SENATE BILL No. 251

By Senator Olson

Be it enacted by the Legislature of the State of Kansas:

Section 1. On and after July 1, 2022, K.S.A. 17-1513 is hereby amended to read as follows: 17-1513. Each corporation organized under the provisions of this act shall make an annual written business entity information report to the secretary of state, and pay the annual report required fee, as prescribed by K.S.A. 17-7503, and amendments thereto.

Sec. 2. On and after July 1, 2022, K.S.A. 17-1618 is hereby amended to read as follows: 17-1618. Each association formed under this act, or acts amendatory thereto, shall prepare and make an annual written business entity information report to the secretary of state, and pay the annual report required fee, as prescribed by K.S.A. 17-7504, and amendments thereto, except that the report shall be filed at the time prescribed by law for filing the association's annual Kansas income tax return.

Sec. 3. On and after July 1, 2022, K.S.A. 2019 Supp. 17-2036 is hereby amended to read as follows: 17-2036. (a) Every business trust shall make an annual written business entity information report in writing to the secretary of state, stating the prescribed information concerning the business trust at the close of business on the last day of its tax period under the Kansas income tax act next preceding the date of filing, but if a business trust's tax period is other than the calendar year, it shall give notice thereof to the secretary of state prior to December 31 of the year it commences such tax period.

(b) The report shall be made on forms provided by the secretary of state and shall be filed annually biennially, as determined by the year that the business trust filed its formation documents. A business trust that filed formation documents in an even-numbered year shall file a report in each even-numbered year. A business trust that filed
formation documents in an odd-numbered year shall file a report in each odd-numbered year. The report shall be filed after the close of the business trust's tax period but not later than at the time prescribed by law for filing the business trust's annual Kansas income tax return, unless the business trust has provided notice to the secretary of state that such business trust intends to file business entity information reports biennially or triennially, in which case, such reports shall be filed on the same date prescribed by law for filing the business trust's annual Kansas income tax return in the year the report is due according to the notice. A change in the time for filing reports under this section shall become effective on the first day of the tax period immediately following receipt of the notice of such change by the secretary of state.

(c) The report shall be signed by a trustee or other authorized officer under penalty of perjury and contain the following:

(1) Executed copies of all amendments to the instrument by which the business trust was created, or to prior amendments thereto, which have been adopted and have not theretofore been filed under K.S.A. 17-2033, and amendments thereto, and accompanied by the fee prescribed therein for each such amendment; and

(2) a verified list of the names and addresses of its trustees as of the end of its tax period each of such business trust's tax periods included in the report.

(b)(d) (1) At the time of filing its annual business entity information report, the business trust shall pay to the secretary of state an annual report a fee in an amount equal to $40, plus the amount specified in rules and regulations of the secretary multiplied by the number of tax periods included in the report.

(2) The failure of any domestic or foreign business trust to file its annual business entity information report and pay its annual report the required fee within 90 days from the date on which they such report and fee are due, as described in subsection (a), or, in the case of an annual report filing and fee received by mail, postmarked within 90 days from the date on which they such report and fee are due, as described in subsection (a), shall work a forfeiture of its such business trust's authority to transact business in this state and all of the remedies, procedures and penalties specified in K.S.A. 17-7509 and 17-7510, and amendments thereto, with respect to a corporation which that fails to file its annual business entity information report or pay its annual report the required fee within 90 days after they such report and fee are due, shall be applicable to such business trust.

(e) (1) All copies of applications for extension of the time for filing income tax returns submitted to the secretary of state pursuant to law shall be maintained by the secretary of state in a confidential file and shall
not be disclosed to any person except as authorized pursuant to the provisions of K.S.A. 79-3234, and amendments thereto, a proper judicial order and subsection (d) paragraph (2). All copies of such applications shall be preserved for one year and until the secretary of state orders that the copies are to be destroyed.

(d)(2) A copy of such application shall be open to inspection by or disclosure to any person designated by resolution of the trustees of the business trust.

Sec. 4. On and after July 1, 2022, K.S.A. 17-2037 is hereby amended to read as follows: 17-2037. (a) Any business trust, domestic or foreign, which has obtained authority under this act to transact business in Kansas may surrender its authority at any time by:

(1) Filing in the office of the secretary of state a certified copy of a resolution duly adopted by its trustees declaring its intention to withdraw, accompanied by:

(2) paying a withdrawal fee of $20 at the time the resolution is filed; and

(3) filing all annual business entity information reports and paying all annual report fees required by K.S.A. 17-2036, and amendments thereto, and that such business trust has not previously filed and paid.

(b) During a period of five years following the effective date of such withdrawal the business trust shall nevertheless be entitled to convey and dispose of its property and assets in this state, settle and close out its business in this state, and perform any other act or acts pertinent to the liquidation of its business, property, and assets in this state, and to prosecute and defend all suits filed prior to the expiration of such five-year period involving causes of action arising prior to the effective date of such withdrawal or arising out of any act or transaction occurring during such five-year period in the course of the liquidation of its business, property or assets.

(c) The withdrawal of a business trust as provided in this section shall have no effect upon any suit filed by or against it prior to the expiration of such five-year period until such suit has been finally determined or otherwise finally concluded and all judgments, orders and decrees entered therein have been fully executed, even though such final determination, conclusion, or execution occurs after the expiration of such five-year period. With respect to a foreign business trust, withdrawal pursuant to this section shall not affect its written consent to be sued in the courts of this state, or the jurisdiction over such foreign business trust of the courts of this state, with respect to any cause of action which arose prior to the effective date of its withdrawal.

Sec. 5. K.S.A. 17-2711 is hereby amended to read as follows: 17-2711. The corporate name of a corporation organized and operating
hereunder may be any name not contrary to law or the ethics of the profession involved. Such name may include any name set forth in K.S.A. 17-6002, but in all cases the corporate name shall end with the word "chartered" or "professional association" or the abbreviation "P.A. or "PA". The abbreviations "P.A." and "PA." shall be considered to be identical."

Sec. 5. On and after July 1, 2022, K.S.A. 2019 Supp. 17-2718 is hereby amended to read as follows: 17-2718. (a) Each professional corporation organized under the laws of this state shall file with the secretary of state an annual written business entity information report in writing stating the prescribed information concerning the corporation at the close of business on the last day of its tax period next preceding the date of filing, but if any such corporation's tax period is other than the calendar year it shall give notice thereof to the secretary of state prior to December 31 of the year it commences such tax period.

(b) The report shall be filed annually biennially, as determined by the year that the electric cooperative filed its formation documents. An electric cooperative that filed formation documents in an even-numbered year shall file a report in each even-numbered year. An electric cooperative that filed formation documents in an odd-numbered year shall file a report in each odd-numbered year. The report shall be filed after the close of the electric cooperative's tax period but not later than at the time prescribed by law for filing the corporation's annual Kansas income tax return, unless the professional corporation has provided notice to the secretary of state that such corporation intends to file business entity information reports biennially or triennially, in which case, such reports shall be filed on the same date prescribed by law for filing the professional corporation's annual Kansas income tax return in the year the report is due according to the notice. A change in the time for filing reports under this section shall become effective on the first day of the tax period immediately following receipt of the notice of such change by the secretary of state.

(c) The report shall be made on a form provided by the secretary of state, containing the following information:

(1) The names and addresses of all officers, directors and shareholders of the professional corporation;

(2) a statement that each officer, director and shareholder is or is not a qualified person as defined in K.S.A. 17-2707, and amendments thereto, and setting forth the date on which any shares of the corporation were no longer owned by a qualified person; and

(3) the amount of capital stock issued.

(d) The report shall be signed by its president, secretary, treasurer or other officer duly authorized so to act, or by any two of its directors, or
by an incorporator in the event its board of directors shall not have been elected. The official title or position of the individual signing the report shall be designated. The fact that an individual's name is signed on such report shall be prima facie evidence that such individual is authorized to sign the report on behalf of the corporation; however, the official title or position of the individual signing the report shall be designated. This report shall be subscribed by the person as true, under penalty of perjury. Upon request by the regulatory board which licenses the shareholders described in the report, a copy of the annual report shall be forwarded to the regulatory board.

(e) At the time of filing its annual business entity information report, each professional corporation shall pay the annual report fee prescribed by K.S.A. 17-7503, and amendments thereto.

Sec. 7. On and after July 1, 2022, K.S.A. 2019 Supp. 17-4634 is hereby amended to read as follows: 17-4634. (a) Every corporation organized under the electric cooperative act of this state shall make an annual written business entity information report in writing to the secretary of state, stating the prescribed information concerning the corporation at the close of business on the last day of its tax period next preceding the date of filing, but if any such corporation's tax period is other than the calendar year, it shall give notice thereof to the secretary of state prior to December 31 of the year it commences such tax period.

(b) The report shall be filed annually biennially, as determined by the year that the electric cooperative filed its formation documents. An electric cooperative that filed formation documents in an even-numbered year shall file a report in each even-numbered year. An electric cooperative that filed formation documents in an odd-numbered year shall file a report in each odd-numbered year. The report shall be filed after the close of the electric cooperative's tax period but not later than on or before the 15th day of the 4th month following the close of the tax year of the electric cooperative, unless the corporation has provided notice to the secretary of state that such corporation intends to file business entity information reports biennially or triennially, in which case, such reports shall be filed on or before the 15th day of the fourth month of the year the report is due according to the notice. A change in the time for filing reports under this section shall become effective on the first day of the tax period immediately following receipt of the notice of such change by the secretary of state.

(c) The report shall be made on a form provided by the secretary of state, containing the following information:

(1) The name of the corporation;

(2) the location of the principal office;

(3) the names and addresses of the president, secretary, treasurer and
all directors;
(4) the number of memberships issued; and
(5) the change or changes, if any, in the particulars made since the
last annual business entity information report.

(b)(d) Such reports shall be signed by the president, vice-president or
secretary of the corporation under penalty of perjury and forwarded to the
secretary of state.

(e) At the time of filing such annual business entity information
report, each such corporation shall pay an annual report a fee in an amount
equal to $40, plus the amount specified in rules and regulations of
the secretary multiplied by the number of tax periods included in the
report.

