

SENATE BILL No. 96

By Committee on Judiciary

2-3

1 AN ACT concerning business entities; relating to resident agents, articles
2 of incorporation and certificates of good standing; amending K.S.A.
3 17-6202, 17-6203, 17-7666, 17-76,121, 17-76,123, 56-1a502 and 56a-
4 303 and K.S.A. 2010 Supp. 17-7301, 56-1a104, 56-1a504, 56a-1005
5 and 56a-1102 and repealing the existing sections.

6
7 *Be it enacted by the Legislature of the State of Kansas:*

8 Section 1. K.S.A. 17-6202 is hereby amended to read as follows: 17-
9 6202. (a) Every corporation shall have and maintain in this state a
10 resident agent, which agent may be either: (1) The corporation itself; (2)
11 an individual resident in this state; (3) a domestic corporation, a domestic
12 limited partnership, a domestic limited liability company or a domestic
13 business trust; or (4) a foreign corporation, a foreign limited partnership,
14 a foreign limited liability company or a foreign business trust authorized
15 to transact business in this state. The resident agent shall have a business
16 office identical with the registered office which is generally open during
17 normal business hours to accept service of process and otherwise perform
18 the functions of a resident agent. *The corporation shall notify the resident*
19 *agent that they have been appointed and the resident agent shall agree to*
20 *the appointment.*

21 (b) Unless the context otherwise requires, whenever the term
22 "resident agent" or "registered agent" or "resident agent in charge of a
23 corporation's principal office or place of business in this state," or other
24 term of like import which refers to a corporation's agent required by
25 statute to be located in this state, is or has been used in a corporation's
26 articles of incorporation, or in any other document, or in any statute, it
27 shall be deemed to mean and refer to the corporation's resident agent
28 required by this section; and it shall not be necessary for any corporation
29 to amend its articles of incorporation or any other document to comply
30 with this section.

31 Sec. 2. K.S.A. 17-6203 is hereby amended to read as follows: 17-
32 6203. (a) Any corporation, by resolution of the board of directors of such
33 corporation, may change the location of its registered office in this state
34 to any other place in this state and the resident agent of a corporation may
35 be changed to any other person or corporation, including itself in the case
36 of a domestic corporation. *The corporation shall notify the resident agent*

1 *that they have been appointed and the resident agent shall agree to the*
2 *appointment.* The resolution shall state the location of the registered
3 office and the resident agent's name as prescribed by subsection (a)(2) of
4 K.S.A. 17-6002, and amendments thereto. Upon the adoption of such a
5 resolution, a certificate certifying the change shall be executed and filed
6 in accordance with K.S.A. 17-6003, and amendments thereto.

7 (b) If a foreign or domestic corporation's resident agent dies or
8 leaves this state, such corporation shall designate and certify to the
9 secretary of state the name of another resident agent in the manner
10 provided in subsection (a) within 30 days of such death or when the
11 resident agent left. If no new resident agent has been designated in the
12 time and manner as provided in this subsection, service of legal process
13 on such corporation may be made as prescribed by K.S.A. 60-304, and
14 amendments thereto. If any corporation fails to designate a new resident
15 agent as required by this subsection, the secretary of state after giving 30
16 days' notice of the intended action may declare the corporation's existence
17 forfeited, or, in the case of a foreign corporation, the secretary may
18 declare the corporation's authority to do business in this state forfeited.

19 Sec. 3. K.S.A. 2010 Supp. 17-7301 is hereby amended to read as
20 follows: 17-7301. (a) As used in this act, the words "foreign corporation"
21 mean a corporation organized under the laws of any jurisdiction other
22 than this state.

23 (b) No foreign corporation shall do any business in this state,
24 through or by branch offices, agents or representatives located in this
25 state, until it has filed in the office of the secretary of state of this state an
26 application for authority to engage in business in this state as a foreign
27 corporation. Such application shall be filed in accordance with K.S.A. 17-
28 6003, and amendments thereto and shall include:

29 ~~(1) A certificate issued within 90 days of the date of application by~~
30 ~~the proper officer of the jurisdiction where such corporation is~~
31 ~~incorporated or by a third-party agent authorized by the secretary of state~~
32 ~~attesting to the fact that such corporation is a corporation in good~~
33 ~~standing in such jurisdiction;~~

34 ~~(2) (1) A statement stating the state of incorporation and that the~~
35 ~~corporation is in good standing in the state of incorporation as of the date~~
36 ~~the application is signed;~~

37 ~~(3) (2) the address of the principal office of the corporation;~~

38 ~~(4) (3) the full nature and character of the business the corporation~~
39 ~~proposes to conduct in this state, including whether the corporation~~
40 ~~operates for profit or not for profit;~~

41 ~~(5) (4) the location of the registered office of the corporation in this~~
42 ~~state and the name of its resident agent for service of process required to~~
43 ~~be maintained by this act;~~

1 (5) *a statement that the resident agent appointed has consented to*
2 *being appointed;*

3 (6) the date on which the corporation commenced, or intends to
4 commence, doing business in this state; and

5 (7) an irrevocable written consent of the foreign corporation that
6 actions may be commenced against it in the proper court of any county
7 where there is proper venue by service of process on the secretary of state
8 as provided for in K.S.A. 60-304, and amendments thereto, and
9 stipulating and agreeing that such service shall be taken and held, in all
10 courts, to be as valid and binding as if due service had been made upon
11 an officer of the corporation.

12 The application shall be executed and filed in accordance with K.S.A.
13 17-6003, and amendments thereto.

14 (c) After receipt of the application and fee, if the secretary of state
15 finds that it complies with the provisions of this section, the secretary of
16 state shall record the original application and return a certified copy of the
17 recorded document in accordance with K.S.A. 17-6003, and amendments
18 thereto. The certified copy of the recorded document shall be prima facie
19 evidence of the right of the corporation to do business in this state. The
20 secretary of state shall not file such application unless:

21 (1) The name of the corporation is such as to distinguish it upon the
22 records of the office of the secretary of state from the name of any other
23 corporation, limited liability company or limited partnership organized
24 under the laws of this state or reserved or registered as a foreign
25 corporation, limited liability company or limited partnership under the
26 laws of this state;

27 (2) the corporation has obtained the written consent of such other
28 entity, which has the same name and such consent has been executed and
29 filed with the secretary of state; or

30 (3) the corporation indicates, as a means of identification and in its
31 advertising within this state, the state in which it is incorporated.

