

2012 Kansas Statutes

17-7666. Registered office; resident agent. (a) Each limited liability company shall have and maintain in the state of Kansas:

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

(2) A resident agent for service of process on the limited liability company, which agent may be either an individual resident of the state of Kansas whose business office is identical with the limited liability company's registered office, or a domestic corporation, or a domestic limited partnership, or a domestic limited liability company, or a domestic business trust or a foreign corporation, or a foreign limited partnership, or a foreign limited liability company, or foreign business trust authorized to do business in the state of Kansas having a business office identical with such registered office, which is generally open during normal business hours to accept service of process and otherwise perform the functions of a resident agent, or the limited liability company itself.

(b) A resident agent may change the address of the registered office of the limited liability company or companies for which such resident agent is resident agent to another address in the state of Kansas by paying a fee as set forth in K.S.A. 17-76,136, and amendments thereto, and filing with the secretary of state a certificate, executed by such resident agent, setting forth the names of all the limited liability companies represented by such resident agent, and the address at which such resident agent has maintained the registered office for each of such limited liability companies, and further certifying to the new address to which each such registered office will be changed on a given day, and at which new address such resident agent will thereafter maintain the registered office for each of the limited liability companies recited in the certificate. Upon the filing of such certificate, the secretary of state shall furnish to the resident agent a certified copy of the same under the secretary's hand and seal of office, and thereafter, or until further change of address, as authorized by law, the registered office in the state of Kansas of each of the limited liability companies recited in the certificate shall be located at the new address of the resident agent thereof as given in the certificate. In the event of a change of name of any person acting as a resident agent of a limited liability company, such resident agent shall file with the secretary of state a certificate, executed by such resident agent, setting forth the new name of such resident agent, the name of such resident agent before it was changed, the names of all the limited liability companies represented by such resident agent, and the address at which such resident agent has maintained the registered office for each of such limited liability companies, and shall pay a fee as set forth in K.S.A. 17-76,136, and amendments thereto. Upon the filing of such certificate, the secretary of state shall furnish to the resident agent a certified copy of the certificate under hand and seal of office. Filing a certificate under this section shall be deemed to be an amendment of the articles of organization of each limited liability company affected thereby and each such limited liability company shall not be required to take any further action with respect thereto, to amend its articles of organization under K.S.A. 17-76,136, and amendments thereto. Any resident agent filing a certificate under this section shall promptly, upon such filing, deliver a copy of any such certificate to each limited liability company affected thereby.

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

(d) The resident agent of a limited liability company may resign without appointing a successor resident agent by paying a fee as set forth in K.S.A. 17-76,136, and amendments thereto, and filing a certificate with the secretary of state stating that the resident agent resigns as resident agent for the limited liability company identified in the certificate, but such resignation shall not become effective until 60 days after the certificate is filed. There shall be attached to said certificate an affidavit of such resident agent, if an individual, or the president, a vice-president or the secretary thereof if a corporation, that at least 30 days prior to and on or about the date of the filing of such certificate, notices were sent by certified or registered mail to the limited liability company for which such resident agent is resigning as resident agent, at the principal office thereof within or outside the state of Kansas, if known to such resident agent or, if not, to the last known address of the attorney or other individual at whose request such resident agent was appointed for such limited liability company, of the resignation of such resident agent. After receipt of the notice of the resignation of its resident agent, the limited liability company for which such resident agent was acting shall obtain and designate a new resident agent, to take the place of the resident agent so resigning. If such limited liability company fails to obtain and designate a new resident agent as aforesaid prior to the expiration of the period of 60 days after the filing by the resident agent of the certificate of resignation, the articles of organization of such limited liability company shall be deemed to be canceled. After the resignation of the resident agent shall have become effective as provided in this section and if no new resident agent shall have been obtained and designated in the time and manner aforesaid, service of legal process against the limited liability company for which the resigned resident agent had been acting shall thereafter be upon the secretary of state in accordance with K.S.A. 17-76,136, and amendments thereto.

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

History: L. 1999, ch. 119, § 5; L. 2007, ch. 81, § 8; July 1.