Sec. 8. On and after July 1, 2022, K.S.A. 17-4677 is hereby
amended to read as follows: 17-4677. (a) Every cooperative organized
under the renewable energy electric generation cooperative act shall make
an annual written business entity information report in writing to the
secretary of state, stating the prescribed information concerning the
cooperative at the close of business on the last day of its tax period next
preceding the date of filing, but if any such cooperative's tax period is
other than the calendar year, it shall give notice thereof to the secretary of
state prior to December 31 of the year it commences such tax period.

(b) The report shall be filed annually biennially, as determined by
the year that the renewable energy electric generation cooperative filed
its articles of formation documents. A renewable energy electric
generation cooperative that filed formation documents in an even-
numbered year shall file a report in each even-numbered year. A
renewable energy electric generation cooperative that filed formation
documents in an odd-numbered year shall file a report in each odd-
numbered year. The report shall be filed after the close of the electric
cooperaive's tax period but not later than on or before the 15th day of the
sixth month following the close of the tax year of the electric cooperative;
unless the cooperative has provided notice to the secretary of state that
such cooperative intends to file business entity information reports
biennially or triennially, in which case, such reports shall be filed on or
before the 15th day of the sixth month of the year the report is due
according to the notice. A change in the time for filing reports under this
section shall become effective on the first day of the tax period
immediately following receipt of the notice of such change by the secretary
of state.

(c) The report shall be made on a form provided by the secretary of
state, containing the following information:
(1) The name of the cooperative;
(2) the location of the principal office of the cooperative;
section 8. on and after July 1, 2022, K.S.A. 17-5902 is hereby amended to read as follows: 17-5902. (a) All corporations and limited partnerships, as defined in K.S.A. 17-5903, and amendments thereto, which hold agricultural land, as defined in K.S.A. 17-5903, and amendments thereto, within this state, and which are required to make annual written business entity information reports to the secretary of state shall provide the information required of such corporations and limited partnerships in the annual business entity information reports made under K.S.A. 17-7503, 17-7504, 17-7505, 56-1a606 or 56-1a607, and amendments thereto. The information required by this section does not apply to the following:

1. A tract of land of less than 10 acres;
2. contiguous tracts of land which in the aggregate are of less than 10 acres; or
3. state assessed railroad operating property.

(b) Any person who shall knowingly submit, or who through the proper and due exercise of care and diligence should have known that any submission of information and statements required of corporations and limited partnerships subject to the provisions of this section are false or materially misleading, or who fails or refuses to submit such information and statements is guilty of a class A misdemeanor.

(c) The secretary of state shall keep a separate index of all corporations and limited partnerships subject to the provisions of this section.

section 9. K.S.A. 2019 Supp. 17-6014 is hereby amended to read as follows: 17-6014. (a) Except as otherwise provided in subsections (b) and (c), the provisions of the Kansas general corporation code shall apply to nonstock corporations in the manner specified in this subsection:

1. All references to stockholders of the corporation shall be deemed to refer to members of the corporation:
2. all references to the board of directors of the corporation shall be
3 deemed to refer to the governing body of the corporation;
4 (3) all references to directors or to members of the board of directors
5 of the corporation shall be deemed to refer to members of the governing
6 body of the corporation; and
7 (4) all references to stock, capital stock, or shares thereof of a
8 corporation authorized to issue capital stock shall be deemed to refer to
9 memberships of a nonprofit nonstock corporation and to membership
10 interests of any other nonstock corporation.
11 (b) Subsection (a) shall not apply to:
12 (1) K.S.A. 17-6002(a)(4), (b)(1) and (b)(2), 17-6009(a), 17-6301, 17-
13 6404, 17-6505, 17-6518, 17-6520(b), 17-6601, 17-6602, 17-6703, 17-
14 6705, 17-6706, 17-6707, 17-6708, 17-6801, 17-6805, 17-6805a, 17-7001,
15 17-7002, 17-7503(a) and (b)(4)(d) and (d)(d), 17-7504, 17-7505(a)
16 (4) and (b)(4)(e)(4) and (d)(d) and 17-7514(e) and K.S.A. 2019 Supp. 17-
17 6014, and amendments thereto, which that apply to nonstock corporations
18 by their terms;
19 (2) K.S.A. 17-6002(e), the last sentence of 17-6009(b), 17-6401, 17-
20 6402, 17-6403, 17-6405, 17-6406, 17-6407(d), 17-6408, 17-6411, 17-
21 6412, 17-6413, 17-6414, 17-6415, 17-6416, 17-6417, 17-6418, 17-6501,
22 17-6502, 17-6503, 17-6504, 17-6506, 17-6509, 17-6512, 17-6521, 17-
23 6603, 17-6604, 17-6701, 17-6702, 17-6803 and 17-6804 and K.S.A. 2019
24 Supp. 17-6427, 17-6428, 17-6429 and 17-72a04, and amendments thereto;
25 and
26 (3) article 72 and article 73 of chapter 17 of the Kansas Statutes
27 Annotated, and amendments thereto;
28 (e) In the case of a nonprofit nonstock corporation, subsection (a)
29 shall not apply to:
30 (1) The sections and articles listed in subsection (b);
31 (2) K.S.A. 17-6002(b)(3), 17-6304(a)(2), 17-6507, 17-6508, 17-6712,
33 17-6011(a)(2) and (a)(3), and amendments thereto; and
34 (3) article 64 of chapter 17 of the Kansas Statutes Annotated, and
35 amendments thereto, and K.S.A. 2019 Supp. 17-72a01 through 17-72a09,
36 and amendments thereto;
37 (d) For purposes of the Kansas general corporation code:
38 (1) A "charitable nonstock corporation" is any nonprofit nonstock-
39 corporation that is exempt from taxation under § 501(c)(3) of the federal
40 internal revenue code of 1986, 26 U.S.C. § 501(c)(3);
41 (2) a "membership interest" is, unless otherwise provided in a
42 nonstock corporation's articles of incorporation, a member's share of the
43 profits and losses of a nonstock corporation, or a member's right to receive
44 distributions of the nonstock corporation's assets, or both;
45 (2) a "nonprofit nonstock corporation" is a nonstock corporation that
does not have membership interests; and

(4) a "nonstock corporation" is any corporation organized under the Kansas general corporation code that is not authorized to issue capital stock.

Sec. 10. K.S.A. 2019 Supp. 17-6014 is hereby amended to read as follows: 17-6014. (a) Except as otherwise provided in subsections (b) and (c), the provisions of the Kansas general corporation code shall apply to nonstock corporations in the manner specified in this subsection:

(1) All references to stockholders of the corporation shall be deemed to refer to members of the corporation;

(2) all references to the board of directors of the corporation shall be deemed to refer to the governing body of the corporation;

(3) all references to directors or to members of the board of directors of the corporation shall be deemed to refer to members of the governing body of the corporation; and

(4) all references to stock, capital stock, or shares thereof of a corporation authorized to issue capital stock shall be deemed to refer to memberships of a nonprofit nonstock corporation and to membership interests of any other nonstock corporation.

(b) Subsection (a) shall not apply to:

(1) K.S.A. 17-6002(a)(4), (b)(1) and (b)(2), 17-6009(a), 17-6301, 17-6404, 17-6505, 17-6518, 17-6520(b), 17-6601, 17-6602, 17-6703, 17-6705, 17-6706, 17-6707, 17-6708, 17-6801, 17-6805, 17-6805a, 17-7001, 17-7002, 17-7503(a)(4) and (b)(4), 17-7504, 17-7505(a)(4) and (b)(4) and 17-7514(c), and amendments thereto, and K.S.A. 2019 Supp. 17-6014, and amendments thereto, which apply to nonstock corporations by their terms;


(3) article 72 and article 73 of chapter 17 of the Kansas Statutes Annotated, and amendments thereto.

(c) In the case of a nonprofit nonstock corporation, subsection (a) shall not apply to:

(1) The sections and articles listed in subsection (b);

(2) K.S.A. 17-6002(b)(3), 17-6304(a)(2), 17-6507, 17-6508, 17-6712, 17-7503, 17-7505, 17-7509; and 17-7511 and 17-7514, and amendments thereto, and K.S.A. 2019 Supp. 17-6011(a)(2) and (a)(3), and
amendments thereto; and

(3) article 64 of chapter 17 of the Kansas Statutes Annotated, and amendments thereto, and K.S.A. 2019 Supp. 17-72a01 through 17-72a09, and amendments thereto.

(d) For purposes of the Kansas general corporation code:

(1) A "charitable nonstock corporation" is any nonprofit nonstock corporation that is exempt from taxation under § 501(c)(3) of the federal internal revenue code of 1986, 26 U.S.C. § 501(c)(3);

(2) a "membership interest" is, unless otherwise provided in a nonstock corporation's articles of incorporation, a member's share of the profits and losses of a nonstock corporation, or a member's right to receive distributions of the nonstock corporation's assets, or both;

(3) a "nonprofit nonstock corporation" is a nonstock corporation that does not have membership interests; and

(4) a "nonstock corporation" is any corporation organized under the Kansas general corporation code that is not authorized to issue capital stock.

Sec. 11. On and after July 1, 2022, K.S.A. 2019 Supp. 17-6014, as amended by section 10 of this act, is hereby amended to read as follows: 17-6014. (a) Except as otherwise provided in subsections (b) and (c), the provisions of the Kansas general corporation code shall apply to nonstock corporations in the manner specified in this subsection:

(1) All references to stockholders of the corporation shall be deemed to refer to members of the corporation;

(2) all references to the board of directors of the corporation shall be deemed to refer to the governing body of the corporation;

(3) all references to directors or to members of the board of directors of the corporation shall be deemed to refer to members of the governing body of the corporation; and

(4) all references to stock, capital stock, or shares thereof of a corporation authorized to issue capital stock shall be deemed to refer to memberships of a nonprofit nonstock corporation and to membership interests of any other nonstock corporation.