32 Sec. 4. K.S.A. 17-7666 is hereby amended to read as follows: 17-
33 7666. (a) Each limited liability company shall have and maintain in the
34 state of Kansas:

35 (1) A registered office, which may but need not be a place of its
36 business in the state of Kansas; and

37 (2) A resident agent for service of process on the limited liability
38 company, which agent may be either an individual resident of the state of
39 Kansas whose business office is identical with the limited liability
40 company's registered office, or a domestic corporation, or a domestic
41 limited partnership, or a domestic limited liability company, or a domestic
42 business trust or a foreign corporation, or a foreign limited partnership, or
43 a foreign limited liability company, or foreign business trust authorized to

1 do business in the state of Kansas having a business office identical with
2 such registered office, which is generally open during normal business
3 hours to accept service of process and otherwise perform the functions of
4 a resident agent, or the limited liability company itself. *The limited*
5 *liability company shall notify the resident agent that they have been*
6 *appointed and the resident agent shall agree to the appointment.*

7 (b) A resident agent may change the address of the registered office
8 of the limited liability company or companies for which such resident
9 agent is resident agent to another address in the state of Kansas by paying
10 a fee as set forth in K.S.A. 17-76,136, and amendments thereto, and filing
11 with the secretary of state a certificate, executed by such resident agent,
12 setting forth the names of all the limited liability companies represented
13 by such resident agent, and the address at which such resident agent has
14 maintained the registered office for each of such limited liability
15 companies, and further certifying to the new address to which each such
16 registered office will be changed on a given day, and at which new
17 address such resident agent will thereafter maintain the registered office
18 for each of the limited liability companies recited in the certificate. Upon
19 the filing of such certificate, the secretary of state shall furnish to the
20 resident agent a certified copy of the same under the secretary's hand and
21 seal of office, and thereafter, or until further change of address, as
22 authorized by law, the registered office in the state of Kansas of each of
23 the limited liability companies recited in the certificate shall be located at
24 the new address of the resident agent thereof as given in the certificate. In
25 the event of a change of name of any person acting as a resident agent of
26 a limited liability company, such resident agent shall file with the
27 secretary of state a certificate, executed by such resident agent, setting
28 forth the new name of such resident agent, the name of such resident
29 agent before it was changed, the names of all the limited liability
30 companies represented by such resident agent, and the address at which
31 such resident agent has maintained the registered office for each of such
32 limited liability companies, and shall pay a fee as set forth in K.S.A. 17-
33 76,136, and amendments thereto. Upon the filing of such certificate, the
34 secretary of state shall furnish to the resident agent a certified copy of the
35 certificate under hand and seal of office. Filing a certificate under this
36 section shall be deemed to be an amendment of the articles of
37 organization of each limited liability company affected thereby and each
38 such limited liability company shall not be required to take any further
39 action with respect thereto, to amend its articles of organization under
40 K.S.A. 17-76,136, and amendments thereto. Any resident agent filing a
41 certificate under this section shall promptly, upon such filing, deliver a
42 copy of any such certificate to each limited liability company affected
43 thereby.

1 (c) The resident agent of one or more limited liability companies
2 may resign and appoint a successor resident agent by paying a fee as set
3 forth in K.S.A. 17-76,136, and amendments thereto, and filing a
4 certificate with the secretary of state, stating that the resident agent
5 resigns and the name and address of the successor resident agent. There
6 shall be attached to such certificate a statement executed by each affected
7 limited liability company ratifying and approving such change of resident
8 agent. Upon such filing, the successor resident agent shall become the
9 resident agent of such limited liability companies as have ratified and
10 approved such substitution and the successor resident agent's address, as
11 stated in such certificate, shall become the address of each such limited
12 liability company's registered office in the state of Kansas. The secretary
13 of state shall furnish to the successor resident agent a certified copy of the
14 certificate of resignation. Filing of such certificate of resignation shall be
15 deemed to be an amendment of the articles of organization of each
16 limited liability company affected thereby and each such limited liability
17 company shall not be required to take any further action with respect
18 thereto, to amend its articles of organization under K.S.A. 17-76,136, and
19 amendments thereto.

20 (d) The resident agent of a limited liability company may resign
21 without appointing a successor resident agent by paying a fee as set forth
22 in K.S.A. 17-76,136, and amendments thereto, and filing a certificate
23 with the secretary of state stating that the resident agent resigns as
24 resident agent for the limited liability company identified in the
25 certificate, but such resignation shall not become effective until 60 days
26 after the certificate is filed. There shall be attached to said certificate an
27 affidavit of such resident agent, if an individual, or the president, a vice-
28 president or the secretary thereof if a corporation, that at least 30 days
29 prior to and on or about the date of the filing of such certificate, notices
30 were sent by certified or registered mail to the limited liability company
31 for which such resident agent is resigning as resident agent, at the
32 principal office thereof within or outside the state of Kansas, if known to
33 such resident agent or, if not, to the last known address of the attorney or
34 other individual at whose request such resident agent was appointed for
35 such limited liability company, of the resignation of such resident agent.
36 After receipt of the notice of the resignation of its resident agent, the
37 limited liability company for which such resident agent was acting shall
38 obtain and designate a new resident agent, to take the place of the resident
39 agent so resigning. If such limited liability company fails to obtain and
40 designate a new resident agent as aforesaid prior to the expiration of the
41 period of 60 days after the filing by the resident agent of the certificate of
42 resignation, the articles of organization of such limited liability company
43 shall be deemed to be ~~annulled~~ *forfeited*. After the resignation of the

1 resident agent shall have become effective as provided in this section and
2 if no new resident agent shall have been obtained and designated in the
3 time and manner aforesaid, service of legal process against the limited
4 liability company for which the resigned resident agent had been acting
5 shall thereafter be upon the secretary of state in accordance with K.S.A.
6 17-76,136, and amendments thereto.

7 (e) If a domestic limited liability company's resident agent dies or
8 moves from the registered office, the limited liability company shall
9 designate and certify to the secretary of state the name of another resident
10 agent within 30 days of the death or move. If no new resident agent is
11 designated, the service of legal process on the limited liability company
12 may be made as prescribed in K.S.A. 60-304, and amendments thereto. If
13 any domestic limited liability company fails to designate a new resident
14 agent as required by this subsection, the secretary of state, after giving 30
15 days' notice of the intended action, may declare the articles of
16 organization ~~annulled~~ forfeited.

