17-7675.   Articles of organization; cancellation; certificates of cancellation and correction. (a) Articles of organization shall be canceled upon the dissolution and the completion of winding up of a limited liability company, or as provided in K.S.A. 17-76,139 or K.S.A. 2016 Supp. 17-7926(b) or 17-7929(b), and amendments thereto, or upon the filing of a certificate of merger or consolidation if the limited liability company is not the surviving or resulting entity in a merger or consolidation or upon the future effective date of a certificate of merger or consolidation if the limited liability company is not the surviving or resulting entity in a merger or consolidation. A certificate of cancellation shall be filed with the secretary of state to accomplish the cancellation of articles of organization upon the dissolution and the completion of winding up of a limited liability company. The certificate shall set forth:

(1)   The name of the limited liability company;

(2)   the reason for filing the certificate of cancellation;

(3)   the future effective date or time, which shall be a date or time certain not later than 90 days after the date of filing, of cancellation if it is not to be effective upon the filing of the certificate; and

(4)   any other information the person filing the certificate of cancellation determines.

(b)   A certificate of cancellation that is filed with the secretary of state prior to the dissolution or the completion of winding up of a limited liability company may be corrected as an erroneously executed certificate of cancellation by filing with the secretary of state a certificate of correction of such certificate of cancellation in accordance with K.S.A. 2016 Supp. 17-7912, and amendments thereto.

(c)   The secretary of state shall not issue a certificate of good standing with respect to a limited liability company if its articles of organization are canceled.

History: L. 1999, ch. 119, § 14; L. 2009, ch. 47, § 43; L. 2014, ch. 40, § 11; L. 2015, ch. 65, § 6; July 1.