(b) Subsection (a) shall not apply to:

(1) K.S.A. 17-6002(a)(4), (b)(1) and (b)(2), 17-6009(a), 17-6301, 17-6404, 17-6505, 17-6518, 17-6520(b), 17-6601, 17-6602, 17-6703, 17-6705, 17-6706, 17-6707, 17-6708, 17-6801, 17-6805, 17-6805a, 17-7001, 17-7002, 17-7503(a)(4) and (b)(4)(c)(4) and (d)(4), 17-7504, 17-7505(a)(4) and (b)(4)(c)(4) and (d)(4) and 17-7514(c), and amendments thereto, and K.S.A. 2019 Supp. 17-6014, and amendments thereto, that apply to nonstock corporations by their terms;

(2) K.S.A. 17-6002(e), the last sentence of 17-6009(b), 17-6401, 17-
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6402, 17-6403, 17-6405, 17-6406, 17-6407(d), 17-6408, 17-6411, 17-
6412, 17-6413, 17-6414, 17-6415, 17-6416, 17-6417, 17-6418, 17-6501,
17-6502, 17-6503, 17-6504, 17-6506, 17-6509, 17-6512, 17-6521, 17-
6603, 17-6604, 17-6701, 17-6702, 17-6803 and 17-6804, and
amendments thereto, and K.S.A. 2019 Supp. 17-6427, 17-6428, 17-
6429 and 17-72a04, and amendments thereto; and
(3) article 72 and article 73 of chapter 17 of the Kansas Statutes
Annotated, and amendments thereto.
(c) In the case of a nonprofit nonstock corporation, subsection (a)
shall not apply to:
(1) The sections and articles listed in subsection (b);
(2) K.S.A. 17-6002(b)(3), 17-6304(a)(2), 17-6507, 17-6508, 17-
6712, 17-7503, 17-7505, 17-7509 and 17-7511, and amendments
thereto, and K.S.A. 2019 Supp. 17-6011(a)(2) and (a)(3), and
amendments thereto; and
(3) article 64 of chapter 17 of the Kansas Statutes Annotated, and
amendments thereto, and K.S.A. 2019 Supp. 17-72a01 through 17-
72a09, and amendments thereto.
(d) For purposes of the Kansas general corporation code:
(1) A "charitable nonstock corporation" is any nonprofit
nonstock corporation that is exempt from taxation under § 501(c)(3)
of the federal internal revenue code of 1986, 26 U.S.C. § 501(c)(3);
(2) a "membership interest" is, unless otherwise provided in a
nonstock corporation's articles of incorporation, a member's share of
the profits and losses of a nonstock corporation, or a member's right
to receive distributions of the nonstock corporation's assets, or both;
(3) a "nonprofit nonstock corporation" is a nonstock corporation
that does not have membership interests; and
(4) a "nonstock corporation" is any corporation organized under
the Kansas general corporation code that is not authorized to issue
capital stock.
is hereby amended to read as follows: 17-7002. (a) As used in this section,
the term:
(1) "Articles of incorporation" includes the articles of incorporation
of a corporation organized under any special act or any law of this state;
and
(2) "authority to engage in business" includes the registration of any
foreign corporation under K.S.A. 2019 Supp. 17-7931, and amendments
thereto.
(b) Any corporation may, at any time before the expiration of the time
limited for its existence and any corporation whose articles of
incorporation or authority to engage in business has become forfeited or
void pursuant to this code and any corporation whose articles of
incorporation or authority to engage in business has expired by reason of
failure to renew it or whose articles of incorporation or authority to engage
in business has been renewed, but, through failure to comply strictly with
the provisions of this code, the validity of whose renewal has been brought
into question, at any time procure an extension, renewal or reinstatement
of its articles of incorporation, if a domestic corporation, or its authority to
engage in business, if a foreign corporation, together with all the rights,
franchises, privileges and immunities and subject to all of its duties, debts
and liabilities which that had been secured or imposed by its original
articles of incorporation, and all amendments thereto, or by its authority to
engage in business, as the case may be, by complying with the
requirements of this section.

(c) The extension, renewal or reinstatement of the articles of
incorporation or authority to engage in business may be procured by
executing and filing a certificate in accordance with K.S.A. 2019 Supp.
17-7908 through 17-7910, and amendments thereto.

(d) The certificate required by subsection (c) shall state:

(1) The name of the corporation, which shall be the existing name of
the corporation or the name it bore when its articles of incorporation or
authority to engage in business expired, except as provided in subsection
(f) and the date of filing of its original articles of incorporation with the
secretary of state;

(2) the address of the corporation's registered office in this state,
which shall be stated in accordance with K.S.A. 2019 Supp. 17-7924(c),
and amendments thereto, and the name of its resident agent at such
address;

(3) whether or not the renewal, or reinstatement is to be perpetual
and, if not perpetual, the time for which the renewal or reinstatement is to
continue and, in case of renewal before the expiration of the time limited
for its existence, the date when the renewal is to commence, which shall be
prior to the date of the expiration of the old articles of incorporation or
authority to engage in business which it is desired to renew;

(4) that the corporation desiring to be renewed or reinstated and so
renewing or reinstating its corporate existence was duly organized under
the laws of the state of its original incorporation;

(5) the date when the articles of incorporation or the authority to
engage in business would expire, if such is the case, or such other facts as
may show that the articles of incorporation or the authority to engage in
business has become forfeited or void pursuant to this code, or that the
validity of any renewal has been brought into question; and

(6) that the certificate for reinstatement is filed by authority of those
who were directors or members of the governing body of the corporation
at the time its articles of incorporation or the authority to engage in
business expired, or who were elected directors or members of the
governing body of the corporation as provided in subsection (h).

(e) Upon the filing of the certificate in accordance with K.S.A. 2019
Supp. 17-7908 through 17-7910, and amendments thereto, the corporation
shall be renewed or reinstated with the same force and effect as if its
articles of incorporation or authority to engage in business had not been
forfeited or void pursuant to this code or had not expired by limitation.
Such reinstatement shall validate all contracts, acts, matters and things
made, done and performed within the scope of its articles of incorporation
or authority to engage in business by the corporation, its officers and
agents during the time when its articles of incorporation or authority to
engage in business was forfeited or void pursuant to this code, or after
their expiration by limitation, with the same force and effect and to all
intents and purposes as if the articles of incorporation had at all times
remained in full force and effect. All real and personal property, rights and
credits, which belonged to the corporation at the time its articles of
incorporation or authority to engage in business became forfeited or void
pursuant to this code, or expired by limitation and which were not
disposed of prior to the time of its renewal or reinstatement shall be vested
in the corporation after its renewal or reinstatement, as fully and amply as
they were held by the corporation at and before the time its articles of
incorporation or authority to engage in business became forfeited or void
pursuant to this code, or expired by limitation, and the corporation after its
renewal or reinstatement shall be as exclusively liable for all contracts,
acts, matters and things made, done or performed in its name and on its
behalf by its officers and agents prior to its reinstatement, as if its articles
of incorporation or authority to engage in business had at all times
remained in full force and effect.

(f) If, since the articles of incorporation became forfeited or void
pursuant to this code, or expired by limitation, any other corporation
organized under the laws of this state shall have adopted the same name as
the corporation sought to be renewed or reinstated or shall have adopted a
name so nearly similar thereto as not to distinguish it from the corporation
to be renewed or reinstated, or any foreign corporation registered in
accordance with K.S.A. 2019 Supp. 17-7931, and amendments thereto,
shall have adopted the same name as the corporation sought to be renewed
or reinstated, or shall have adopted a name so nearly similar thereto as not
to distinguish it from the corporation to be renewed or reinstated, then in
such case the corporation to be renewed or reinstated shall not be renewed
under the same name which it bore when its articles of incorporation
became forfeited or void pursuant to this code or expired, but shall adopt
or be renewed under some other name; and in such case the certificate to
be filed under the provisions of this section shall set forth the name borne
by the corporation at the time its articles of incorporation became forfeited
or void pursuant to this code, or expired and the new name under which
the corporation is to be renewed or reinstated.

(g) Any corporation that renews or reinstates its articles of
incorporation or authority to engage in business under this code shall file
all annual business entity information reports for up to the five most
recent reporting periods and pay to the secretary of state an amount equal
to all fees and any penalties thereon due. Nonprofit corporations shall file
only the annual business entity information reports for the three most
recent reporting periods, but shall and pay to the secretary of state
an amount equal to all fees due.

(h) If a sufficient number of the last acting officers of any corporation
desiring to renew or reinstate its articles of incorporation are not available
by reason of death, unknown address or refusal or neglect to act, the
directors of the corporation or those remaining on the board, even if only
one, may elect successors to such officers. In any case where there shall be
no directors of the corporation available for the purposes aforesaid, the
stockholders may elect a full board of directors, as provided by the bylaws
of the corporation, and the board shall then elect such officers as are
provided by law, by the articles of incorporation or by the bylaws to carry
on the business and affairs of the corporation. A special meeting of the
stockholders for the purposes of electing directors may be called by any
officer, director or stockholder upon notice given in accordance with
K.S.A. 17-6512, and amendments thereto.

(i) After a reinstatement of the articles of incorporation of the
corporation shall have been effected, the provisions of K.S.A. 17-6501(c),
and amendments thereto, shall govern and the period of time the articles of
incorporation of the corporation was forfeited pursuant to this code, or
after its expiration by limitation, shall be included within the calculation of
the 30-day and 13-month periods to which K.S.A. 17-6501(c), and
amendments thereto, refers. A special meeting of stockholders held in
accordance with subsection (h) shall be deemed an annual meeting of the
stockholders for purposes of K.S.A. 17-6501(c), and amendments thereto.

(j) Whenever it shall be desired to renew or reinstate the articles of
incorporation or authority to engage in business of any nonstock
corporation, the governing body shall perform all the acts necessary for the
renewal or reinstatement of the articles of incorporation of the corporation
or its authority to engage in business which are performed by the board of
directors in the case of a corporation having capital stock, and the
members of any nonstock corporation who are entitled to vote for the
election of members of its governing body and any other members entitled
to vote for dissolution under the articles of incorporation or bylaws of such
corporation, shall perform all the acts necessary for the renewal or reinstatement of the articles of incorporation of the corporation or its authority to engage in business which are performed by the stockholders in the case of a corporation having capital stock. In all other respects, the procedure for the renewal or reinstatement of the articles of incorporation or authority to engage in business of a nonstock corporation shall conform, as nearly as may be applicable, to the procedure prescribed in this section for the renewal or revival of the articles of incorporation of a corporation having capital stock, except that subsection (i) shall not apply to nonstock corporations.

Sec. 11. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7503 is hereby amended to read as follows: 17-7503. (a) Every domestic corporation organized for profit shall make an annual written business entity information report in writing to the secretary of state, stating the prescribed information concerning the corporation at the close of business on the last day of its tax period next preceding the date of filing, but if a corporation's tax period is other than the calendar year, it shall give notice thereof to the secretary of state prior to December 31 of the year it commences such tax period.