17 (f) *Any limited liability company may procure a reinstatement of its*
18 *articles of organization, together with all the rights, franchises,*
19 *privileges and immunities and subject to all of its duties, debts and*
20 *liabilities which had been secured or imposed by its original articles of*
21 *organization, and all amendments thereto and may designate a new*
22 *registered office and resident agent at any time where the articles of*
23 *organization have been forfeited pursuant to subsection (d) or (e).*

24 (g) *The reinstatement of the articles of organization or authority to*
25 *engage in business may be procured by executing and filing a certificate*
26 *with the secretary of state.*

27 (h) *The certificate required by subsection (g) shall state:*

28 (1) *The name of the limited liability company, which shall be the*
29 *name it bore when its articles of organization were forfeited pursuant to*
30 *subsection (d) or (e);*

31 (2) *the address of the limited liability company's registered office in*
32 *this state, which shall include the street, city and zip code and the name*
33 *of its resident agent at such address;*

34 (3) *a statement that the new resident agent has been notified of their*
35 *appointment and that they have agreed to serve as the resident agent;*

36 (4) *that the limited liability company desiring to be reinstated and*
37 *so reinstating its corporate existence was duly organized under the laws*
38 *of the state of its original incorporation; and*

39 (5) *that the certificate for reinstatement is filed by authority of those*
40 *who were directors or members of the governing body of the limited*
41 *liability company at the time its articles of organization were forfeited*
42 *under subsection (d) or (e).*

43 (i) *Upon the filing of the certificate the limited liability company*

1 *shall be reinstated with the same force and effect as if its articles of*
2 *organization had not become inoperative and void. Such reinstatement*
3 *shall validate all contracts, acts, matters and things made, done and*
4 *performed within the scope of its articles of organization by the limited*
5 *liability company, its officers and agents during the time when its articles*
6 *of organization were forfeited under subsection (d) or (e), with the same*
7 *force and effect and to all intents and purposes as if the articles of*
8 *organization had at all times remained in full force and effect. All real*
9 *and personal property, rights and credits, which belonged to the limited*
10 *liability company at the time its articles of organization were forfeited*
11 *under subsection (d) or (e) prior to the time of its reinstatement shall be*
12 *vested in the limited liability company after its reinstatement, as fully and*
13 *amply as they were held by the limited liability company at and before the*
14 *time its articles of organization became inoperative under subsection (d)*
15 *or (e), and the limited liability company after its reinstatement shall be*
16 *as exclusively liable for all contracts, acts, matters and things made,*
17 *done or performed in its name and on its behalf by its officers and agents*
18 *prior to its reinstatement, as if its articles of organization had remained*
19 *at all times in full force and effect.*

20 *(j) Any limited liability company seeking to reinstate its articles of*
21 *organization under the provisions of this act shall file all annual reports*
22 *and pay to the secretary of state an amount equal to all fees and any*
23 *penalties thereon due.*

24 Sec. 5. K.S.A. 17-76,121 is hereby amended to read as follows: 17-
25 76,121. Before doing business in the state of Kansas, a foreign limited
26 liability company shall register with the secretary of state. In order to
27 register, a foreign limited liability company shall submit to the secretary
28 of state, together with payment of the fee required by this act, an original
29 copy executed by a member or manager, together with a duplicate copy,
30 of an application for registration as a foreign limited liability company,
31 setting forth:

32 (a) The name of the foreign limited liability company;

33 (b) the state or other jurisdiction or country where organized, the
34 date of its organization and a statement ~~issued by an appropriate authority~~
35 ~~in that jurisdiction or by a third-party agent authorized by the secretary of~~
36 ~~state~~ that the foreign limited liability company exists in good standing
37 under the laws of the jurisdiction of its organization *on the date the*
38 *application is signed;*

39 (c) the nature of the business or purposes to be conducted or
40 promoted in the state of Kansas;

41 (d) the address of the registered office and the name and address of
42 the resident agent for service of process required to be maintained by this
43 act;

1 (e) *a statement that the resident agent appointed has consented to*
2 *being appointed;*

3 ~~(e)~~ (f) an irrevocable written consent of the foreign limited liability
4 company that actions may be commenced against it in the proper court of
5 any county where there is proper venue by the service of process on the
6 secretary of state as provided for in K.S.A. 60-304, and amendments
7 thereto, and stipulating and agreeing that such service shall be taken and
8 held, in all courts, to be as valid and binding as if due service had been
9 made upon the general partners of the foreign limited liability company;

10 ~~(f)~~ (g) the name and business, residence or mailing address of each
11 of the members or, if managed by managers, the name and business,
12 residence or mailing address of each of the managers; and

13 ~~(g)~~ (h) the date on which the foreign limited liability company first
14 did, or intends to do, business in the state of Kansas.

15 A person shall not be deemed to be doing business in the state of
16 Kansas solely by reason of being a member or manager of a domestic
17 limited liability company or a foreign limited liability company.

18 Sec. 6. K.S.A. 17-76,123 is hereby amended to read as follows: 17-
19 76,123. (a) The secretary of state shall not issue a registration to a foreign
20 limited liability company unless the name of such limited liability
21 company is such as to distinguish it upon the records of the office of the
22 secretary of state from the names of other limited liability companies,
23 corporations or limited partnerships organized under the laws of this state
24 or reserved or registered as a foreign limited liability company, foreign
25 corporation or foreign limited partnership under the laws of this state,
26 except that a foreign limited liability company may register under a name
27 which is not such as to distinguish it upon the records of the office of the
28 secretary of state from the name of other limited liability companies,
29 corporations or limited partnerships organized under the laws of this state
30 or reserved or registered as a foreign limited liability company, foreign
31 corporation or foreign limited partnership under the laws of this state if:

32 (1) Written consent is obtained from the other limited liability
33 company, corporation or limited partnership and filed with the secretary
34 of state; or

35 (2) it indicates as a means of identification and in its advertising
36 within this state, the state in which the limited liability company was
37 formed, and the application sets forth this condition.

38 (b) Each foreign limited liability company shall have and maintain
39 in the state of Kansas:

40 (1) A registered office which may but need not be its place of
41 business in the state of Kansas; and

42 (2) a resident agent for service of process on the limited liability
43 company, which agent may be an individual resident of the state of

1 Kansas, a domestic corporation, a domestic limited partnership, a
2 domestic limited liability company, a domestic business trust, or a foreign
3 corporation, foreign limited partnership, foreign limited liability company
4 or foreign business trust authorized to do business in the state of Kansas
5 whose business office is identical with the limited liability company's
6 registered office. *The foreign limited liability company shall notify the*
7 *resident agent that they have been appointed and the resident agent shall*
8 *agree to the appointment.*

9 (c) A resident agent may change the address of the registered office
10 of the foreign limited liability companies for which the resident agent is
11 resident agent to another address in the state of Kansas by: (1) Paying the
12 fee required by this act; (2) filing with the secretary of state a certificate
13 executed by the resident agent, setting forth the names of all the foreign
14 limited liability companies represented by the resident agent and the
15 address at which the resident agent has maintained the registered office
16 for each of such foreign limited liability companies; and (3) certifying to
17 the new address to which each such registered office will be changed on a
18 given day and at which the resident agent will thereafter maintain the
19 registered office for each of the foreign limited liability companies recited
20 in the certificate. Upon the filing of the certificate, the secretary of state
21 shall furnish to the resident agent a certified copy of such certificate.
22 Thereafter, or until further change of address, as authorized by law, the
23 registered office in the state of Kansas of each of the foreign limited
24 liability companies recited in the certificate shall be located at the new
25 address of the resident agent of the company given in the certificate.
26 Filing of the certificate shall be considered an amendment of the
27 application of each foreign limited liability company affected by the
28 certificate, and the foreign limited liability company shall not be required
29 to take any further action with respect thereto, to amend its application.
30 Any resident agent filing a certificate under this section, upon such filing,
31 shall deliver promptly a copy of such certificate to each foreign limited
32 liability company affected thereby. The resident agent shall furnish the
33 secretary of state one additional copy of the certificate for each limited
34 liability company affected.

