) "Conspicuous,"** with reference to a term, means so written,
42 displayed, or presented that a reasonable person against which it is to
43 operate ought to have noticed it. Whether a term is "conspicuous" or

1 not is a decision for the court. Conspicuous terms include the
2 following:

3 (A) A heading in capitals equal to or greater in size than the
4 surrounding text, or in contrasting type, font, or color to the
5 surrounding text of the same or lesser size; and

6 (B) language in the body of a record or display in larger type than
7 the surrounding text, or in contrasting type, font, or color to the
8 surrounding text of the same size, or set off from surrounding text of
9 the same size by symbols or other marks that call attention to the
10 language.

11 (11) "Consumer" means an individual who enters into a
12 transaction primarily for personal, family, or household purposes.

13 (12) "Contract," as distinguished from "agreement," means the
14 total legal obligation that results from the parties' agreement as
15 determined by the uniform commercial code as supplemented by any
16 other applicable laws.

17 (13) "Creditor" includes a general creditor, a secured creditor, a
18 lien creditor, and any representative of creditors, including an assignee
19 for the benefit of creditors, a trustee in bankruptcy, a receiver in
20 equity, and an executor or administrator of an insolvent debtor's or
21 assignor's estate.

22 (14) "Defendant" includes a person in the position of defendant
23 in a counterclaim, cross-claim, or third-party claim.

24 (15) "Delivery," with respect to an electronic document of title
25 means voluntary transfer of control and with respect to an instrument,
26 a tangible document of title, or chattel paper, means voluntary
27 transfer of possession.

28 (16) "Document of title" means a record ~~(i)~~: (A) That in the regular
29 course of business or financing is treated as adequately evidencing that the
30 person in possession or control of the record is entitled to receive, control,
31 hold, and dispose of the record and the goods the record covers; and ~~(ii)~~
32 (B) that purports to be issued by or addressed to a bailee and to cover
33 goods in the bailee's possession which are either identified or are fungible
34 portions of an identified mass. The term includes a bill of lading, transport
35 document, dock warrant, dock receipt, warehouse receipt and order for
36 delivery of goods. An electronic document of title means a document of
37 title evidenced by a record consisting of information stored in an electronic
38 medium. A tangible document of title means a document of title evidenced
39 by a record consisting of information that is inscribed on a tangible
40 medium.

41 (17) "Fault" means a default, breach, or wrongful act or
42 omission.

43 (18) "Fungible goods" means:

1 (A) Goods of which any unit, by nature or usage of trade, is the
2 equivalent of any other like unit; or

3 (B) goods that by agreement are treated as equivalent.

4 (19) "Genuine" means free of forgery or counterfeiting.

5 (20) "Good faith," except as otherwise provided in article 5 of
6 chapter 84 of the Kansas Statutes Annotated, and amendments
7 thereto, means honesty in fact and the observance of reasonable
8 commercial standards of fair dealing.

9 (21) "Holder" means:

10 (A) The person in possession of a negotiable instrument that is
11 payable either to bearer or to an identified person that is the person in
12 possession; ~~or~~

13 (B) the person in possession of a negotiable tangible document of
14 title if the goods are deliverable either to bearer or to the order of the
15 person in possession; or

16 (C) the person in control of a negotiable electronic document of
17 title.

18 (22) "Insolvency proceeding" includes an assignment for the
19 benefit of creditors or other proceeding intended to liquidate or
20 rehabilitate the estate of the person involved.

21 (23) "Insolvent" means:

22 (A) Having generally ceased to pay debts in the ordinary course
23 of business other than as a result of bona fide dispute;

24 (B) being unable to pay debts as they become due; or

25 (C) being insolvent within the meaning of federal bankruptcy
26 law.

27 (24) "Money" means a medium of exchange currently authorized
28 or adopted by a domestic or foreign government. The term includes a
29 monetary unit of account established by an intergovernmental
30 organization or by agreement between two or more countries.

31 (25) "Organization" means a person other than an individual.

32 (26) "Party," as distinguished from "third party," means a
33 person that has engaged in a transaction or made an agreement
34 subject to the uniform commercial code.

35 (27) "Person" means an individual, corporation, business trust,
36 estate, trust, partnership, limited liability company, association, joint
37 venture, government, governmental subdivision, agency, or
38 instrumentality, public corporation, or any other legal or commercial
39 entity, *or any series of any of the foregoing.*

40 (28) "Present value" means the amount as of a date certain of one
41 or more sums payable in the future, discounted to the date certain by
42 use of either an interest rate specified by the parties if that rate is not
43 manifestly unreasonable at the time the transaction is entered into or,

1 if an interest rate is not so specified, a commercially reasonable rate
2 that takes into account the facts and circumstances at the time the
3 transaction is entered into.

4 (29) "Purchase" means taking by sale, lease, discount,
5 negotiation, mortgage, pledge, lien, security interest, issue or reissue,
6 gift, or any other voluntary transaction creating an interest in
7 property.