(b) The reports shall be made on forms prescribed by the secretary of state. The report and shall be filed—annually biennially, as determined by the year that the domestic corporation filed its formation documents. A domestic corporation that filed formation documents in an even-numbered year shall file a report in each even-numbered year. A domestic corporation that filed formation documents in an odd-numbered year shall file a report in each odd-numbered year. The report shall be filed after the close of the corporation's tax period but not later than the time prescribed by law for filing the corporation's annual Kansas income tax return, unless the corporation has provided notice to the secretary of state that such corporation intends to file business entity information reports biennially or triennially, in which case, such reports shall be filed on the same date prescribed by law for filing the corporation's annual Kansas income tax return in the year the report is due according to the notice. A change in the time for filing reports under this section shall become effective on the first day of the tax period immediately following receipt of the notice of such change by the secretary of state.

(c) The report shall contain the following information:

(1) The name of the corporation;
(2) the location of the principal office;
(3) the names and addresses of the president, secretary, treasurer or equivalent of such officers and members of the board of directors;
(4) the number of shares of capital stock issued;
(5) the nature and kind of business in which the corporation is engaged; and

(6) if the corporation is a parent corporation holding more than 50% equity ownership in any other business entity registered with the secretary of state, the name and identification number of any such subsidiary business entity.

(b)(d) Every corporation subject to the provisions of this section which holds agricultural land, as defined in K.S.A. 17-5903, and amendments thereto, within this state shall show the following additional information on the report:

(1) The acreage and location listed by section, range, township and county of each lot, tract or parcel of agricultural land in this state owned or leased by or to the corporation;

(2) the purposes for which such agricultural land is owned or leased and, if leased, to whom such agricultural land is leased;

(3) the value of the nonagricultural assets and the agricultural assets, stated separately, owned and controlled by the corporation both within and without the state of Kansas and where situated;

(4) the total number of stockholders of the corporation;

(5) the number of acres owned or operated by the corporation, the number of acres leased by the corporation and the number of acres leased to the corporation;

(6) the number of acres of agricultural land, held and reported in each category under paragraph (5), stated separately, being irrigated; and

(7) whether any of the agricultural land held and reported under this subsection was acquired after July 1, 1981.

(c)(e) The report shall be executed in accordance with the provisions of K.S.A. 2019 Supp. 17-7908 through 17-7910, and amendments thereto. The official title or position of the individual signing the report shall be designated. The fact that an individual’s name is signed on such report shall be prima facie evidence that such individual is authorized to sign the report on behalf of the corporation; however, the official title or position of the individual signing the report shall be designated. This report shall be subscribed by the person as true, under penalty of perjury.

(f) At the time of filing such annual business entity information report it shall be the duty of each domestic corporation organized for profit to pay to the secretary of state an annual report a fee in an amount equal to $40 plus $80, plus the amount specified in rules and regulations of the secretary multiplied by the number of tax periods included in the report.

Sec. 12. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7504 is hereby amended to read as follows: 17-7504. (a) Every corporation organized not for profit shall make an annual written business entity information report in writing to the secretary of state, stating the
prescribed information concerning the corporation at the close of business
on the last day of its tax period next preceding the date of filing, but if a
corporation's tax period is other than the calendar year, it shall give notice
thereof to the secretary of state prior to December 31 of the year it
commences such tax period.

(b) The reports shall be made on forms prescribed by the
secretary of state. The report shall be filed annually biennially, as
determined by the year that the corporation organized not for profit filed
its formation documents. A corporation organized not for profit that filed
formation documents in an even-numbered year shall file a report in
each even-numbered year. A corporation organized not for profit that
filed formation documents in an odd-numbered year shall file a report in
each odd-numbered year. The report shall be filed after the close of the
corporation's tax period but not later than on the 15th day of the sixth
month following the close of the taxable year, unless the corporation has
provided notice to the secretary of state that such corporation intends to
file business entity information reports biennially or triennially, in which
case, such reports shall be filed on or before the 15th day of the sixth
month of the year the report is due according to the notice. A change in the
time for filing reports under this section shall become effective on the first
day of the tax period immediately following receipt of the notice of such
change by the secretary of state.

(c) The report shall contain the following information:
(1) The name of the corporation;
(2) the location of the principal office;
(3) the names and addresses of the president, secretary and treasurer
or equivalent of such officers, and the members of the governing body;
(4) the number of memberships or the number of shares of capital
stock issued; and
(5) if the corporation is a parent corporation holding more than 50%
equity ownership in any other business entity registered with the secretary
of state, the name and identification number of any such subsidiary
business entity.

(d) Every corporation subject to the provisions of this section
which holds agricultural land, as defined in K.S.A. 17-5903, and
amendments thereto, within this state shall show the following additional
information on the report:
(1) The acreage and location listed by section, range, township and
county of each lot, tract or parcel of agricultural land in this state owned or
leased by or to the corporation;
(2) the purposes for which such agricultural land is owned or leased
and, if leased, to whom such agricultural land is leased;
(3) the value of the nonagricultural assets and the agricultural assets,
stated separately, owned and controlled by the corporation both within and without the state of Kansas and where situated;
(4) the total number of stockholders or members of the corporation;
(5) the number of acres owned or operated by the corporation, the number of acres leased by the corporation and the number of acres leased to the corporation;
(6) the number of acres of agricultural land, held and reported in each category under paragraph (5), stated separately, being irrigated; and
(7) whether any of the agricultural land held and reported under this subsection was acquired after July 1, 1981.

The report shall be executed in accordance with the provisions of K.S.A. 2019 Supp. 17-7908 through 17-7910, and amendments thereto. The official title or position of the individual signing the report shall be designated. The fact that an individual's name is signed on such report shall be prima facie evidence that such individual is authorized to sign the report on behalf of the corporation; however, the official title or position of the individual signing the report shall be designated. This report shall be subscribed by the person as true, under penalty of perjury.

At the time of filing such business entity information report, each nonprofit corporation shall pay an annual fee in an amount equal to $40, plus the amount specified in rules and regulations of the secretary for all tax years commencing after December 31, 2003 multiplied by the number of tax periods included in the report.

Sec. 15. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7505 is hereby amended to read as follows: 17-7505. (a) Every foreign corporation organized for profit, or organized under the cooperative type statutes of the state, territory or foreign country of incorporation, now or hereafter doing business in this state, and owning or using a part or all of its capital in this state, and subject to compliance with the laws relating to the admission of foreign corporations to do business in Kansas, shall make an annual written business entity information report in writing to the secretary of state, stating the prescribed information concerning the corporation at the close of business on the last day of its tax period next preceding the date of filing, but if a corporation operates on a fiscal year other than the calendar year it shall give written notice thereof to the secretary of state prior to December 31 of the year commencing such fiscal year.

(b) The report shall be made on a form prescribed by the secretary of state. The report shall be filed annually biennially, as determined by the year that the foreign corporation filed its foreign corporation application in Kansas. A foreign corporation that filed an application in an even-numbered year shall file a report in each even-numbered year. A foreign corporation that filed an application in an odd-numbered year
shall file a report in each odd-numbered year. The report shall be filed after the close of the corporation's tax period but not later than at the time prescribed by law for filing the corporation's annual Kansas income tax return, unless the corporation has provided notice to the secretary of state that such corporation intends to file business entity information reports biennially or triennially, in which case, such reports shall be filed on the same date prescribed by law for filing the corporation's annual Kansas income tax return in the year the report is due according to the notice. A change in the time for filing reports under this section shall become effective on the first day of the tax period immediately following receipt of the notice of such change by the secretary of state.

(c) The report shall contain the following facts:

(1) The name of the corporation and under the laws of what state or country it is incorporated;
(2) the location of its principal office;
(3) the names and addresses of the president, secretary, treasurer, or equivalent of such officers, and members of the board of directors;
(4) the number of shares of capital stock issued;
(5) the nature and kind of business in which the company is engaged; and
(6) if the corporation is a parent corporation holding more than 50% equity ownership in any other business entity registered with the secretary of state, the name and identification number of any such subsidiary business entity.

(b)(d) Every corporation subject to the provisions of this section which holds agricultural land, as defined in K.S.A. 17-5903, and amendments thereto, within this state shall show the following additional information on the report:

(1) The acreage and location listed by section, range, township and county of each lot, tract or parcel of agricultural land in this state owned or leased by or to the corporation;
(2) the purposes for which such agricultural land is owned or leased and, if leased, to whom such agricultural land is leased;
(3) the value of the nonagricultural assets and the agricultural assets, stated separately, owned and controlled by the corporation both within and without the state of Kansas and where situated;
(4) the total number of stockholders of the corporation;
(5) the number of acres owned or operated by the corporation, the number of acres leased by the corporation and the number of acres leased to the corporation;
(6) the number of acres of agricultural land, held and reported in each category under paragraph (5), stated separately, being irrigated; and
(7) whether any of the agricultural land held and reported under this
subsection was acquired after July 1, 1981.

(e) The report shall be executed in accordance with the provisions of K.S.A. 2019 Supp. 17-7908 through 17-7910, and amendments thereto. The official title or position of the individual signing the report shall be designated. The fact that an individual's name is signed on such report shall be prima facie evidence that such individual is authorized to sign the report on behalf of the corporation; however, the official title or position of the individual signing the report shall be designated. This report shall be subscribed by the person as true, under penalty of perjury.

(f) At the time of filing its annual business entity information report, each such foreign corporation shall pay to the secretary of state an annual report fee in an amount equal to $40, plus the amount specified in rules and regulations of the secretary multiplied by the number of tax periods included in the report.

Sec. 14. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7506 is hereby amended to read as follows: 17-7506. (a) The secretary of state shall charge each corporation a fee established pursuant to rules and regulations, but not exceeding $250, for issuing or filing and indexing articles of incorporation of a for-profit or a foreign corporation application.

(b) The secretary of state shall charge each corporation a fee established by rules and regulations, but not exceeding $50, for articles of incorporation of a nonprofit corporation.

(c) The secretary of state shall charge each corporation a fee established by rules and regulations, but not exceeding $150, for articles of incorporation of a nonprofit corporation.

