

## 2012 Kansas Statutes

**56a-1106. Resident agent; requirements; registered office.** (a) Each foreign 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 foreign limited liability partnership, which agent may be: (A) An individual resident of this state; (B) a domestic corporation, domestic limited partnership, domestic limited liability company or domestic business trust; or (C) a foreign corporation, foreign limited partnership, foreign limited liability company or foreign business trust authorized to transact business in this state, whose business office is identical with the limited liability partnership's registered office.

(b) A resident agent may change the address of the registered office of the foreign limited liability partnership or foreign limited liability partnerships for which the resident 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 foreign limited liability partnerships represented by the resident agent and the address at which the resident agent has maintained the registered office for each of such foreign 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 the resident agent will thereafter maintain the registered office for each of the foreign 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 foreign limited liability partnership recited in the certificate shall be located at the new address of the resident agent thereof given in the certificate. Filing of the certificate shall be considered an amendment of the statement of foreign qualification of each foreign limited liability partnership affected thereby, and each such foreign limited liability partnership shall not be required to take any further action with respect thereto to amend its statement of foreign qualification under K.S.A. 56a-1102, 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 foreign limited liability partnership affected thereby.

(c) The resident agent of one or more foreign limited liability partnerships may resign and appoint a successor registered 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 foreign limited liability partnerships identified in the certificate and giving the name and address of the successor resident agent. There shall be attached to the certificate a statement executed by each affected foreign limited liability partnership ratifying and approving the change of resident agent. Upon the filing, the successor resident agent shall become the resident agent of those foreign 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 foreign 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 foreign qualification of each foreign limited liability partnership affected thereby, and each such foreign limited liability partnership shall not be required to take any further action with respect thereto to amend its statement of foreign qualification under K.S.A. 56a-1102, and amendments thereto.

(d) The resident agent of one or more foreign 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 foreign limited liability partnerships 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 foreign 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 foreign limited liability partnership 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 foreign limited liability partnership. After receipt of the notice of the resignation of its resident agent, the foreign 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 foreign 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, that foreign limited liability partnership shall not be permitted to do business in the state of Kansas and its statement of foreign qualification shall be considered canceled.

**History:** L. 2010, ch. 37, § 2; July 1.