8 (30) "Purchaser" means a person that takes by purchase.

9 (31) "Record" means information that is inscribed on a tangible
10 medium or that is stored in an electronic or other medium and is
11 retrievable in perceivable form.

12 (32) "Remedy" means any remedial right to which an aggrieved
13 party is entitled with or without resort to a tribunal.

14 (33) "Representative" means a person empowered to act for
15 another, including an agent, an officer of a corporation or association,
16 and a trustee, executor, or administrator of an estate.

17 (34) "Right" includes remedy.

18 (35) "Security interest" means an interest in personal property or
19 fixtures which secures payment or performance of an obligation.
20 "Security interest" includes any interest of a consignor and a buyer of
21 accounts, chattel paper, a payment intangible, or a promissory note in
22 a transaction that is subject to article 9 of chapter 84 of the Kansas
23 Statutes Annotated, and amendments thereto. "Security interest" does
24 not include the special property interest of a buyer of goods on
25 identification of those goods to a contract for sale under K.S.A. 84-2-
26 401 and amendments thereto, but a buyer may also acquire a
27 "security interest" by complying with article 9 of chapter 84 of the
28 Kansas Statutes Annotated, and amendments thereto. Except as
29 otherwise provided in K.S.A. 84-2-505, and amendments thereto, the
30 right of a seller or lessor of goods under article 2 or 2a of chapter 84 of
31 the Kansas Statutes Annotated, and amendments thereto, to retain or
32 acquire possession of the goods is not a "security interest," but a seller
33 or lessor may also acquire a "security interest" by complying with
34 article 9 of chapter 84 of the Kansas Statutes Annotated, and
35 amendments thereto. The retention or reservation of title by a seller of
36 goods notwithstanding shipment or delivery to the buyer under K.S.A.
37 84-2-401, and amendments thereto, is limited in effect to a reservation
38 of a "security interest." Whether a transaction in the form of a lease
39 creates a "security interest" is determined pursuant to K.S.A. 2019
40 Supp. 84-1-203, and amendments thereto.

41 (36) "Send" in connection with a writing, record, or notice
42 means:

43 (A) To deposit in the mail or deliver for transmission by any other

1 usual means of communication with postage or cost of transmission
2 provided for and properly addressed and, in the case of an instrument,
3 to an address specified thereon or otherwise agreed, or if there be none
4 to any address reasonable under the circumstances; or

5 (B) in any other way to cause to be received any record or notice
6 within the time it would have arrived if properly sent.

7 (37) "Signed" includes using any symbol executed or adopted
8 with present intention to adopt or accept a writing.

9 (38) "State" means a state of the United States, the District of
10 Columbia, Puerto Rico, the United States Virgin Islands, or any
11 territory or insular possession subject to the jurisdiction of the United
12 States.

13 (39) "Surety" includes a guarantor or other secondary obligor.

14 (40) "Term" means a portion of an agreement that relates to a
15 particular matter.

16 (41) "Unauthorized signature" means a signature made without
17 actual, implied, or apparent authority. The term includes a forgery.

18 (42) "Warehouse receipt" means a document of title issued by a
19 person engaged in the business of storing goods for hire.

20 (43) "Writing" includes printing, typewriting, or any other
21 intentional reduction to tangible form. "Written" has a corresponding
22 meaning.

23 Sec. 55. On and after July 1, 2022, K.S.A. 2019 Supp. 84-9-102 is
24 hereby amended to read as follows: 84-9-102. (a) Article 9 definitions.
25 In this article:

26 (1) "Accession" means goods that are physically united with
27 other goods in such a manner that the identity of the original goods is
28 not lost.

29 (2) "Account," except as used in "account for," means a right to
30 payment of a monetary obligation, whether or not earned by
31 performance, (A) for property that has been or is to be sold, leased,
32 licensed, assigned, or otherwise disposed of, (B) for services rendered
33 or to be rendered, (C) for a policy of insurance issued or to be issued,
34 (D) for a secondary obligation incurred or to be incurred, (E) for
35 energy provided or to be provided, (F) for the use or hire of a vessel
36 under a charter or other contract, (G) arising out of the use of a credit
37 or charge card or information contained on or for use with the card,
38 or (H) as winnings in a lottery or other game of chance operated or
39 sponsored by a state, governmental unit of a state, or person licensed
40 or authorized to operate the game by a state or governmental unit of a
41 state. The term includes health-care-insurance receivables. The term
42 does not include: (A) Rights to payment evidenced by chattel paper or
43 an instrument, (B) commercial tort claims, (C) deposit accounts, (D)

1 investment property, (E) letter-of-credit rights or letters of credit, or
2 (F) rights to payment for money or funds advanced or sold, other than
3 rights arising out of the use of a credit or charge card or information
4 contained on or for use with the card.

5 (3) "Account debtor" means a person obligated on an account,
6 chattel paper, or general intangible. The term does not include persons
7 obligated to pay a negotiable instrument, even if the instrument
8 constitutes part of chattel paper.