(1) Certificate of extension, restoration, renewal or revival of articles of incorporation;

(2) Certificate of amendment of articles of incorporation, either prior to or after payment of capital;

(3) Certificate of designation of preferences;

(4) Certificate of retirement of preferred stock;

(5) Certificate of increase or reduction of capital;

(6) Certificate of dissolution, either prior to or after beginning business;

(7) Certificate of revocation of voluntary dissolution;

(8) Certificate of change of location of registered office and resident agent;

(9) Agreement of merger or consolidation;

(10) Certificate of ownership and merger;

(11) Certificate of extension, restoration, renewal or revival of a certificate of authority of foreign corporation to do business in Kansas;

(12) Change of resident agent or amendment by foreign corporation;

(13) Certificate of withdrawal of foreign corporation;
(14) certificate of correction of any of the instruments designated in this section;
(15) reservation of corporate name;
(16) restated articles of incorporation;
(17) annual report extension of a business entity information report; and
(18) certificate of validation.

(d) The secretary of state shall charge each corporation a fee established pursuant to rules and regulations but not exceeding $50 for issuing certified copies, photocopies, certificates of good standing and certificates of fact; and any other certificate or filing for which a filing or indexing fee is not prescribed by law.

(e) The secretary of state shall not charge fees for providing the following information: Name of the corporation; address of its registered office and the name of its resident agent; the amount of its authorized capital stock; the state of its incorporation; date of filing of articles of incorporation, foreign corporation application or annual business entity information report; and date of expiration.

(f) The secretary of state shall prescribe by rules and regulations any fees required by this act.

Sec. 15. K.S.A. 17-7507 is hereby amended to read as follows: 17-7507. No corporation shall be required to file its first annual business entity information report under this act, or pay any annual report fee required to accompany such report, unless such corporation has filed its articles of incorporation or foreign corporation application at least six months prior to the last day of its tax period.

Sec. 16. On and after July 1, 2022, K.S.A. 17-7509 is hereby amended to read as follows: 17-7509. (a) In case any corporation organized for profit that is required to file an annual business entity information report and pay the annual report fee prescribed by this act shall fail or neglect to make such report at the time prescribed, such corporation shall be subject to a penalty of $75. Such penalty and the annual fee or fees required to be paid by this act may be recovered by an action in the name of the state, and all moneys recovered shall be remitted to the state treasurer in accordance with the provisions of K.S.A. 75-4215, and amendments thereto. Upon receipt of each such remittance, the state treasurer shall deposit the entire amount in the state treasury to the credit of the state general fund.

(b) The penalties provided for in subsection (a) also may be assessed against any corporation for the reason that such corporation has been canceled or its existence forfeited pursuant to the Kansas general corporation code. No penalty shall be charged pursuant to this subsection, if a corporation is assessed penalties pursuant to grounds specified in
subsection (a).

Sec. 17.18. **On and after July 1, 2022,** K.S.A. 2019 Supp. 17-7510 is hereby amended to read as follows: 17-7510. (a) In addition to any other penalties, the failure of any domestic corporation to file the annual business entity information report in accordance with the provisions of this act or to pay the annual report fee provided for within 90 days of the time for filing and paying the same or, in the case of an annual a report filing and fee received by mail, postmarked within 90 days of the time for filing and paying the same, shall work the forfeiture of the articles of incorporation of such domestic corporation. Within 60 days after the date such annual business entity information report and fee are due, the secretary of state, by mail, shall notify any corporation that has failed to submit such report and fee when due that its articles of incorporation shall be forfeited unless the annual business entity information report is filed and the fee is paid within 90 days from the date such report and fee were due. Any corporation that fails to submit such report and fee within such time shall forfeit its articles of incorporation, and the secretary of state shall notify the attorney general that the articles of incorporation of such corporation have been forfeited.

(b) In addition to any other penalties, the failure of any foreign corporation to file the annual business entity information report or pay the annual report fee prescribed by this act within 90 days from the time provided for filing and paying the same or, in the case of an annual a report filing and fee received by mail, postmarked within 90 days of the time for filing and paying the same, shall work a forfeiture of its right or authority to do business in this state. Within 60 days after the date such annual business entity information report and fee are due, the secretary of state, by mail, shall notify any corporation that has failed to submit such report and fee when due that its authority to do business in this state shall be forfeited unless the annual business entity information report and fee is paid within 90 days from the date such report and fee were due. Any corporation that fails to submit such report and fees within such time shall forfeit its authority to do business in this state, and the secretary of state shall publish a notice of such forfeiture in the Kansas register.

(c) This section shall not be construed to restrict the state from invoking any other remedies provided by law.

(d) The secretary of state shall not issue certificates of good standing for any corporation that has failed to file its annual business entity information report or pay its annual report the required fee.

Sec. 17.19. **On and after July 1, 2022,** K.S.A. 17-7511 is hereby amended to read as follows: 17-7511. Pursuant to the authority granted by subsection (c) of K.S.A. 79-3234(c), the secretary of state, as a legal representative of the state, may inspect the annual Kansas income tax
return returns of any corporation for the purpose of verifying any
information contained in the annual business entity information report filed
by such corporation with the secretary of state pursuant to this act. The
secretary of state shall not disclose any information obtained from any
such returns, except as may be necessary to commence an
appropriate administrative or judicial proceeding against the corporation
filing the same, and shall disclose to the secretary of revenue any
information and allow the secretary to inspect as necessary the annual
business entity information report for purposes of verifying any
information contained on the franchise tax returns as provided in
K.S.A. 79-5401, and amendments thereto.

Sec. 19. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7512 is hereby amended to read as follows: 17-7512. The provisions of
this act relating to the filing of annual business entity information reports
and the payment of annual report fees shall not apply to banking, insurance
or savings and loan corporations, credit unions, any firemen's relief
association under the jurisdiction and supervision of the insurance
commissioner or to Kansas venture capital, inc. or venture capital
companies certified by the secretary of commerce pursuant to article 83 of
chapter 74 of the Kansas Statutes Annotated, and amendments thereto.

Sec. 21. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7675 is
hereby amended to read as follows: 17-7675. (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.
17-76,117 or 17-76,139, and amendments thereto, or K.S.A. 2019 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, or upon the
filing of a certificate of division if the limited liability company is a
dividing company that is not a surviving company, or upon the future
effective date of a certificate of division if the limited liability company
is a dividing company that is not a surviving company. 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) if the limited liability company has formed one or more series and
the certificate of designation has not been canceled for such series prior to
the filing of the certificate of cancellation, the name of each such series;

(4) the future effective date or time of cancellation if it is not to be effective upon the filing of the certificate; and

(4)(5) 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. 2019 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, or any series thereof, if its articles of organization are canceled.

Sec. 22. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7679 is hereby amended to read as follows: 17-7679. The fact that articles of organization, or amendments thereto, are on file with the secretary of state is notice that the entity formed in connection with the filing of the articles of organization is a limited liability company formed under the laws of the state of Kansas and is notice of all other facts set forth therein which are required to be set forth in articles of organization by K.S.A. 17-7673(a)(1), (a)(2), (a)(4) and (a)(5), and amendments thereto, and K.S.A. 2019 Supp. 17-76,149, and amendments thereto. The fact that a certificate of designation is on file in the office of the secretary of state is notice that the series named in such certificate of designation has been formed pursuant to K.S.A. 2019 Supp. 17-76,143, and amendments thereto, and is notice of all other facts set forth therein that are required to be set forth in a certificate of designation by K.S.A. 2019 Supp. 17-76,143(d), and amendments thereto.

Sec. 23. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7680 is hereby amended to read as follows: 17-7680. (a) Restated articles of organization.

(1) A limited liability company may, whenever desired, integrate into a single instrument all of the provisions of its articles of organization which are then in effect and operative as a result of there having previously been filed with the secretary of state one or more certificates or other instruments pursuant to K.S.A. 17-7673 through 17-7683, and amendments thereto, the business entity standard treatment act, K.S.A. 2019 Supp. 17-7901 et seq., and amendments thereto, and K.S.A. 2019 Supp. 17-7685a and 17-76,143a, and amendments thereto, and it may at the same time also further amend its articles of organization by adopting restated articles of organization.
(b)(2) If restated articles of organization merely restate and integrate but do not further amend the initial articles of organization, as previously amended or supplemented by any certificate or instrument that was executed and filed pursuant to K.S.A. 17-7673 through 17-7683, and amendments thereto, and the business entity standard treatment act, K.S.A. 2019 Supp. 17-7901 et seq., and amendments thereto, they shall be specifically designated in their heading as "restated articles of organization" together with such other words as the limited liability company may deem appropriate and shall be executed by an authorized person and filed with the secretary of state as provided in K.S.A. 2019 Supp. 17-7910, and amendments thereto. If restated articles of organization restate and integrate and also further amend in any respect the articles of organization, as previously amended or supplemented, they shall be specifically designated in their heading as "amended and restated articles of organization" together with such other words as the limited liability company may deem appropriate and shall be executed by at least one authorized person and filed as provided in K.S.A. 2019 Supp. 17-7910, and amendments thereto.

(c)(3) Restated articles of organization shall state, either in their heading or in an introductory paragraph, the limited liability company's present name; if it has been changed, the name under which it was originally filed; the date of filing of its original articles of organization with the secretary of state; and the future effective date, which shall be a date certain, of the restated articles of organization with the secretary of state. Restated articles of organization shall also state that they were duly executed and are being filed in accordance with this section. If restated articles of organization only restate and integrate and do not further amend a limited liability company's articles of organization as previously amended or supplemented and there is no discrepancy between those provisions and the restated articles of organization, they shall state that fact as well.

(d)(4) Upon the filing of restated articles of organization with the secretary of state, or upon the future effective date of restated articles of organization as provided for therein, the initial articles of organization, as previously amended or supplemented, shall be superseded. Thereafter the restated articles of organization, including any further amendment or changes made thereby, shall be the articles of organization of the limited liability company, but the original effective date of formation shall remain unchanged.

(e)(5) Any amendment or change effected in connection with the
restatement and integration of the articles of organization shall be subject to any other provision of the Kansas revised limited liability company act, not inconsistent with this section, which would apply if a separate certificate of amendment were filed to effect such amendment or change.

(b) Restated certificate of designation.