35 (d) The resident agent of one or more foreign limited liability
36 companies may resign and appoint a successor resident agent by paying
37 the fee required by this act and filing a certificate with the secretary of
38 state, stating that the resident agent resigns as resident agent for the
39 foreign limited liability company identified in the certificate and giving
40 the name and address of the successor resident agent. There shall be
41 attached to the certificate a statement executed by each affected foreign
42 limited liability company ratifying and approving the change of resident
43 agent. Upon the filing, the successor resident agent shall become the

1 resident agent of those foreign limited liability companies that have
2 ratified and approved the substitution and the successor resident agent's
3 address, as stated in the certificate, shall become the address of each such
4 foreign limited liability company's registered office in the state of Kansas.
5 Filing of the certificate of resignation shall be deemed to be an
6 amendment of the application of each foreign limited liability company
7 affected by the certificate, and the foreign limited liability company shall
8 not be required to take any further action with respect thereto, to amend
9 its application. The resident agent shall furnish the secretary of state one
10 additional copy of the certificate for each limited liability company
11 affected.

12 (e) The resident agent of one or more foreign limited liability
13 companies may resign without appointing a successor resident agent by
14 paying the fee required by this act and filing a certificate with the
15 secretary of state stating that the resident agent resigns as resident agent
16 for the foreign limited liability companies identified in the certificate, but
17 the resignation shall not become effective until 60 days after the
18 certificate is filed. There shall be attached to the certificate an affidavit
19 that, at least 30 days prior to the date of the filing of the certificate, notice
20 that the resignation of the resident agent was sent by certified or
21 registered mail to each foreign limited liability company for which the
22 resident agent is resigning as resident agent. The affidavit shall be sworn
23 to by the resident agent, if an individual, or the president, a vice-president
24 or the secretary of the resident agent, if a corporation. The affidavit shall
25 state that the notice was sent to the principal office of each of the foreign
26 limited liability companies within or outside the state of Kansas, if known
27 to the resident agent or, if not, to the last known address of the attorney or
28 other individual at whose request the resident agent was appointed for the
29 foreign limited liability company. After receipt of the notice of the
30 resignation of its resident agent, the foreign limited liability company for
31 which the resident agent was acting shall obtain and designate a new
32 resident agent, to take the place of the resident agent resigning. If a
33 foreign limited liability company fails to obtain and designate a new
34 resident agent within 60 days after the filing by the resident agent of the
35 certificate of resignation, that foreign limited liability company shall not
36 be permitted to do business in the state of Kansas and its registration shall
37 be considered ~~cancelled~~ *forfeited*.

38 (f) *Any foreign limited liability company may procure a*
39 *reinstatement of its articles of organization, together with all the rights,*
40 *franchises, privileges and immunities and subject to all of its duties,*
41 *debts and liabilities which had been secured or imposed by its original*
42 *articles of organization, and all amendments thereto and may designate a*
43 *new registered office and resident agent at any time where the articles of*

1 organization have been forfeited pursuant to subsection (e).

2 (g) The reinstatement of the articles of organization or authority to
3 engage in business may be procured by executing and filing a certificate
4 with the secretary of state.

5 (h) The certificate required by subsection (g) shall state:

6 (1) The name of the foreign limited liability company, which shall be
7 the name it bore when its articles of organization were forfeited pursuant
8 to subsection (e);

9 (2) the address of the foreign limited liability company's registered
10 office in this state, which shall include the street, city and zip code and
11 the name of its resident agent at such address;

12 (3) a statement that the new resident agent has been notified of their
13 appointment and that they have agreed to serve as the resident agent;

14 (4) that the foreign limited liability company desiring to be
15 reinstated and so reinstating its corporate existence was duly organized
16 under the laws of the state of its original incorporation; and

17 (5) that the certificate for reinstatement is filed by authority of those
18 who were directors or members of the governing body of the limited
19 liability company at the time its articles of organization were forfeited
20 under subsection (e).

21 (i) Upon the filing of the certificate the foreign limited liability
22 company shall be reinstated with the same force and effect as if its
23 articles of organization had not become inoperative and void. Such
24 reinstatement shall validate all contracts, acts, matters and things made,
25 done and performed within the scope of its articles of organization by the
26 limited liability company, its officers and agents during the time when its
27 articles of organization were forfeited under subsection (e), with the same
28 force and effect and to all intents and purposes as if the articles of
29 organization had at all times remained in full force and effect. All real
30 and personal property, rights and credits, which belonged to the limited
31 liability company at the time its articles of organization were forfeited
32 under subsection (e) prior to the time of its reinstatement shall be vested
33 in the limited liability company after its reinstatement, as fully and amply
34 as they were held by the limited liability company at and before the time
35 its articles of organization became inoperative under subsection (e), and
36 the limited liability company after its reinstatement shall be as
37 exclusively liable for all contracts, acts, matters and things made, done
38 or performed in its name and on its behalf by its officers and agents prior
39 to its reinstatement, as if its articles of organization had remained at all
40 times in full force and effect.