9 (4) "Accounting," except as used in "accounting for," means a
10 record:

11 (A) Authenticated by a secured party;

12 (B) indicating the aggregate unpaid secured obligations as of a
13 date not more than 35 days earlier or 35 days later than the date of the
14 record; and

15 (C) identifying the components of the obligations in reasonable
16 detail.

17 (5) "Agricultural lien" means an interest, other than a security
18 interest, in farm products: (A) Which secures payment or
19 performance of an obligation for:

20 (i) Goods or services furnished in connection with a debtor's
21 farming operation; or

22 (ii) rent on real property leased by a debtor in connection with its
23 farming operation;

24 (B) which is created by statute in favor of a person that:

25 (i) In the ordinary course of its business furnished goods or
26 services to a debtor in connection with a debtor's farming operation;
27 or

28 (ii) leased real property to a debtor in connection with the
29 debtor's farming operation; and

30 (C) whose effectiveness does not depend on the person's
31 possession of the personal property. Agricultural liens shall not
32 include statutory liens.

33 (6) "As-extracted collateral" means: (A) Oil, gas, or other
34 minerals that are subject to a security interest that:

35 (i) Is created by a debtor having an interest in the minerals before
36 extraction; and

37 (ii) attaches to the minerals as extracted; or

38 (B) accounts arising out of the sale at the wellhead or minehead of
39 oil, gas, or other minerals in which the debtor had an interest before
40 extraction.

41 (7) "Authenticate" means:

42 (A) To sign; or

43 (B) with present intent to adopt or accept a record, to attach to or

1 logically associate with the record an electronic sound, symbol or
2 process.

3 (8) "Bank" means an organization that is engaged in the business
4 of banking. The term includes savings banks, savings and loan
5 associations, credit unions, and trust companies.

6 (9) "Cash proceeds" means proceeds that are money, checks,
7 deposit accounts, or the like.

8 (10) "Certificate of title" means a certificate of title with respect
9 to which a statute provides for the security interest in question to be
10 indicated on the certificate as a condition or result of the security
11 interest's obtaining priority over the rights of a lien creditor with
12 respect to the collateral. The term includes another record maintained
13 as an alternative to a certificate of title by the governmental unit that
14 issues certificates of title if a statute permits the security interest in
15 question to be indicated on the record as a condition or result of the
16 security interest's obtaining priority over the rights of a lien creditor
17 with respect to the collateral.

18 (11) "Chattel paper" means a record or records that evidence
19 both a monetary obligation and a security interest in specific goods, a
20 security interest in specific goods and software used in the goods, a
21 security interest in specific goods and license of software used in the
22 goods, a lease of specific goods, or a lease of specific goods and license
23 of software used in the goods. In this subsection, "monetary
24 obligation" means a monetary obligation secured by the goods or
25 owed under a lease of the goods and includes a monetary obligation
26 with respect to software used in the goods. The term does not include
27 (i) charters or other contracts involving the use or hire of a vessel or
28 (ii) records that evidence a right to payment arising out of the use of a
29 credit or charge card or information contained on or for use with the
30 card. If a transaction is evidenced by records that include an
31 instrument or series of instruments, the group of records taken
32 together constitutes chattel paper.

33 (12) "Collateral" means the property subject to a security
34 interest or agricultural lien. The term includes:

35 (A) Proceeds to which a security interest attaches;

36 (B) accounts, chattel paper, payment intangibles, and promissory
37 notes that have been sold; and

38 (C) goods that are the subject of a consignment.

39 (13) "Commercial tort claim" means a claim arising in tort with
40 respect to which:

41 (A) The claimant is an organization; or

42 (B) the claimant is an individual and the claim:

43 (i) Arose in the course of the claimant's business or profession;

1 and

2 (ii) does not include damages arising out of personal injury to or
3 the death of an individual.

4 (14) "Commodity account" means an account maintained by a
5 commodity intermediary in which a commodity contract is carried for
6 a commodity customer.

7 (15) "Commodity contract" means a commodity futures contract,
8 an option on a commodity futures contract, a commodity option, or
9 another contract if the contract or option is:

10 (A) Traded on or subject to the rules of a board of trade that has
11 been designated as a contract market for such a contract pursuant to
12 federal commodities laws; or

13 (B) traded on a foreign commodity board of trade, exchange, or
14 market, and is carried on the books of a commodity intermediary for
15 a commodity customer.

16 (16) "Commodity customer" means a person for which a
17 commodity intermediary carries a commodity contract on its books.

18 (17) "Commodity intermediary" means a person that:

19 (A) Is registered as a futures commission merchant under federal
20 commodities law; or

21 (B) in the ordinary course of its business provides clearance or
22 settlement services for a board of trade that has been designated as a
23 contract market pursuant to federal commodities law.