(1) A series of a limited liability company may, whenever desired, integrate into a single instrument all of the provisions of its certificate of designation that are then in effect and operative as a result of there having previously been filed with the secretary of state one or more certificates or other instruments pursuant to K.S.A. 17-7673 through 17-7681, and amendments thereto, K.S.A. 2019 Supp. 17-7685a, 17-76,143a and the business entity standard treatment act, K.S.A. 2019 Supp. 17-7901 et seq., and amendments thereto, and it may at the same time further amend its certificate of designation by adopting a restated certificate of designation.

(2) If a restated certificate of designation merely restates and integrates but does not further amend the initial certificate of designation, as previously amended or supplemented by any instrument that was executed and filed pursuant to K.S.A. 17-7673 through 17-7681, and amendments thereto, K.S.A. 2019 Supp. 17-7685a, 17-76,143a and the business entity standard treatment act, K.S.A. 2019 Supp. 17-7901 et seq., and amendments thereto, it shall be specifically designated in its heading as a "restated certificate of designation" together with such other words as the series may deem appropriate and shall be executed by an authorized person and filed as provided in K.S.A. 2019 Supp. 17-7910, and amendments thereto. If a restated certificate restates and integrates and also further amends in any respect the certificate of designation as previously amended or supplemented, it shall be specifically designated in its heading as an "amended and restated certificate of designation" together with such other words as the series may deem appropriate and shall be executed by at least one authorized person and filed as provided in K.S.A. 2019 Supp. 17-7910, and amendments thereto.

(3) A restated certificate of designation shall state, either in its heading or in an introductory paragraph, the name of the limited liability company, the present name of the series, and, if the name of the series has been changed, the name under which it was originally filed, and the future effective date or time, which shall be a date or time certain, of the restated certificate of designation if it is not to be effective upon the filing of the restated certificate of designation. A restated certificate shall also state that it was duly executed and is being filed in accordance with this section. If a restated certificate only restates and integrates and does not further amend a certificate of designation, as previously amended or supplemented and there is no discrepancy between those provisions and
the restated certificate, it shall state that fact as well.

(4) Upon the filing of a restated certificate of designation with the secretary of state, or upon the future effective date or time of a restated certificate of designation as provided for therein, the initial certificate of designation, as theretofore amended or supplemented, shall be superseded. Thereafter, the restated certificate of designation, including any further amendment or changes made thereby, shall be the certificate of designation of such series, but the original effective date of formation of the series, as applicable, shall remain unchanged.

(5) Any amendment or change effected in connection with the restatement and integration of a certificate of designation shall be subject to any other provision of the Kansas revised limited liability company act, not inconsistent with this section, that would apply if a separate certificate of amendment were filed to effect such amendment or change.

Sec. 20-19. 24. On and after July 1, 2022, K.S.A. 2019 Supp. 17-76,136 is hereby amended to read as follows: 17-76,136. (a) The secretary of state shall charge each domestic and foreign limited liability company the following fees:

(1) A fee of $20 for issuing or filing and indexing any of the following documents:

(A) A certificate of amendment of articles of organization;

(B) restated articles of organization;

(C) a certificate of cancellation, and the fee shall be multiplied by the number of series of the limited liability company named in the certificate of cancellation;

(D) a certificate of change of location of registered office or resident agent;

(E) a certificate of merger or consolidation;

(F) a certificate of division; and

(G) any certificate, affidavit, agreement or any other paper provided for in the Kansas revised limited liability company act, for which no different fee is specifically prescribed;

(2) a fee of $7.50 for each certified copy plus a fee per page, if the secretary of state supplies the copies, in an amount fixed by the secretary of state and approved by the director of accounts and reports for copies of corporate documents under K.S.A. 45-204, and amendments thereto;

(3) a fee of $7.50 for each certificate of good standing, including a certificate of good standing for a series of a limited liability company, and certificate of fact issued by the secretary of state;

(4) a fee of $5 for a report of record search, but furnishing the following information shall not be considered a record search and no charge shall be made therefor: Name of the limited liability company and the address of its registered office; name and address of the resident agent;
the state of the limited liability company's formation; the date of filing of
its articles of organization or annual business entity information report; and
date of expiration; and
(5) for photocopies of instruments on file or prepared by the secretary
of state's office and which are not certified, a fee per page in an amount
fixed by the secretary of state and approved by the director of accounts and
reports for copies of corporate documents under K.S.A. 45-204, and
amendments thereto.
(b) Every limited liability company hereafter formed in this state shall
pay to the secretary of state, at the time of filing its articles of organization,
an application and recording fee of $150.
(c) At the time of filing its application to do business, every foreign
limited liability company shall pay to the secretary of state an application
and recording fee of $150.
(d) The fee for filing a certificate of reinstatement shall be the same
as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a
certificate of reinstatement of a corporation's articles of incorporation.

Sec. 21. K.S.A. 2019 Supp. 17-76,139 is hereby amended to read as follows: 17-76,139. (a) Every limited liability company organized, and
on and after July 1, 2022, each series thereof formed or in existence,
under the laws of this state shall make an annual a written business entity
information report in writing to the secretary of state, stating the
prescribed information concerning the limited liability company or series,
as applicable, at the close of business on the last day of its tax period next
preceding the date of filing. If the limited liability company's or series' tax
period is other than the calendar year, it shall give notice of its different tax
period in writing to the secretary of state prior to December 31 of the year
it commences the different tax period.

(b) The annual report shall be filed annually biennially, as
determined by the year that the limited liability company filed its
formation documents. A limited liability company that filed formation
documents in an even-numbered year shall file a report in each even-
numbered year. A limited liability company that filed formation
documents in an odd-numbered year shall file a report in each odd-
numbered year. The report shall be filed after the close of the limited
liability company's tax period but not later than at the time prescribed by
law for filing the limited liability company's or series' annual Kansas
income tax return, unless the limited liability company has provided notice
to the secretary of state that such limited liability company intends to file
business entity information reports biennially or triennially, in which case,
such reports shall be filed on the same date prescribed by law for filing the
limited liability company's annual Kansas income tax return in the year
the report is due according to the notice. A change in the time for filing
(c) The annual report shall be made on a form prescribed by the secretary of state. The report shall contain the following information:

(1) The name of the limited liability company or series, as applicable; and

(2) a list of the members owning at least 5% of the capital of the limited liability company or series, as applicable, with the post office address of each.

(b)(d) (1) Every foreign limited liability company shall make an annual a written business entity information report in writing to the secretary of state, stating the prescribed information concerning the limited liability company at the close of business on the last day of its tax period next preceding the date of filing. If the limited liability company's tax period is other than the calendar year, it shall give notice in writing of its different tax period to the secretary of state prior to December 31 of the year it commences the different tax period.

(2) The annual report shall be filed annually biennially, as determined by the year that the foreign limited liability company filed its foreign limited liability company application. A foreign limited liability company that filed its application in an even-numbered year shall file a report in each even-numbered year. A foreign limited liability company that filed its application in an odd-numbered year shall file a report in each odd-numbered year. The report shall be filed after the close of the foreign limited liability company's tax period but not later than at the time prescribed by law for filing the limited liability company's annual Kansas income tax return, unless the limited liability company has provided notice to the secretary of state that such limited liability company intends to file business entity information reports biennially or triennially, in which case, such reports shall be filed on the same date prescribed by law for filing the limited liability company's annual Kansas income tax return in the year the report is due according to the notice. A change in the time for filing reports under this section shall become effective on the first day of the tax period immediately following receipt of the notice of such change by the secretary of state.

(2) The annual report shall be made on a form prescribed by the secretary of state. The report shall contain the name of the limited
liability company.

(c) The annual business entity information report required by this section shall be executed by one or more authorized persons, and filed with the secretary of state. The execution of such annual report by a person who is authorized by the Kansas revised limited liability company act to execute such annual report, upon filing such annual report with the secretary of state, constitutes an oath or affirmation, under penalties of perjury that, to the best of such person’s knowledge and belief, the facts stated therein are true.

(f) At the time of filing the its business entity information report, the limited liability company or series shall pay to the secretary of state an annual report fee in an amount equal to $40, plus the amount specified in rules and regulations of the secretary multiplied by the number of tax periods included in the report.

(g) The provisions of K.S.A. 17-7509, and amendments thereto, relating to penalties for failure of a corporation to file an annual business entity information report or pay the required annual report fee, and the provisions of K.S.A. 17-7510(a), and amendments thereto, relating to penalties for failure of a corporation to file an annual business entity information report or pay the required annual report fee, shall be applicable to the articles of organization of any domestic limited liability company, or the certificate of designation of any series thereof, or to the authority of any foreign limited liability company which fails to file its annual business entity information report or pay the required fee within 90 days of the time prescribed in this section for filing and paying the same or, in the case of an annual report filing and fee received by mail, postmarked within 90 days of the time for filing and paying the same. Whenever the articles of organization of a domestic limited liability company, or the certificate of designation of a series thereof, or the authority of any foreign limited liability company are forfeited or canceled for failure to file an annual business entity information report or to pay the required annual report fee, the domestic limited liability company or the authority of a foreign limited liability company may be reinstated by filing a certificate of reinstatement, pursuant to K.S.A. 2019 Supp. 17-76,146, and amendments thereto, and the certificate of designation may be reinstated by filing a certificate of reinstatement, pursuant to K.S.A. 2019 Supp. 17-76,147, and amendments thereto, and in each case paying to the secretary of state all fees, including any penalties thereon, due to the state.

(e) No limited liability company or series shall be required to file its first annual business entity information report under this Kansas revised limited liability act, or pay any annual report fee required to accompany such report, unless such limited liability company has filed its
articles of organization or application for authority or the certificate of designation of such series has been filed at least six months prior to the last day of its tax period.

(f)(f) All copies of applications for extension of the time for filing income tax returns submitted to the secretary of state pursuant to law shall be maintained by the secretary of state in a confidential file and shall not be disclosed to any person except as authorized pursuant to the provisions of K.S.A. 79-3234, and amendments thereto, a proper judicial order, or subsection (g)(f). All copies of such applications shall be preserved for one year and thereafter until the secretary of state orders that they be destroyed.

(g)(f) A copy of such application shall be open to inspection by or disclosure to any person who was a member of such limited liability company during any part of the period covered by the extension.