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42 (j) Any foreign limited liability company seeking to reinstate its
43 articles of organization under the provisions of this act shall file all

1 *annual reports and pay to the secretary of state an amount equal to all*
2 *fees and any penalties thereon due.*

3 Sec. 7. K.S.A. 2010 Supp. 56-1a104 is hereby amended to read as
4 follows: 56-1a104. (a) Each limited partnership shall have and maintain
5 in the state of Kansas:

6 (1) A registered office, which may but need not be a place of its
7 business in the state of Kansas; and

8 (2) a resident agent for service of process on the limited partnership
9 at the registered office, which agent may be an individual or a domestic
10 corporation, domestic limited partnership, domestic limited liability
11 company, a domestic business trust or a foreign corporation, limited
12 partnership, limited liability company, business trust authorized to
13 transact business in this state or the limited partnership itself. *The limited*
14 *partnership shall notify the resident agent that they have been appointed*
15 *and the resident agent shall agree to the appointment.*

16 (b) A resident agent may change the address of the registered office
17 of the limited partnerships for which the agent is resident agent to another
18 address in the state of Kansas by paying a fee as set forth in K.S.A. 56-
19 1a605, and amendments thereto and filing with the secretary of state a
20 certificate executed by the resident agent. The certificate shall set forth
21 the names of all the limited partnerships represented by the resident agent
22 and the address at which the resident agent has maintained the registered
23 office for each of such limited partnerships and shall certify the new
24 address to which each such registered office will be changed on a given
25 day and at which new address the resident agent will thereafter maintain
26 the registered office for each of the limited partnerships recited in the
27 certificate. Upon the filing of the certificate, the secretary of state shall
28 furnish to the resident agent a certified copy of the certificate and, until
29 further change of address as authorized by law, the registered office in the
30 state of Kansas of each limited partnership recited in the certificate shall
31 be located at the new address of the resident agent thereof as given in the
32 certificate. Filing of the certificate shall be deemed to be an amendment
33 of the certificate of limited partnership of each limited partnership
34 affected thereby, and each such limited partnership shall not be required
35 to take any further action with respect thereto to amend its certificate of
36 limited partnership under K.S.A. 56-1a152, and amendments thereto. Any
37 resident agent filing a certificate under this section shall promptly, upon
38 such filing, deliver a copy of the certificate to each limited partnership
39 affected thereby. The resident agent shall furnish the secretary of state
40 one additional copy of the certificate for each limited partnership
41 affected. Whenever the location of a resident agent's office is moved to
42 another room or suite within the same structure and the change is
43 reported in writing to the secretary of state, the secretary of state shall

1 charge no fee for recording such change on the appropriate records on file
2 with the secretary of state.

3 (c) The resident agent of one or more limited partnerships may
4 resign and appoint a successor resident agent by paying the fee required
5 by K.S.A. 56-1a605, and amendments thereto and filing a certificate with
6 the secretary of state, stating that the resident agent resigns and the name
7 and address of the successor resident agent. There shall be attached to the
8 certificate a statement executed by each affected limited partnership
9 ratifying and approving such change of resident agent. Upon the filing,
10 the successor resident agent shall become the resident agent of the limited
11 partnerships that have ratified and approved the substitution and the
12 successor resident agent's address, as stated in the certificate, shall
13 become the address of each such limited partnership's registered office in
14 the state of Kansas. Filing of the certificate of resignation shall be
15 deemed to be an amendment of the certificate of limited partnership of
16 each limited partnership affected thereby, and each such limited
17 partnership shall not be required to take any further action with respect
18 thereto to amend its certificate of limited partnership under K.S.A. 56-
19 1a152, and amendments thereto. The resident agent shall furnish the
20 secretary of state one additional copy of the certificate for each limited
21 partnership affected.

22 (d) The resident agent of one or more limited partnerships may
23 resign without appointing a successor resident agent by paying the fee
24 required by K.S.A. 56-1a605, and amendments thereto and filing a
25 certificate with the secretary of state stating that the resident agent resigns
26 as resident agent for the limited partnerships that are identified in the
27 certificate, but the resignation shall not become effective until 60 days
28 after the certificate is filed. There shall be attached to the certificate an
29 affidavit, that at least 30 days prior to the date of the filing of the
30 certificate, notice of the resignation of the resident agent was sent by
31 certified or registered mail to each limited partnership for which the
32 resident agent is resigning as resident agent. The affidavit shall be sworn
33 to by the resident agent, if an individual, or the president, a vice-president
34 or the secretary of the resident agent, if a corporation. The affidavit shall
35 state that the notice was sent to the principal office of each of the limited
36 partnership within or outside the state of Kansas, if known to the resident
37 agent or, if not, to the last known address of the attorney or other
38 individual at whose request the resident agent was appointed for the
39 limited partnership. After receipt of the notice of the resignation of its
40 resident agent, the limited partnership for which the resident agent was
41 acting shall obtain and designate a new resident agent, to take the place of
42 the resident agent resigning. If a limited partnership fails to obtain and
43 designate a new resident agent within 60 days after the filing by the

1 resident agent of the certificate of resignation, the certificate of that
2 limited partnership shall be considered canceled. After the resignation of
3 the resident agent shall have become effective as provided in this section
4 and if no new resident agent shall have been obtained and designated in
5 the time and manner aforesaid, service of legal process against the limited
6 partnership for which the resigned resident agent had been acting shall
7 thereafter be upon the secretary of state in accordance with K.S.A. 60-
8 304, and amendments thereto. *Whenever the certificate of partnership is*
9 *canceled for failure to appoint a resident agent, the limited partnership*
10 *may be reinstated by filing a certificate of reinstatement, in the manner*
11 *and form to be prescribed by the secretary of state and paying to the*
12 *secretary of state all fees. The fee for filing a certificate of reinstatement*
13 *shall be the same as that prescribed by K.S.A. 17-7506, and amendments*
14 *thereto, for filing a certificate of extension, restoration, renewal or*
15 *revival of a corporation's articles of incorporation.*

16 (e) If a domestic limited partnership's resident agent dies or moves
17 from the registered office, the limited partnership shall designate and
18 certify to the secretary of state the name of another resident agent within
19 30 days of the death or move. If no new resident agent is designated, the
20 service of legal process on the limited partnership may be made as
21 prescribed in K.S.A. 60-304, and amendments thereto. If any domestic
22 limited partnership fails to designate a new resident agent as required by
23 this subsection, the secretary of state, after giving 30 days' notice of
24 the intended action, may declare the limited partnership certificate canceled.
25 *Whenever the certificate of partnership is canceled for failure to*
26 *designate a new resident agent, the limited partnership may be reinstated*
27 *by filing a certificate of reinstatement, in the manner and form to be*
28 *prescribed by the secretary of state and paying to the secretary of state*
29 *all fees. The fee for filing a certificate of reinstatement shall be the same*
30 *as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing*
31 *a certificate of extension, restoration, renewal or revival of a*
32 *corporation's articles of incorporation.*

33 Sec. 8. K.S.A. 56-1a502 is hereby amended to read as follows: 56-
34 1a502. Before doing business in the state of Kansas, a foreign limited
35 partnership shall register with the secretary of state. In order to register, a
36 foreign limited partnership shall submit to the secretary of state together
37 with payment of the fee required by K.S.A. 56-1a605, and amendments
38 thereto, an original copy executed by a general partner, together with a
39 duplicate copy, of an application for registration as a foreign limited
40 partnership, setting forth:

41 (a) The name of the foreign limited partnership;

42 (b) the state or other jurisdiction or country where organized, the
43 date of its organization and a statement issued by an appropriate authority

1 ~~in that jurisdiction or by a third-party agent authorized by the secretary of~~
2 ~~state~~ that the foreign limited partnership exists in good standing under the
3 laws of the jurisdiction of its organization *on the date that the application*
4 *for registration is signed;*

5 (c) the nature of the business or purposes to be conducted or
6 promoted in the state of Kansas;

7 (d) the address of the registered office and the name and address of
8 the resident agent for service of process required to be maintained by
9 subsection (b) of K.S.A. 56-1a504, and amendments thereto;

10 (e) *a statement that the resident agent appointed has consented to*
11 *being appointed;*

12 ~~(e)~~(f) an irrevocable written consent of the foreign limited
13 partnership that actions may be commenced against it in the proper court
14 of any county where there is proper venue by the service of process on
15 the secretary of state as provided for in K.S.A. 60-304, and amendments
16 thereto and stipulating and agreeing that such service shall be taken and
17 held, in all courts, to be as valid and binding as if due service had been
18 made upon the general partners of the foreign limited partnership;

19 ~~(f)~~(g) the name and business, residence or mailing address of each of
20 the general partners; and

21 ~~(g)~~(h) the date on which the foreign limited partnership first did, or
22 intends to do, business in the state of Kansas.

23 Sec. 9. K.S.A. 2010 Supp. 56-1a504 is hereby amended to read as
24 follows: 56-1a504. (a) The secretary of state shall not issue a registration
25 to a foreign limited partnership unless the name of the limited partnership
26 is such as to distinguish it upon the records of the office of the secretary
27 of state from the names of other corporations, limited liability companies
28 or limited partnerships organized under the laws of this state or reserved
29 or registered as a foreign corporation, foreign limited liability company or
30 foreign limited partnership under the laws of this state, except that a
31 foreign limited partnership may register under a name which is not such
32 as to distinguish it upon the records of the office of the secretary of state
33 from the name of other corporations, limited liability companies or
34 limited partnerships organized under the laws of this state or reserved or
35 registered as a foreign corporation, foreign limited liability company or
36 foreign limited partnership under the laws of this state if:

37 (1) Written consent is obtained from the other corporation, limited
38 liability company or limited partnership and filed with the secretary of
39 state; or

40 (2) it indicates as a means of identification and in its advertising
41 within this state, the state in which the limited partnership was formed,
42 and the application sets forth this condition.

43 (b) Each foreign limited partnership shall have and maintain in the

1 state of Kansas:

2 (1) A registered office which may but need not be a place of its
3 business in the state of Kansas; and

4 (2) a resident agent for service of process on the limited partnership,
5 which agent may be an individual resident of the state of Kansas, a
6 domestic corporation, a domestic limited partnership, a domestic limited
7 liability company or a domestic business trust, or a foreign corporation,
8 limited partnership, limited liability company, or business trust authorized
9 to transact business in this state whose business office is identical with
10 the limited partnership's registered office. *The foreign limited partnership*
11 *shall notify the resident agent that they have been appointed, and the*
12 *resident agent shall agree to the appointment.*

13 (c) A resident agent may change the address of the registered office
14 of the foreign limited partnerships for which the resident agent is resident
15 agent to another address in the state of Kansas by: (1) Paying the fee
16 required by K.S.A. 56-1a605, and amendments thereto; (2) filing with the
17 secretary of state a certificate, executed by the resident agent, setting
18 forth the names of all the foreign limited partnerships represented by the
19 resident agent and the address at which the resident agent has maintained
20 the registered office for each of such foreign limited partnerships; and (3)
21 certifying to the new address to which each such registered office will be
22 changed on a given day and at which the resident agent will thereafter
23 maintain the registered office for each of the foreign limited partnerships
24 recited in the certificate. Upon the filing of the certificate, the secretary of
25 state shall furnish to the resident agent a certified copy of it. Thereafter,
26 or until further change of address, as authorized by law, the registered
27 office in the state of Kansas of each of the foreign limited partnerships
28 recited in the certificate shall be located at the new address of the resident
29 agent of the partnership given in the certificate. Filing of the certificate
30 shall be considered an amendment of the application of each foreign
31 limited partnership affected by the certificate, and the foreign limited
32 partnership shall not be required to take any further action with respect
33 thereto, to amend its application under K.S.A. 56-1a505, and
34 amendments thereto. Any resident agent filing a certificate under this
35 section shall promptly, upon such filing, deliver a copy of any such
36 certificate to each foreign limited partnership affected thereby. The
37 resident agent shall furnish the secretary of state one additional copy of
38 the certificate for each limited partnership affected.

39 (d) The resident agent of one or more foreign limited partnerships
40 may resign and appoint a successor registered agent by paying the fee
41 required by K.S.A. 56-1a605, and amendments thereto, and filing a
42 certificate with the secretary of state, stating that the resident agent
43 resigns as resident agent for the foreign limited partnerships identified in

1 the certificate and giving the name and address of the successor resident
2 agent. There shall be attached to the certificate a statement executed by
3 each affected foreign limited partnership ratifying and approving the
4 change of resident agent. Upon the filing, the successor resident agent
5 shall become the resident agent of those foreign limited partnerships that
6 have ratified and approved the substitution and the successor resident
7 agent's address, as stated in the certificate, shall become the address of
8 each such foreign limited partnership's registered office in the state of
9 Kansas. Filing of the certificate of resignation shall be deemed to be an
10 amendment of the application of each foreign limited partnership affected
11 by the certificate, and the foreign limited partnership shall not be required
12 to take any further action with respect thereto, to amend its application
13 under K.S.A. 56-1a505, and amendments thereto. The resident agent shall
14 furnish the secretary of state one additional copy of the certificate for
15 each limited partnership affected.