24 (18) "Communicate" means:

25 (A) To send a written or other tangible record;

26 (B) to transmit a record by any means agreed upon by the
27 persons sending and receiving the record; or

28 (C) in the case of transmission of a record to or by a filing office,
29 to transmit a record by any means prescribed by filing-office rule.

30 (19) "Consignee" means a merchant to which goods are delivered
31 in a consignment.

32 (20) "Consignment" means a transaction, regardless of its form,
33 in which a person delivers goods to a merchant for the purpose of sale
34 and: (A) The merchant:

35 (i) Deals in goods of that kind under a name other than the name
36 of the person making delivery;

37 (ii) is not an auctioneer; and

38 (iii) is not generally known by its creditors to be substantially
39 engaged in selling the goods of others;

40 (B) with respect to each delivery, the aggregate value of the goods
41 is \$1,000 or more at the time of delivery;

42 (C) the goods are not consumer goods immediately before
43 delivery; and

1 (D) the transaction does not create a security interest that secures
2 an obligation.

3 (21) "Consignor" means a person that delivers goods to a
4 consignee in a consignment.

5 (22) "Consumer debtor" means a debtor in a consumer
6 transaction.

7 (23) "Consumer goods" means goods that are used or bought for
8 use primarily for personal, family, or household purposes.

9 (24) "Consumer-goods transaction" means a consumer
10 transaction in which:

11 (A) An individual incurs an obligation primarily for personal,
12 family, or household purposes; and

13 (B) a security interest in consumer goods secures the obligation.

14 (25) "Consumer obligor" means an obligor who is an individual
15 and who incurred the obligation as part of a transaction entered into
16 primarily for personal, family, or household purposes.

17 (26) "Consumer transaction" means a transaction in which ~~(i)~~ (A)
18 an individual incurs an obligation primarily for personal, family, or
19 household purposes, ~~(ii)~~ (B) a security interest secures the obligation, and
20 ~~(iii)~~ (C) the collateral is held or acquired primarily for personal, family, or
21 household purposes. The term includes consumer-goods transactions.

22 (27) "Continuation statement" means an amendment of a
23 financing statement which:

24 (A) Identifies, by its file number, the initial financing statement to
25 which it relates; and

26 (B) indicates that it is a continuation statement for, or that it is
27 filed to continue the effectiveness of, the identified financing
28 statement.

29 (28) "Debtor" means:

30 (A) A person having an interest, other than a security interest or
31 other lien, in the collateral, whether or not the person is an obligor;

32 (B) a seller of accounts, chattel paper, payment intangibles, or
33 promissory notes; or

34 (C) a consignee.

35 (29) "Deposit account" means a demand, time, savings, passbook,
36 or similar account maintained with a bank. The term does not include
37 investment property or accounts evidenced by an instrument.

38 (30) "Document" means a document of title or a receipt of the
39 type described in ~~subsection (b)~~ of K.S.A. 84-7-201(b), and
40 amendments thereto.

41 (31) "Electronic chattel paper" means chattel paper evidenced by
42 a record or records consisting of information stored in an electronic
43 medium.

1 (32) "Encumbrance" means a right, other than an ownership
2 interest, in real property. The term includes mortgages and other liens
3 on real property.

4 (33) "Equipment" means goods other than inventory, farm
5 products, or consumer goods.

6 (34) "Farm products" means goods, other than standing timber,
7 with respect to which the debtor is engaged in a farming operation
8 and which are: (A) Crops grown, growing, or to be grown, including:

9 (i) Crops produced on trees, vines, and bushes; and

10 (ii) aquatic goods produced in aquacultural operations;

11 (B) livestock, born or unborn, including aquatic goods produced
12 in aquacultural operations;

13 (C) supplies used or produced in a farming operation; or

14 (D) products of crops or livestock in their unmanufactured states.

15 (35) "Farming operation" means raising, cultivating,
16 propagating, fattening, grazing, or any other farming, livestock, or
17 aquacultural operation.

18 (36) "File number" means the number assigned to an initial
19 financing statement pursuant to ~~subsection (a) of~~ K.S.A. 2019 Supp.
20 84-9-519(a), and amendments thereto.

21 (37) "Filing office" means an office designated in K.S.A. 2019
22 Supp. 84-9-501, and amendments thereto, as the place to file a
23 financing statement.

24 (38) "Filing-office rule" means a rule adopted pursuant to K.S.A.
25 2019 Supp. 84-9-526, and amendments thereto.

26 (39) "Financing statement" means a record or records composed
27 of an initial financing statement and any filed record relating to the
28 initial financing statement.

29 (40) "Fixture filing" means the filing of a financing statement
30 covering goods that are or are to become fixtures and satisfying
31 ~~subsections (a) and (b) of~~ K.S.A. 2019 Supp. 84-9-502(a) and (b), and
32 amendments thereto. The term includes the filing of a financing
33 statement covering goods of a transmitting utility which are or are to
34 become fixtures.

35 (41) "Fixtures" means goods that have become so related to
36 particular real property that an interest in them arises under real
37 property law.