Sec. 22. K.S.A. 2019 Supp. 17-76,146 is hereby amended to read as follows: 17-76,146. (a) A domestic limited liability company whose articles of organization or a foreign limited liability company whose authority to do business has been canceled or forfeited pursuant to K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto, or whose articles of organization or authority to do business has been forfeited pursuant to K.S.A. 17-76,139(d), and amendments thereto, may be reinstated by filing with the secretary of state a certificate of reinstatement accompanied by the payment of the fee required by K.S.A. 17-76,136(d), and amendments thereto, and payment of the annual report fees due under K.S.A. 17-76,139(e)(f), and amendments thereto, and all penalties and interest thereon due at the time of the cancellation or forfeiture of its articles of organization or authority to do business. The certificate of reinstatement shall set forth:

(1) The name of the limited liability company at the time its articles of organization or authority to do business was canceled or forfeited and, if such name is not available at the time of reinstatement, the name under which the limited liability company is to be reinstated;

(2) the address of the limited liability company's registered office in the state of Kansas and the name and address of the limited liability company's resident agent in the state of Kansas;

(3) a statement that the certificate of reinstatement is filed by one or more persons authorized to execute and file the certificate of reinstatement to reinstate the limited liability company; and

(4) any other matters the persons executing the certificate of reinstatement determine to include therein.

(b) The certificate of reinstatement shall be deemed to be an amendment to the articles of organization or application for registration of the limited liability company, and the limited liability company shall not
be required to take any further action to amend its articles of organization or application for registration under K.S.A. 17-7674 or K.S.A. 2019 Supp. 17-7935, and amendments thereto, with respect to the matters set forth in the certificate of reinstatement.

(e) Upon the filing of a certificate of reinstatement, a limited liability company, and all series thereof that have been formed and whose certificate of designation has not been canceled prior to the cancellation of the articles of organization, shall be reinstated with the same force and effect as if its articles of organization or authority to do business had not been canceled or forfeited pursuant to K.S.A. 17-76,139(d)(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto. Such reinstatement shall validate all contracts, acts, matters and things made, done and performed by the limited liability company, its members, managers, employees and agents during the time when its articles of organization or authority to do business was canceled or forfeited pursuant to K.S.A. 17-76,139(d)(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto, with the same force and effect and to all intents and purposes as if the articles of organization or authority to do business had remained in full force and effect. All real and personal property, and all rights and interests, which that belonged to the limited liability company at the time its articles of organization or authority to do business was canceled or forfeited pursuant to K.S.A. 17-76,139(d)(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto, or which that were acquired by the limited liability company following the cancellation or forfeiture of its articles of organization or authority to do business pursuant to K.S.A. 17-76,139(d)(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto, and which that were not disposed of prior to the time of its reinstatement, shall be vested in the limited liability company after its reinstatement as fully as they were held by the limited liability company at, and after, as the case may be, the time its articles of organization or authority to do business was canceled or forfeited pursuant to K.S.A. 17-76,139(d)(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto. After its reinstatement, the limited liability company shall be exclusively liable for all contracts, acts, matters and things made, done or performed in its name and on its behalf by its members, managers, employees and agents prior to its reinstatement as if its articles of organization or authority to do business had at all times remained in full force and effect.

Sec. 23. K.S.A. 2019 Supp. 17-76,147 is hereby amended to read as follows: 17-76,147. (a) A series whose certificate of designation has been canceled pursuant to K.S.A. 17-76,139, and amendments thereto, may be reinstated by filing in the office of the secretary of state a
certificate of reinstatement accompanied by the payment of the fee required by K.S.A. 17-76,136(d), and amendments thereto, and payment of the annual report fee due under K.S.A. 17-76,139(c)/(f), and amendments thereto, and all penalties and interest thereon due at the time of the cancellation of its certificate of designation. The certificate of reinstatement shall set forth:

1. The name of the limited liability company at the time the certificate of designation was canceled and, if such name has changed, the name of the limited liability company at the time of reinstatement of the series;
2. The name of the series at the time the certificate of designation was canceled and, if such name is not available at the time of reinstatement, the name under which the series is to be reinstated;
3. A statement that the certificate of reinstatement is filed by one or more persons authorized to execute and file the certificate of reinstatement to reinstate the series; and
4. Any other matters the persons executing the certificate of reinstatement determine to include therein.

(b) The certificate of reinstatement shall be deemed to be an amendment to the certificate of designation, and no further actions shall be required to amend its certificate of designation under K.S.A. 2019 Supp. 17-76,143(d)(3), and amendments thereto, with respect to the matters set forth in the certificate of reinstatement.

(c) Upon the filing of a certificate of reinstatement, a series shall be reinstituted with the same force and effect as if its certificate of designation had not been canceled pursuant to K.S.A. 17-76,139, and amendments thereto. Such reinstatement shall validate all contracts, acts, matters and things made, done and performed by the series, its members, managers, employees and agents during the time when its certificate of designation was canceled pursuant to K.S.A. 17-76,139, and amendments thereto, with the same force and effect and to all intents and purposes as if the certificate of designation had remained in full force and effect. All real and personal property, and all rights and interests, that belonged to the series at the time its certificate of designation was canceled pursuant to K.S.A. 17-76,139, and amendments thereto, or were acquired by the series following the cancellation of its certificate of designation pursuant to K.S.A. 17-76,139, and amendments thereto, and were not disposed of prior to the time of its reinstatement, shall be vested in the series after its reinstatement as fully as they were held by the series at, and after, as the case may be, the time its certificate of designation was canceled pursuant to K.S.A. 17-76,139, and amendments thereto. After its reinstatement, the series shall be as exclusively liable for all contracts, acts, matters and things made, done or performed in its name and on its behalf by its members, managers,
employees and agents prior to its reinstatement as if its certificate of designation had at all times remained in full force and effect.

(d) This section shall take effect on and after July 1, 2020.

Sec. 24. K.S.A. 2019 Supp. 17-7903 is hereby amended to read as follows: 17-7903. The following documents related to corporations shall be filed with the secretary of state:

(a) For-profit filings:

(1) For-profit articles of incorporation as set forth in K.S.A. 17-6002, and amendments thereto;

(2) Professional association articles of incorporation as set forth in K.S.A. 17-2709, 17-2711 and 17-6002, and amendments thereto;

(3) Close corporation articles of incorporation as set forth in K.S.A. 17-6426, 17-7201, 17-7202 and 17-7203, and amendments thereto;

(4) Public benefit corporation articles of incorporation as set forth in K.S.A. 2019 Supp. 17-72a02, and amendments thereto;


(6) Foreign for-profit application for authority as set forth in K.S.A. 2019 Supp. 17-7931 and K.S.A. 17-7307 through 17-7510, and amendments thereto;

(7) For-profit annual business entity information report as set forth in K.S.A. 17-7503 and 17-7505, and amendments thereto;

(8) Professional association annual business entity information report as set forth in K.S.A. 17-2718, and amendments thereto;

(9) For-profit certificate of amendment as set forth in K.S.A. 17-6002, 17-6401, 17-6601, 17-6602 and 17-6602, and amendments thereto;

(10) Amendment to professional associations as set forth in K.S.A. 17-2709, and amendments thereto;

(11) Foreign for-profit corporation certificate of amendment as set forth in K.S.A. 17-7302, and amendments thereto;

(12) Restated articles of incorporation as set forth in K.S.A. 17-6605, and amendments thereto;

(13) Change of registered office or resident agent as set forth in K.S.A. 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and amendments thereto;

(14) For-profit certificate of correction as set forth in K.S.A. 2019 Supp. 17-7912, and amendments thereto;

(15) Mergers as set forth in K.S.A. 17-6701 through 17-6708, and amendments thereto;

(16) Foreign mergers as set forth in K.S.A. 17-7302, and amendments thereto;

(17) Certificate of amendment or termination of merger as set forth in K.S.A. 17-6701, and amendments thereto;
(18) foreign corporation merger as set forth in K.S.A. 17-7302, and
amendments thereto;
(19) certificate of reinstatement as set forth in K.S.A. 17-7002, and
amendments thereto;
(20) certificate of dissolution prior to commencing business as set
forth in K.S.A. 17-6803, and amendments thereto;
(21) certificate of dissolution by stockholder's meeting as set forth in
K.S.A. 17-6804, and amendments thereto;
(22) certificate of dissolution by written consent as set forth in K.S.A.
17-6804, and amendments thereto;
(23) foreign certificate of cancellation as set forth in K.S.A. 2019
Supp. 17-7936, and amendments thereto; and
(24) certificate of revocation of dissolution as set forth in K.S.A. 17-
6801, and amendments thereto.

(b) Not-for-profit filings:
(1) not-for-profit articles of incorporation as set forth in K.S.A. 17-
6002, and amendments thereto;
(2) foreign not-for-profit application for authority as set forth in
K.S.A. 2019 Supp. 17-7931, and amendments thereto;
(3) not-for-profit annual business entity information report as set forth
in K.S.A. 17-7504, and amendments thereto;
(4) not-for-profit certificate of amendment as set forth in K.S.A. 17-
6602, and amendments thereto;
(5) not-for-profit certificate of correction as set forth in K.S.A. 2019
Supp. 17-7912, and amendments thereto;
(6) not-for-profit change of registered office or resident agent as set
forth in K.S.A. 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and
amendments thereto;
(7) not-for-profit certificate of reinstatement as set forth in K.S.A. 17-
7002, and amendments thereto; and
(8) certificate of dissolution as set forth in K.S.A. 17-6803, 17-6804
and 17-6805, and amendments thereto.

Sec. 25. K.S.A. 2019 Supp. 17-76,139 is hereby amended to read
as follows: 17-76,139. (a) Every limited liability company organized
under the laws of this state shall make an annual report in writing to
the secretary of state, stating the prescribed information concerning
the limited liability company at the close of business on the last day of
its tax period next preceding the date of filing. If the limited liability
company's tax period is other than the calendar year, it shall give
notice of its different tax period in writing to the secretary of state
prior to December 31 of the year it commences the different tax
period. The annual report shall be filed at the time prescribed by law
for filing the limited liability company's annual Kansas income tax
return. The annual report shall be made on a form prescribed by the
secretary of state. The report shall contain the following information:

(1) The name of the limited liability company; and
(2) a list of the members owning at least 5% of the capital of the
limited liability company, with the post office address of each.

