

2012 Kansas Statutes

56a-1005. Resident agent; requirements; registered office. (a) Each limited liability partnership 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 partnership at the registered office, which agent may be:

(A) An individual;
(B) a domestic corporation, domestic limited partnership, domestic limited liability company or domestic business trust;

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

(D) the limited liability partnership itself.

(b) A resident agent may change the address of the registered office of the limited liability partnership or limited liability partnerships for which the agent is resident agent to another address in the state of Kansas by paying a fee and filing with the secretary of state a certificate executed by the resident agent. The certificate shall set forth the names of all the limited liability partnerships represented by such resident agent, and the address at which the resident agent has maintained the registered office for each of such limited liability partnerships and shall certify the new address to which each such registered office will be changed on a given day, and at which new address the resident agent will thereafter maintain the registered office for each of the limited liability partnerships 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 certificate and, until further change of address as authorized by law, the registered office in the state of Kansas of each limited liability partnership recited in the certificate shall be located at the new address of the resident agent thereof as given in the certificate. Filing of the certificate shall be deemed to be an amendment of the statement of qualification of limited liability partnership of each limited liability partnership affected thereby, and each such limited liability partnership shall not be required to take any further action with respect thereto to amend its statement of qualification of limited liability partnership under K.S.A. 56a-1001, and amendments thereto. Any resident agent filing a certificate under this section shall promptly, upon such filing, deliver a copy of the certificate to each limited liability partnership affected thereby. Whenever the location of a resident agent's office is moved to another room or suite within the same structure and the change is reported in writing to the secretary of state, the secretary of state shall charge no fee for recording such change on the appropriate records on file with the secretary of state.

(c) The resident agent of one or more limited liability partnerships may resign and appoint a successor resident agent by paying a fee 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 the certificate a statement executed by each affected limited liability partnership ratifying and approving such change of resident agent. Upon the filing, the successor resident agent shall become the resident agent of the limited liability partnerships that have ratified and approved the substitution and the successor resident agent's address, as stated in the certificate, shall become the address of each such limited liability partnership's registered office in the state of Kansas. Filing of the certificate of resignation shall be deemed to be an amendment of the statement of qualification of limited liability partnership of each limited liability partnership affected thereby, and each such limited liability partnership shall not be required to take any further action with respect thereto to amend its statement of qualification of limited liability partnership under K.S.A. 56a-1001, and amendments thereto.

(d) The resident agent of one or more limited liability partnerships may resign without appointing a successor resident agent by paying a fee and filing a certificate with the secretary of state, stating that the resident agent resigns as resident agent for the limited liability partnerships that are identified in the certificate, but the resignation shall not become effective until 60 days after the certificate is filed. There shall be attached to the certificate an affidavit, that at least 30 days prior to the date of the filing of the certificate, notice of the resignation of the resident agent was sent by certified or registered mail to each limited liability partnership for which the resident agent is resigning as resident agent. The affidavit shall be sworn to by the resident agent, if an individual, or the president, a vice-president or the secretary of the resident agent, if a corporation. The affidavit shall state that the notice was sent to the principal office of each of the limited liability partnerships within or outside the state of Kansas, if known to the resident agent or, if not, to the last known address of the attorney or other individual at whose request the resident agent was appointed for the limited liability partnership. After receipt of the notice of the resignation of its resident agent, the limited liability partnership for which the resident agent was acting shall obtain and designate a new resident agent, to take the place of the resident agent resigning. If a limited liability partnership fails to obtain and designate a new resident agent within 60 days after the filing by the resident agent of the certificate of resignation, the statement of qualification of that limited liability partnership shall be considered 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 partnership for which the resigned resident agent had been acting shall thereafter be upon the secretary of state in accordance with K.S.A. 60-304, and amendments thereto.

(e) If a domestic limited liability partnership's resident agent dies or moves from the registered office, the limited liability partnership 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 partnership may be made as prescribed in K.S.A. 60-304, and amendments thereto. If any domestic limited liability partnership 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 statement of qualification of such limited liability partnership canceled.

History: L. 2010, ch. 37, § 1; July 1.