16 (e) The resident agent of one or more foreign limited partnerships
17 may resign without appointing a successor resident agent by paying the
18 fee required by K.S.A. 56-1a605, and amendments thereto and filing a
19 certificate with the secretary of state stating that the resident agent resigns
20 as resident agent for the foreign limited partnerships identified in the
21 certificate, but the resignation shall not become effective until 60 days
22 after the certificate is filed. There shall be attached to the certificate an
23 affidavit that, at least 30 days prior to the date of the filing of the
24 certificate, notice of the resignation of the resident agent was sent by
25 certified or registered mail to each foreign limited partnership for which
26 the resident agent is resigning as resident agent. The affidavit shall be
27 sworn to by the resident agent, if an individual, or the president, a vice
28 president or the secretary of the resident agent, if a corporation. The
29 affidavit shall state that the notice was sent to the principal office of each
30 of the foreign limited partnership within or outside the state of Kansas, if
31 known to the resident agent or, if not, to the last known address of the
32 attorney or other individual at whose request the resident agent was
33 appointed for the foreign limited partnership. After receipt of the notice of
34 the resignation of its resident agent, the foreign limited partnership for
35 which the resident agent was acting shall obtain and designate a new
36 resident agent, to take the place of the resident agent resigning. If a
37 foreign limited partnership fails to obtain and designate a new resident
38 agent within 60 days after the filing by the resident agent of the certificate
39 of resignation, that foreign limited partnership shall not be permitted to
40 do business in the state of Kansas and its registration shall be considered
41 canceled. *Whenever the limited partnership is canceled for failure to*
42 *appoint a resident agent, the limited partnership may be reinstated by*
43 *filing a certificate of reinstatement, in the manner and form to be*

1 *prescribed by the secretary of state and paying to the secretary of state*
2 *all fees. The fee for filing a certificate of reinstatement shall be the same*
3 *as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing*
4 *a certificate of extension, restoration, renewal or revival of a*
5 *corporation's articles of incorporation.*

6 Sec. 10. K.S.A. 56a-303 is hereby amended to read as follows: 56a-
7 303. (a) A partnership may file a statement of partnership authority,
8 which:

9 (1) Must include:

10 (i) The name of the partnership;

11 (ii) the street address of its principal office and of one office in this
12 state, if there is one;

13 (iii) the names and mailing addresses of all of the partners or of an
14 agent appointed and maintained by the partnership for the purpose of
15 subsection (b). *If the partnership names a resident agent the partnership*
16 *shall notify the resident agent of the appointment and the resident agent*
17 *shall agree to the appointment;* and

18 (iv) the names of the partners authorized to execute an instrument
19 transferring real property held in the name of the partnership; and

20 (2) may state the authority, or limitations on the authority, of some
21 or all of the partners to enter into other transactions on behalf of the
22 partnership and any other matter.

23 (b) If a statement of partnership authority names an agent, the agent
24 shall maintain a list of the names and mailing addresses of all of the
25 partners and make it available to any person on request for good cause
26 shown.

27 (c) If a filed statement of partnership authority is executed pursuant
28 to subsection (c) of K.S.A. 56a-105, *and amendments thereto*, and states
29 the name of the partnership but does not contain all of the other
30 information required by subsection (a), the statement nevertheless
31 operates with respect to a person not a partner as provided in subsections
32 (d) and (e).

33 (d) Except as otherwise provided in subsection (g), a filed statement
34 of partnership authority supplements the authority of a partner to enter
35 into transactions on behalf of the partnership as follows:

36 (1) Except for transfers of real property, a grant of authority
37 contained in a filed statement of partnership authority is conclusive in
38 favor of a person who gives value without knowledge to the contrary, so
39 long as and to the extent that a limitation on that authority is not then
40 contained in another filed statement. A filed cancellation of a limitation
41 on authority revives the previous grant of authority.

42 (2) A grant of authority to transfer real property held in the name of
43 the partnership contained in a certified copy of a filed statement of

1 partnership authority recorded in the office for recording transfers of that
2 real property is conclusive in favor of a person who gives value without
3 knowledge to the contrary, so long as and to the extent that a certified
4 copy of a filed statement containing a limitation on that authority is not
5 then of record in the office for recording transfers of that real property.
6 The recording in the office for recording transfers of that real property of
7 a certified copy of a filed cancellation of a limitation on authority revives
8 the previous grant of authority.

9 (e) A person not a partner is deemed to know of a limitation on the
10 authority of a partner to transfer real property held in the name of the
11 partnership if a certified copy of the filed statement containing the
12 limitation on authority is of record in the office for recording transfers of
13 that real property.

14 (f) Except as otherwise provided in subsections (d) and (e) and
15 K.S.A. 56a-704 and 56a-805, *and amendments thereto*, a person not a
16 partner is not deemed to know of a limitation on the authority of a partner
17 merely because the limitation is contained in a filed statement.

18 (g) Unless earlier canceled, a filed statement of partnership authority
19 is canceled by operation of law five years after the date on which the
20 statement, or the most recent amendment, was filed with the secretary of
21 state.

22 Sec. 11. K.S.A. 2010 Supp. 56a-1005 is hereby amended to read as
23 follows: 56a-1005. (a) Each limited liability partnership shall have and
24 maintain in the state of Kansas:

25 (1) A registered office, which may, but need not be, a place of its
26 business in the state of Kansas; and

27 (2) a resident agent for service of process on the limited liability
28 partnership at the registered office, which agent may be:

29 (A) An individual;

30 (B) a domestic corporation, domestic limited partnership, domestic
31 limited liability company or domestic business trust;

32 (C) a foreign corporation, foreign limited partnership, foreign
33 limited liability company or foreign business trust authorized to transact
34 business in this state; or

35 (D) the limited liability partnership itself. *The limited liability*
36 *partnership shall notify the resident agent that they have been appointed*
37 *and the resident agent shall agree to the appointment.*

38 (b) A resident agent may change the address of the registered office
39 of the limited liability partnership or limited liability partnerships for
40 which the agent is resident agent to another address in the state of Kansas
41 by paying a fee and filing with the secretary of state a certificate executed
42 by the resident agent. The certificate shall set forth the names of all the
43 limited liability partnerships represented by such resident agent, and the

1 address at which the resident agent has maintained the registered office
2 for each of such limited liability partnerships and shall certify the new
3 address to which each such registered office will be changed on a given
4 day, and at which new address the resident agent will thereafter maintain
5 the registered office for each of the limited liability partnerships recited in
6 the certificate. Upon the filing of such certificate, the secretary of state
7 shall furnish to the resident agent a certified copy of the certificate and,
8 until further change of address as authorized by law, the registered office
9 in the state of Kansas of each limited liability partnership recited in the
10 certificate shall be located at the new address of the resident agent thereof
11 as given in the certificate. Filing of the certificate shall be deemed to be
12 an amendment of the statement of qualification of limited liability
13 partnership of each limited liability partnership affected thereby, and each
14 such limited liability partnership shall not be required to take any further
15 action with respect thereto to amend its statement of qualification of
16 limited liability partnership under K.S.A. 56a-1001, and amendments
17 thereto. Any resident agent filing a certificate under this section shall
18 promptly, upon such filing, deliver a copy of the certificate to each
19 limited liability partnership affected thereby. Whenever the location of a
20 resident agent's office is moved to another room or suite within the same
21 structure and the change is reported in writing to the secretary of state, the
22 secretary of state shall charge no fee for recording such change on the
23 appropriate records on file with the secretary of state.