38 (42) "General intangible" means any personal property,
39 including things in action, other than accounts, chattel paper,
40 commercial tort claims, deposit accounts, documents, goods,
41 instruments, investment property, letter-of-credit rights, letters of
42 credit, money, and oil, gas, or other minerals before extraction. The
43 term includes payment intangibles and software.

1 (43) Reserved.

2 (44) "Goods" means all things that are movable when a security
3 interest attaches. The term includes (A) fixtures, (B) standing timber
4 that is to be cut and removed under a conveyance or contract for sale,
5 (C) the unborn young of animals, (D) crops grown, growing, or to be
6 grown, even if the crops are produced on trees, vines, or bushes, and
7 (E) manufactured homes. The term also includes a computer program
8 embedded in goods and any supporting information provided in
9 connection with a transaction relating to the program if (A) the
10 program is associated with the goods in such a manner that it
11 customarily is considered part of the goods, or (B) by becoming the
12 owner of the goods, a person acquires a right to use the program in
13 connection with the goods. The term does not include a computer
14 program embedded in goods that consist solely of the medium in
15 which the program is embedded. The term also does not include
16 accounts, chattel paper, commercial tort claims, deposit accounts,
17 documents, general intangibles, instruments, investment property,
18 letter-of-credit rights, letters of credit, money, or oil, gas, or other
19 minerals before extraction.

20 (45) "Governmental unit" means a subdivision, agency,
21 department, county, parish, municipality, or other unit of the
22 government of the United States, a state, or a foreign country. The
23 term includes an organization having a separate corporate existence if
24 the organization is eligible to issue debt on which interest is exempt
25 from income taxation under the laws of the United States.

26 (46) "Health-care-insurance receivable" means an interest in or
27 claim under a policy of insurance which is a right to payment of a
28 monetary obligation for health-care goods or services provided.

29 (47) "Instrument" means a negotiable instrument, a writing that
30 would otherwise qualify as a certificate of deposit as defined by K.S.A.
31 84-3-104(j), and amendments thereto, but for the fact that the writing
32 contains a limitation on transfer, or any other writing that evidences a
33 right to the payment of a monetary obligation, is not itself a security
34 agreement or lease, and is of a type that in ordinary course of business
35 is transferred by delivery with any necessary indorsement or
36 assignment. The term does not include ~~(i)~~ (A) investment property, ~~(ii)~~
37 (B) letters of credit, or ~~(iii)~~ (C) writings that evidence a right to
38 payment arising out of the use of a credit or charge card or
39 information contained on or for use with the card.

40 (48) "Inventory" means goods, other than farm products, which:

41 (A) Are leased by a person as lessor;

42 (B) are held by a person for sale or lease or to be furnished under
43 a contract of service;

1 (C) are furnished by a person under a contract of service; or

2 (D) consist of raw materials, work in process, or materials used or
3 consumed in a business.

4 (49) "Investment property" means a security, whether
5 certificated or uncertificated, security entitlement, securities account,
6 commodity contract, or commodity account.

7 (50) "Jurisdiction of organization," with respect to a registered
8 organization, means the jurisdiction under whose law the organization
9 is formed or organized.

10 (51) "Letter-of-credit right" means a right to payment or
11 performance under a letter of credit, whether or not the beneficiary
12 has demanded or is at the time entitled to demand payment or
13 performance. The term does not include the right of a beneficiary to
14 demand payment or performance under a letter of credit.

15 (52) "Lien creditor" means:

16 (A) A creditor that has acquired a lien on the property involved
17 by attachment, levy, or the like;

18 (B) an assignee for benefit of creditors from the time of
19 assignment;

20 (C) a trustee in bankruptcy from the date of the filing of the
21 petition; or

22 (D) a receiver in equity from the time of appointment.

23 (53) "Manufactured home" means a structure, transportable in
24 one or more sections, which, in the traveling mode, is eight body feet
25 or more in width or 40 body feet or more in length, or, when erected
26 on site, is 320 or more square feet, and which is built on a permanent
27 chassis and designed to be used as a dwelling with or without a
28 permanent foundation when connected to the required utilities, and
29 includes the plumbing, heating, air conditioning, and electrical
30 systems contained therein. The term includes any structure that meets
31 all of the requirements of this paragraph except the size requirements
32 and with respect to which the manufacturer voluntarily files a
33 certification required by the United States secretary of housing and
34 urban development and complies with the standards established
35 under title 42 of the United States code.

36 (54) "Manufactured-home transaction" means a secured
37 transaction:

38 (A) That creates a purchase-money security interest in a
39 manufactured home, other than a manufactured home held as
40 inventory; or

41 (B) in which a manufactured home, other than a manufactured
42 home held as inventory, is the primary collateral.

43 (55) "Mortgage" means a consensual interest in real property,

1 including fixtures, which secures payment or performance of an
2 obligation.

3 (56) "New debtor" means a person that becomes bound as a
4 debtor under K.S.A. 2019 Supp. 84-9-203(d), and amendments
5 thereto, by a security agreement previously entered into by another
6 person.

