

17-7207. Issuance or transfer of stock of close corporation in breach of restrictions or conditions thereon; effect; conclusive presumptions; transfer defined; applicability and effect of section. (a) If stock of a close corporation is issued or transferred to any person who is not entitled under any provision of the articles of incorporation permitted by K.S.A. 17-7202(b), and amendments thereto, to be a holder of record of stock of such corporation, and if the certificate for such stock conspicuously notes or the corporation has notified the registered owner of uncertificated stock pursuant to K.S.A. 17-6401(f), and amendments thereto, of the qualifications of the persons entitled to be holders of record thereof, such person is conclusively presumed to have notice of the fact of such person's ineligibility to be a stockholder.

(b) If the articles of incorporation of a close corporation state the number of persons, not in excess of 35, who are entitled to be holders of record of its stock, and if the certificate for such stock conspicuously states or the corporation has notified the registered owner of uncertificated stock pursuant to K.S.A. 17-6401(f), and amendments thereto, of such number, and if the issuance or transfer of stock to any person would cause the stock to be held by more than such number of persons, the person to whom such stock is issued or transferred is conclusively presumed to have notice of this fact.

(c) If a stock certificate of any close corporation conspicuously notes or the corporation has notified the registered owner of uncertificated stock pursuant to K.S.A. 17-6401(f), and amendments thereto, of the fact of a restriction on transfer of stock of the corporation, and the restriction is one which is permitted by K.S.A. 17-6426, and amendments thereto, the transferee of the stock is conclusively presumed to have notice of the fact that such person has acquired stock in violation of the restriction, if such acquisition violates the restriction.

(d) Whenever any person to whom stock of a close corporation has been issued or transferred has, or is conclusively presumed under this section to have, notice either that: (1) Such person is a person not eligible to be a holder of stock of the corporation; (2) transfer of stock to such person would cause the stock of the corporation to be held by more than the number of persons permitted by its articles of incorporation to hold stock of the corporation; or (3) the transfer of stock is in violation of a restriction on transfer of stock, the corporation, at its option, may refuse to register transfer of the stock into the name of the transferee.

(e) The provisions of subsection (d) shall not be applicable if the transfer of stock, even though otherwise contrary to subsection (a), (b) or (c), has been consented to by all the stockholders of the close corporation, or if the close corporation has amended its articles of incorporation in accordance with K.S.A. 17-7206, and amendments thereto.

(f) The term "transfer," as used in this section, is not limited to a transfer for value.

(g) The provisions of this section do not impair in any way any rights of a transferee regarding any right to rescind the transaction or to recover under any applicable warranty, express or implied.

History: L. 1972, ch. 52, § 131; L. 2009, ch. 23, § 1; L. 2016, ch. 110, § 111; July 1.