24 (c) The resident agent of one or more limited liability partnerships
25 may resign and appoint a successor resident agent by paying a fee and
26 filing a certificate with the secretary of state, stating that the resident
27 agent resigns and the name and address of the successor resident agent.
28 There shall be attached to the certificate a statement executed by each
29 affected limited liability partnership ratifying and approving such change
30 of resident agent. Upon the filing, the successor resident agent shall
31 become the resident agent of the limited liability partnerships that have
32 ratified and approved the substitution and the successor resident agent's
33 address, as stated in the certificate, shall become the address of each such
34 limited liability partnership's registered office in the state of Kansas.
35 Filing of the certificate of resignation shall be deemed to be an
36 amendment of the statement of qualification of limited liability
37 partnership of each limited liability partnership affected thereby, and each
38 such limited liability partnership shall not be required to take any further
39 action with respect thereto to amend its statement of qualification of
40 limited liability partnership under K.S.A. 56a-1001, and amendments
41 thereto.

42 (d) The resident agent of one or more limited liability partnerships
43 may resign without appointing a successor resident agent by paying a fee

1 and filing a certificate with the secretary of state, stating that the resident
2 agent resigns as resident agent for the limited liability partnerships that
3 are identified in the certificate, but the resignation shall not become
4 effective until 60 days after the certificate is filed. There shall be attached
5 to the certificate an affidavit, that at least 30 days prior to the date of the
6 filing of the certificate, notice of the resignation of the resident agent was
7 sent by certified or registered mail to each limited liability partnership for
8 which the resident agent is resigning as resident agent. The affidavit shall
9 be sworn to by the resident agent, if an individual, or the president, a
10 vice-president or the secretary of the resident agent, if a corporation. The
11 affidavit shall state that the notice was sent to the principal office of each
12 of the limited liability partnerships within or outside the state of Kansas,
13 if known to the resident agent or, if not, to the last known address of the
14 attorney or other individual at whose request the resident agent was
15 appointed for the limited liability partnership. After receipt of the notice
16 of the resignation of its resident agent, the limited liability partnership for
17 which the resident agent was acting shall obtain and designate a new
18 resident agent, to take the place of the resident agent resigning. If a
19 limited liability partnership fails to obtain and designate a new resident
20 agent within 60 days after the filing by the resident agent of the certificate
21 of resignation, the statement of qualification of that limited liability
22 partnership shall be considered canceled. After the resignation of the
23 resident agent shall have become effective as provided in this section and
24 if no new resident agent shall have been obtained and designated in the
25 time and manner aforesaid, service of legal process against the limited
26 liability partnership for which the resigned resident agent had been acting
27 shall thereafter be upon the secretary of state in accordance with K.S.A.
28 60-304, and amendments thereto. *Whenever the limited liability*
29 *partnership is cancelled for failure to appoint a resident agent, the*
30 *limited liability partnership may be reinstated by filing a certificate of*
31 *reinstatement, in the manner and form to be prescribed by the secretary*
32 *of state and paying to the secretary of state all fees. The fee for filing a*
33 *certificate of reinstatement shall be the same as that prescribed by K.S.A.*
34 *17-7506, and amendments thereto, for filing a certificate of extension,*
35 *restoration, renewal or revival of a corporation's articles of*
36 *incorporation.*

37 (e) If a domestic limited liability partnership's resident agent dies or
38 moves from the registered office, the limited liability partnership shall
39 designate and certify to the secretary of state the name of another resident
40 agent within 30 days of the death or move. If no new resident agent is
41 designated, the service of legal process on the limited liability partnership
42 may be made as prescribed in K.S.A. 60-304, and amendments thereto. If
43 any domestic limited liability partnership fails to designate a new resident

1 agent as required by this subsection, the secretary of state, after giving 30
2 days' notice of the intended action, may declare the statement of
3 qualification of such limited liability partnership canceled. *Whenever the*
4 *limited liability partnership is canceled for failure to designate a new*
5 *resident agent, the limited liability partnership may be reinstated by filing*
6 *a certificate of reinstatement, in the manner and form to be prescribed by*
7 *the secretary of state and paying to the secretary of state all fees. The fee*
8 *for filing a certificate of reinstatement shall be the same as that*
9 *prescribed by K.S.A. 17-7506, and amendments thereto, for filing a*
10 *certificate of extension, restoration, renewal or revival of a corporation's*
11 *articles of incorporation.*

12 Sec. 12. K.S.A. 2010 Supp. 56a-1102 is hereby amended to read as
13 follows: 56a-1102. (a) Before transacting business in this state, a foreign
14 limited liability partnership must file a statement of foreign qualification.
15 The statement must contain:

16 (1) The name of the foreign limited liability partnership which
17 satisfies the requirements of the state or other jurisdiction under whose
18 laws it is formed and ends with "registered limited liability partnership,"
19 "limited liability partnership," "R.L.L.P.," "L.L.P.," "RLLP" or "LLP;"

20 (2) the address of the registered office and the name of the resident
21 agent for service of process required to be maintained pursuant to K.S.A.
22 2010 Supp. 56a-1106, and amendments thereto; ~~and~~

23 (3) *a statement that the resident agent for service of process has*
24 *consented to being appointed;*

25 (4) *the state or other jurisdiction or country where organized, the*
26 *date of its organization and a statement that the foreign limited liability*
27 *partnership exists in good standing under the laws of the jurisdiction of*
28 *its organization on the date the statement is filed; and*

29 ~~(3)(5)~~ a deferred effective date, if any.

30 (b) The status of a partnership as a foreign limited liability
31 partnership is effective on the later of the filing of the statement of
32 foreign qualification or a date specified in the statement. The status
33 remains effective, regardless of changes in the partnership, until it is
34 canceled pursuant to subsection (d) of K.S.A. 56a-105, and amendments
35 thereto, or revoked pursuant to K.S.A. 56a-1202, and amendments
36 thereto.

37 (c) An amendment or cancellation of a statement of foreign
38 qualification is effective when it is filed or on a deferred effective date
39 specified in the amendment or cancellation.

40 Sec. 13. K.S.A. 17-6202, 17-6203, 17-7666, 17-76,121, 17-76,123,
41 56-1a502 and 56a-303 and K.S.A. 2010 Supp. 17-7301, 56-1a104, 56-
42 1a504, 56a-1005 and 56a-1102 are hereby repealed.

43 Sec. 14. This act shall take effect and be in force from and after its

- 1 publication in the statute book.
- 2