7 (57) "New value" means (A) money, (B) money's worth in
8 property, services, or new credit, or (C) release by a transferee of an
9 interest in property previously transferred to the transferee. The term
10 does not include an obligation substituted for another obligation.

11 (58) "Noncash proceeds" means proceeds other than cash
12 proceeds.

13 (59) "Obligor" means a person that, with respect to an obligation
14 secured by a security interest in or an agricultural lien on the
15 collateral, (A) owes payment or other performance of the obligation,
16 (B) has provided property other than the collateral to secure payment
17 or other performance of the obligation, or (C) is otherwise accountable
18 in whole or in part for payment or other performance of the
19 obligation. The term does not include issuers or nominated persons
20 under a letter of credit.

21 (60) "Original debtor" except as used in K.S.A. 2019 Supp. 84-9-
22 310(c), and amendments thereto, means a person that, as debtor,
23 entered into a security agreement to which a new debtor has become
24 bound under K.S.A. 2019 Supp. 84-9-203(d), and amendments thereto.

25 (61) "Payment intangible" means a general intangible under
26 which the account debtor's principal obligation is a monetary
27 obligation.

28 (62) "Person related to," with respect to an individual, means:

29 (A) The spouse of the individual;

30 (B) a brother, brother-in-law, sister or sister-in-law of the
31 individual;

32 (C) an ancestor or lineal descendant of the individual or the
33 individual's spouse; or

34 (D) any other relative, by blood or marriage, of the individual or
35 the individual's spouse who shares the same home with the individual.

36 (63) "Person related to," with respect to an organization, means:

37 (A) A person directly or indirectly controlling, controlled by or
38 under common control with the organization;

39 (B) an officer or director of, or a person performing similar
40 functions with respect to, the organization;

41 (C) an officer or director of, or a person performing similar
42 functions with respect to, a person described in subparagraph (A);

43 (D) the spouse of an individual described in subparagraph (A),

1 (B) or (C); or

2 (E) an individual who is related by blood or marriage to an
3 individual described in subparagraph (A), (B), (C) or (D) and shares
4 the same home with the individual.

5 (64) "Proceeds" except as used in K.S.A. 2019 Supp. 84-9-609(b),
6 and amendments thereto, means the following property:

7 (A) Whatever is acquired upon the sale, lease, license, exchange
8 or other disposition of collateral;

9 (B) whatever is collected on, or distributed on account of,
10 collateral;

11 (C) rights arising out of collateral;

12 (D) to the extent of the value of collateral, claims arising out of
13 the loss, nonconformity, or interference with the use of, defects or
14 infringement of rights in, or damage to, the collateral; or

15 (E) to the extent of the value of collateral and to the extent
16 payable to the debtor or the secured party, insurance payable by
17 reason of the loss or nonconformity of, defects or infringement of
18 rights in, or damage to, the collateral.

19 (65) "Promissory note" means an instrument that evidences a
20 promise to pay a monetary obligation, does not evidence an order to
21 pay, and does not contain an acknowledgment by a bank that the bank
22 has received for deposit a sum of money or funds.

23 (66) "Proposal" means a record authenticated by a secured party
24 which includes the terms on which the secured party is willing to
25 accept collateral in full or partial satisfaction of the obligation it
26 secures pursuant to K.S.A. 2019 Supp. 84-9-620, 84-9-621 and 84-9-
27 622, and amendments thereto.

28 (67) "Public organic record" means a record that is available to
29 the public for inspection and is:

30 (A) A record consisting of the record initially filed with or issued
31 by a state or the United States to form or organize an organization
32 and any record filed with or issued by the state or the United States
33 which amends or restates the initial record;

34 (B) an organic record of a business trust consisting of the record
35 initially filed with a state and any record filed with the state which
36 amends or restates the initial record, if a statute of the state governing
37 business trusts requires that the record be filed with the state; or

38 (C) a record consisting of legislation enacted by the legislature of
39 a state or the congress of the United States which forms or organizes
40 an organization, any record amending the legislation and any record
41 filed with or issued by the state or the United States which amends or
42 restates the name of the organization.

43 (68) "Pursuant to commitment," with respect to an advance

1 made or other value given by a secured party, means pursuant to the
2 secured party's obligation, whether or not a subsequent event of
3 default or other event not within the secured party's control has
4 relieved or may relieve the secured party from its obligation.

5 (69) "Record," except as used in "for record," "of record,"
6 "record or legal title," and "record owner," means information that is
7 inscribed on a tangible medium or which is stored in an electronic or
8 other medium and is retrievable in perceivable form.

