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MEMORANDUM

To: Senate Committee on Judiciary
From: Office of Revisor of Statutes
Date: March 11, 2024
Subject: Bill Brief for HB 2660

House Bill 2660, As Amended by House Committee, modifies requirements related to certain business entity filings with the secretary of state, authorizes a change of registered office address by a current occupant under the business entity standard treatment act and changes the information required in an amendment to the articles of incorporation for a cooperative.

New Section 1 provides that if the address for the registered office of any covered entity is a residence address and the registered agent no longer resides at the residence address, the current occupant of the residence address may have the address for the registered office removed from public record pursuant to this section. The current occupant of the residence would file a confidential form with the secretary of state, the office would attempt to contact the covered entity and the resident agent to request an address change, and the office would remove the residence address from public record as the address for a registered office.

The following sections contain amendments to filing deadlines for business entity information reports made to the secretary of state:

- Section 2 amends K.S.A. 17-2036 related to business trusts, requiring such reports to be filed by April 15.
- Section 3 amends K.S.A. 17-2718 related to professional corporations, requiring such reports to be filed by April 15.
- Section 5 amends K.S.A. 17-4634 related to electric cooperatives, requiring such reports to be filed by April 15.
- Section 8 amends K.S.A. 17-7503 related to domestic corporations, requiring such reports to be filed by April 15.

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- Section 9 amends K.S.A. 17-7504 related to not-for-profit corporations, requiring such reports to be filed by June 15.
- Section 10 amends K.S.A. 17-7505 related to foreign corporations, requiring such reports to be filed by April 15.
- Section 13 amends K.S.A. 17-76,139 related to limited liability companies, requiring such reports to be filed by April 15.
- Section 17 amends K.S.A. 56-1a606 related to domestic limited partnerships, requiring such reports to be filed by April 15.
- Section 18 amends K.S.A. 56-1a607 related to foreign limited partnerships, requiring such reports to be filed by April 15.
- Section 20 amends K.S.A. 56a-1201 related to domestic limited liability partnerships, requiring such reports to be filed by April 15.
- Section 21 amends K.S.A. 56a-1202 related to foreign limited liability partnerships, requiring such reports to be filed by April 15.

The following sections are amended to remove references to a certificate of fact:

- Section 11 amends K.S.A. 17-7506 related to fees for corporate documents filed with or requested from the secretary of state.
- Section 12 amends K.S.A. 17-76,136 related to fees for domestic and foreign limited liability company documents filed with or requested from the secretary of state.
- Section 16 amends K.S.A. 56-1a605 related to fees for domestic and foreign limited partnership documents filed with or requested from the secretary of state.

Section 4 amends K.S.A. 17-4615 related to amendment of a cooperative's articles of incorporation to remove the requirement that the articles of amendment shall recite the address of its principal office.

Section 5 amends K.S.A. 17-4634 (mentioned above for the filing deadline change) and Section 6 amends K.S.A. 17-4677 to make the electric cooperative and renewable energy electric generation cooperative business entity information reports contain the same information required in other reports.

Section 7 amends K.S.A. 17-7002 related to revival of a corporation's articles of incorporation to provide that the secretary of state's office only needs the date and name from the most recent state of incorporation that existed when the entity forfeited or became void.

Section 14 amends K.S.A. 17-7903 related to documentation that corporations are required to file with the secretary of state to change the reference to a certificate of reinstatement to a certificate of revival, the reference to a certificate of revocation of dissolution to a certificate of restoration, and the reference to a not-for-profit certificate of reinstatement to a certificate of revival, and to add a reference to a certificate of restoration as described in K.S.A. 17-7001.

Section 15 amends K.S.A. 17-7931 related to foreign covered entity registration with the secretary of state to replace the requirement to file a certificate of good standing with a statement on filing, made under penalty of perjury, that the entity is in good standing.

Finally, Section 19 amends K.S.A. 56a-1001 related to partnerships becoming limited liability partnerships to make the provisions consistent with other provisions governing limited partnerships.

The bill would take effect from and after publication in the statute book, July 1, 2024.