9 (70) "Registered organization" means an organization formed or
10 organized solely under the law of a single state or the United States by
11 the filing of a public organic record with, the issuance of a public
12 organic record by, or the enactment of legislation by, the state or the
13 United States. The term includes a business trust that is formed or
14 organized under the law of a single state if a law of the state governing
15 business trusts requires that the business trust's organic record be
16 filed with the state. *The term also includes a series of a registered*
17 *organization if the series is an organization formed or organized under the*
18 *law of a single state and the statute of the state governing the series*
19 *requires that the public organic record of the series be filed with the state.*

20 (71) "Secondary obligor" means an obligor to the extent that:

21 (A) The obligor's obligation is secondary; or

22 (B) the obligor has a right of recourse with respect to an
23 obligation secured by collateral against the debtor, another obligor, or
24 property of either.

25 (72) "Secured party" means:

26 (A) A person in whose favor a security interest is created or
27 provided for under a security agreement, whether or not any
28 obligation to be secured is outstanding;

29 (B) a person that holds an agricultural lien;

30 (C) a consignor;

31 (D) a person to which accounts, chattel paper, payment
32 intangibles, or promissory notes have been sold;

33 (E) a trustee, indenture trustee, agent, collateral agent, or other
34 representative in whose favor a security interest or agricultural lien is
35 created or provided for; or

36 (F) a person that holds a security interest arising under K.S.A.
37 84-2-401, 84-2-505, 84-2-711(3), 84-2a-508(5), 84-4-210 and 84-5-118,
38 and amendments thereto.

39 (73) "Security agreement" means an agreement that creates or
40 provides for a security interest.

41 (74) "Send," in connection with a record or notification, means:

42 (A) To deposit in the mail, deliver for transmission, or transmit
43 by any other usual means of communication, with postage or cost of

1 transmission provided for, addressed to any address reasonable under
2 the circumstances; or

3 (B) to cause the record or notification to be received within the
4 time that it would have been received if properly sent under
5 subparagraph (A).

6 (75) "Software" means a computer program and any supporting
7 information provided in connection with a transaction relating to the
8 program. The term does not include a computer program that is
9 included in the definition of goods.

10 (76) "State" means a state of the United States, the District of
11 Columbia, Puerto Rico, the United States Virgin Islands or any
12 territory or insular possession subject to the jurisdiction of the United
13 States.

14 (77) "Statutory lien" means liens created by K.S.A. 2-1319, 2-
15 2608, 2-3007, 34-239, 47-836, 58-201, 58-203, 58-204, 58-207, 58-218,
16 58-220, 58-221, 58-241, 58-242, 58-2524, 58-2525, 58-2526, 58-2527 and
17 58-2528, and K.S.A. 2019 Supp. 84-7-209, and amendments thereto.

18 (78) "Supporting obligation" means a letter-of-credit right or
19 secondary obligation that supports the payment or performance of an
20 account, chattel paper, a document, a general intangible, an
21 instrument, or investment property.

22 (79) "Tangible chattel paper" means chattel paper evidenced by a
23 record or records consisting of information that is inscribed on a
24 tangible medium.

25 (80) "Termination statement" means an amendment of a
26 financing statement which:

27 (A) Identifies, by its file number, the initial financing statement to
28 which it relates; and

29 (B) indicates either that it is a termination statement or that the
30 identified financing statement is no longer effective.

31 (81) "Transmitting utility" means a person primarily engaged in
32 the business of:

33 (A) Operating a railroad, subway, street railway, or trolley bus;

34 (B) transmitting communications electrically, electromagnetically,
35 or by light;

36 (C) transmitting goods by pipeline or sewer; or

37 (D) transmitting or producing and transmitting electricity, steam,
38 gas, or water.

39 (b) Definitions in other articles. The following definitions in other
40 articles apply to this article:

41 "Applicant"

K.S.A. 84-5-102,
and amendments thereto

42 "Beneficiary"

K.S.A. 84-5-102,

1		and amendments thereto
2	"Broker"	K.S.A. 84-8-102,
3		and amendments thereto
4	"Certificated security"	K.S.A. 84-8-102,
5		and amendments thereto
6	"Check"	K.S.A. 84-3-104,
7		and amendments thereto
8	"Clearing corporation"	K.S.A. 84-8-102,
9		and amendments thereto
10	"Contract for sale"	K.S.A. 84-2-106,
11		and amendments thereto
12	"Customer"	K.S.A. 84-4-104,
13		and amendments thereto
14	"Entitlement holder"	K.S.A. 84-8-102,
15		and amendments thereto
16	"Financial asset"	K.S.A. 84-8-102,
17		and amendments thereto
18	"Holder in due course"	K.S.A. 84-3-302,
19		and amendments thereto
20	"Issuer" (with respect to a letter	
21	of credit or letter-of-credit	
22	right)	K.S.A. 84-5-102,
23		and amendments thereto
24	"Issuer" (with respect to	
25	a security)	K.S.A. 84-8-102,
26		and amendments thereto
27	"Issuer" (with respect to	
28	documents of title)	K.S.A. 2019 Supp. 84-7-102,
29		and amendments thereto
30	"Lease"	K.S.A. 84-2a-103,
31		and amendments thereto
32	"Lease agreement"	K.S.A. 84-2a-103,
33		and amendments thereto
34	"Lease contract"	K.S.A. 84-2a-103,
35		and amendments thereto
36	"Leasehold interest"	K.S.A. 84-2a-103,
37		and amendments thereto
38	"Lessee"	K.S.A. 84-2a-103,
39		and amendments thereto
40	"Lessee in ordinary	
41	course of business"	K.S.A. 84-2a-103,
42		and amendments thereto
43	"Lessor"	K.S.A. 84-2a-103,

1		and amendments thereto
2	"Lessor's residual interest"	K.S.A. 84-2a-103,
3		and amendments thereto
4	"Letter of credit"	K.S.A. 84-5-102,
5		and amendments thereto
6	"Merchant"	K.S.A. 84-2-104,
7		and amendments thereto
8	"Negotiable instrument"	K.S.A. 84-3-104,
9		and amendments thereto
10	"Nominated person"	K.S.A. 84-5-102,
11		and amendments thereto
12	"Note"	K.S.A. 84-3-104,
13		and amendments thereto
14	"Proceeds of a letter of credit"	K.S.A. 84-5-114,
15		and amendments thereto
16	"Prove"	K.S.A. 84-3-103,
17		and amendments thereto
18	"Sale"	K.S.A. 84-2-106,
19		and amendments thereto
20	"Securities account"	K.S.A. 84-8-501,
21		and amendments thereto
22	"Securities intermediary"	K.S.A. 84-8-102,
23		and amendments thereto
24	"Security"	K.S.A. 84-8-102,
25		and amendments thereto
26	"Security certificate"	K.S.A. 84-8-102,
27		and amendments thereto
28	"Security entitlement"	K.S.A. 84-8-102,
29		and amendments thereto
30	"Uncertificated security"	K.S.A. 84-8-102,
31		and amendments thereto

32 (c) Article 1 of chapter 84 of the Kansas Statutes Annotated, and
33 amendments thereto, definitions and principles. Article 1 of chapter 84
34 of the Kansas Statutes Annotated, and amendments thereto, contains
35 general definitions and principles of construction and interpretation
36 applicable throughout this article.

37 Sec. 56. K.S.A. 17-2711, 56-1a151, 56a-101, 57-205, 57-206, 57-
38 207, and K.S.A. 2018 Supp. 17-7675, as amended by section 17 of
39 chapter 47 of the 2019 Session Laws of Kansas, 17-7679, as amended
40 by section 19 of chapter 47 of the 2019 Session Laws of Kansas, 17-
41 7680, as amended by section 21 of chapter 47 of the 2019 Session Laws
42 of Kansas, 17-76,136, as amended by section 36 of chapter 47 of the
43 2019 Session Laws of Kansas, 17-76,139, as amended by section 38 of

1 chapter 47 of the 2019 Session Laws of Kansas, 17-76,143, as amended
2 by section 39 of chapter 47 of the 2019 Session Laws of Kansas, 17-
3 76,146, as amended by section 41 of chapter 47 of the 2019 Session
4 Laws of Kansas, 17-7904, as amended by section 43 of chapter 47 of
5 the 2019 Session Laws of Kansas, 17-7918, as amended by section 46
6 of chapter 47 of the 2019 Session Laws of Kansas, 17-7923, as
7 amended by section 47 of chapter 47 of the 2019 Session Laws of
8 Kansas, and 17-7933, as amended by section 49 of chapter 47 of the
9 2019 Session Laws of Kansas and K.S.A. 2019 Supp. 17-6014, 17-
10 76,136, 17-76,139, 17-76,143a, 17-76,146, 17-76,147, 17-78-601, 17-
11 7910, 45-229, and 56a-1001 are hereby repealed.

12 Sec. 57. On and after July 1, 2022, K.S.A. 17-1513, 17-1618, 17-
13 2037, 17-4677, 17-5902, 17-7507, 17-7509, 17-7511, 53-601, 56-1a605,
14 75-446 and 75-447 and K.S.A. 2019 Supp. 17-2036, 17-2718, 17-4634,
15 17-6014, as amended by section 10 of this act, 17-7002, 17-7503, 17-
16 7504, 17-7505, 17-7506, 17-7510, 17-7512, 17-7675, 17-7679, 17-7680,
17 17-76,136, 17-76,139, as amended by section 25 of this act, 17-76,143,
18 17-76,146, as amended by section 29 of this act, 17-76,147, as amended
19 by section 31 of this act, 17-7903, 17-7904, 17-7905, 17-7906, 17-7910,
20 as amended by section 38 of this act, 17-7918, 17-7923, 17-7933, 17-
21 7936, 56-1a606, 56-1a607, 56a-1201, 56a-1202, 56a-1203, 84-1-201 and
22 84-9-102 are hereby repealed.

23 Sec. ~~39-37~~ 58. This act shall take effect and be in force from and
24 after ~~July 1, 2022, and~~ its publication in the statute book.