(b) Every foreign limited liability company shall make an annual
report in writing to the secretary of state, stating the prescribed
information concerning the limited liability company at the close of
business on the last day of its tax period next preceding the date of
filing. If the limited liability company's tax period is other than the
calendar year, it shall give notice in writing of its different tax period
to the secretary of state prior to December 31 of the year it commences
the different tax period. The annual report shall be filed at the time
prescribed by law for filing the limited liability company's annual
Kansas income tax return. The annual report shall be made on a form
prescribed by the secretary of state. The report shall contain the name
of the limited liability company.

(c) The annual report required by this section shall be executed
by one or more authorized persons, and filed with the secretary of
state. The execution of such annual report by a person who is
authorized by this act to execute such annual report, upon filing such
annual report with the secretary of state, constitutes an oath or
affirmation, under penalties of perjury that, to the best of such
person's knowledge and belief, the facts stated therein are true. At the
time of filing the report, the limited liability company shall pay to the
secretary of state an annual report fee in an amount equal to $40.

(d) The provisions of K.S.A. 17-7509, and amendments thereto,
relating to penalties for failure of a corporation to file an annual
report or pay the required annual report fee, and the provisions of
K.S.A. 17-7510(a), and amendments thereto, relating to penalties for
failure of a corporation to file an annual report or pay the required
annual report fee, shall be applicable to the articles of organization of
any domestic limited liability company or to the authority of any
foreign limited liability company which fails to file its annual report or
pay the annual report fee within 90 days of the time prescribed in this
section for filing and paying the same or, in the case of an annual
report filing and fee received by mail, postmarked within 90 days of
the time for filing and paying the same. Whenever the articles of
organization of a domestic limited liability company or the authority
of any foreign limited liability company are forfeited for failure to file
an annual report or to pay the required annual report fee, the
domestic limited liability company or the authority of a foreign limited
liability company may be reinstated by filing a certificate of
reinstatement, pursuant to K.S.A. 2019 Supp. 17-76,146, and amendments thereto, and paying to the secretary of state all fees, including any penalties thereon, due to the state.

(e) No limited liability company shall be required to file its first annual report under this act, or pay any annual report fee required to accompany such report, unless such limited liability company has filed its articles of organization or application for authority at least six months prior to the last day of its tax period.

(f) All copies of applications for extension of the time for filing income tax returns submitted to the secretary of state pursuant to law shall be maintained by the secretary of state in a confidential file and shall not be disclosed to any person except as authorized pursuant to the provisions of K.S.A. 79-3234, and amendments thereto, a proper judicial order, or subsection (g). All copies of such applications shall be preserved for one year and thereafter until the secretary of state orders that they be destroyed.

(g) A copy of such application shall be open to inspection by or disclosure to any person who was a member of such limited liability company during any part of the period covered by the extension.

Sec. 26. On and after July 1, 2022, K.S.A. 2019 Supp. 17-76,139, as amended by section 25 of this act, is hereby amended to read as follows: 17-76,139. (a) Every limited liability company organized, and on and after July 1, 2022, each series thereof formed or in existence, under the laws of this state shall make an annual written business entity information report in writing to the secretary of state, stating the prescribed information concerning the limited liability company or series, as applicable, at the close of business on the last day of its tax period next preceding the date of filing. If the limited liability company's or series' tax period is other than the calendar year, it shall give notice of its different tax period in writing to the secretary of state prior to December 31 of the year it commences the different tax period.

(b) The annual report shall be filed biennially, as determined by the year that the limited liability company filed its formation documents. A limited liability company that filed formation documents in an even-numbered year shall file a report in each even-numbered year. A limited liability company that filed formation documents in an odd-numbered year shall file a report in each odd-numbered year. The report shall be filed after the close of the limited liability company's tax period but not later than at the time prescribed by law for filing the limited liability company's or series' annual Kansas income tax return, or if applicable law does not prescribe a time for filing an annual Kansas income tax return for a series, the report for the series shall be filed at, and for
purposes of this section its tax period shall be deemed to be, the time
prescribed by law for filing the annual Kansas income tax liability
company to which the series is associated.
(c) The annual report shall be made on a form prescribed by the
secretary of state. The report and shall contain the following
information:
(1) The name of the limited liability company or series, as
applicable; and
(2) a list of the members owning at least 5% of the capital of the
limited liability company or series, as applicable, with the post office
address of each.
(b)(d) (1) Every foreign limited liability company shall make an
annual a written business entity information report in writing to the
secretary of state, stating the prescribed information concerning the
limited liability company at the close of business on the last day of its
tax period next preceding the date of filing. If the limited liability
company's tax period is other than the calendar year, it shall give
notice in writing of its different tax period to the secretary of state
prior to December 31 of the year it commences the different tax
period.
(2) The annual report shall be filed biennially, as determined by the
year that the foreign limited liability company filed its foreign limited
liability company application. A foreign limited liability company that
filed its application in an even-numbered year shall file a report in each
even-numbered year. A foreign limited liability company that filed its
application in an odd-numbered year shall file a report in each odd-
numbered year. The report shall be filed after the close of the foreign
limited liability company's tax period but not later than at the time
prescribed by law for filing the limited liability company's annual
Kansas income tax return.
(3) The annual report shall be made on a form prescribed by the
secretary of state. The report and shall contain the name of the limited
liability company.
(e)(e) The annual business entity information report required by
this section shall be executed by one or more authorized persons, and
filed with the secretary of state. The execution of such annual report by
a person who is authorized by this the Kansas revised limited liability
company act to execute such annual report, upon filing such annual
report with the secretary of state, constitutes an oath or affirmation,
under penalties of perjury that, to the best of such person's knowledge
and belief, the facts stated therein are true.
(f) At the time of filing the its business entity information report,
the limited liability company shall pay to the secretary of state an—
annual report a fee in an amount equal to $40, plus the amount specified in rules and regulations of the secretary multiplied by the number of tax periods included in the report.

(g) The provisions of K.S.A. 17-7509, and amendments thereto, relating to penalties for failure of a corporation to file an annual business entity information report or pay the required annual report fee, and the provisions of K.S.A. 17-7510(a), and amendments thereto, relating to penalties for failure of a corporation to file an annual a business entity information report or pay the required annual report fee, shall be applicable to the articles of organization of any domestic limited liability company, or the certificate of designation of any series thereof, or to the authority of any foreign limited liability company which fails to file its annual business entity information report or pay the annual report fee within 90 days of the time prescribed in this section for filing and paying the same or, in the case of an annual a report filing and fee received by mail, postmarked within 90 days of the time for filing and paying the same. Whenever the articles of organization of a domestic limited liability company, or the certificate of designation of any series thereof, or the authority of any foreign limited liability company are forfeited or canceled for failure to file an annual a business entity information report or to pay the required annual report fee, the domestic limited liability company or the authority of a foreign limited liability company may be reinstated by filing a certificate of reinstatement, pursuant to K.S.A. 2019 Supp. 17-76,146, and amendments thereto, and the certificate of designation may be reinstated by filing a certificate of reinstatement, pursuant to K.S.A. 2019 Supp. 17-76,147, and amendments thereto, and in each case paying to the secretary of state all fees, including any penalties thereon, due to the state.

(h) No limited liability company shall be required to file its first annual business entity information report under this the Kansas revised limited liability company act, or pay any annual report fee required to accompany such report, unless such limited liability company has filed its articles of organization or application for authority or the certificate of designation of such series has been filed at least six months prior to the last day of its tax period.

Sec. 27. K.S.A. 2019 Supp. 17-76,143 is hereby amended to read as follows: 17-76,143. (a) An operating agreement may establish or provide for the establishment of one or more designated series of members, managers—or, limited liability company interests—having or assets. If an operating agreement so provides for the establishment or formation of one or more series, then a series may be formed by complying with this section. Any such series may have separate rights,
powers or duties with respect to specified property or obligations of
the limited liability company or profits and losses associated with
specified property or obligations, and to the extent provided in the
operating agreement, any such series may have a separate business
purpose or investment objective. A series is formed by the filing of a
certificate of designation in the office of the secretary of state. Other than
pursuant to K.S.A. 2019 Supp. 17-76,143a, and amendments thereto, a
series may not merge, convert, or consolidate pursuant to any section of
the Kansas revised limited liability company act, the business entity
transactions act, K.S.A. 2019 Supp. 17-78-101 et seq., and amendments
thereto, or any other statute of this state.

(b) Notice of the limitation on liabilities of a series as referenced in
subsection (c) shall be set forth in the articles of organization of the
limited liability company. Notice in articles of organization of the
limitation on liabilities of a series as referenced in subsection (c) shall be
sufficient for all purposes of this subsection whether or not the limited
liability company has formed any series when such notice is included in
the articles of organization, and there shall be no requirement that any
specific series of the limited liability company be referenced in such
notice. The fact that articles of organization that contain the foregoing
notice of the limitation on liabilities of a series is on file in the office of the
secretary of state shall constitute notice of such limitation on liabilities of
a series.

(b)(c) Notwithstanding anything to the contrary set forth in this
section the Kansas revised limited liability act or under other applicable
law, in the event that an operating agreement establishes or provides
for the establishment of one or more series, and if to the extent the
records maintained for any—such series account for the assets
associated with such series separately from the other assets of the
limited liability company, or any other series thereof, and if the
operating agreement so provides, and if notice of the limitation on
liabilities of a series as referenced in this subsection is set forth in the
articles of organization of the limited liability company and if the
limited liability company has filed a certificate of designation for each
series which is to have limited liability under this section, then the
debts, liabilities, obligations and expenses incurred, contracted for or
otherwise existing with respect to a particular such series shall be
enforceable against the assets of such series only, and not against the
assets of the limited liability company generally or any other series
thereof, and, unless otherwise provided in the operating agreement,
one of the debts, liabilities, obligations and expenses incurred,
contracted for or otherwise existing with respect to the limited liability
comp any generally or any other series thereof shall be enforceable
against the assets of such series. The fact that the articles of organization contain the foregoing notice of the limitation on liabilities of a series and a certificate of designation for a series is on file in the office of the secretary of state shall constitute notice of such limitation on liabilities of a series. A series with limited liability shall be treated as a separate entity to the extent set forth in the articles of organization. Each series with limited liability may, in its own name, contract, hold title to assets, grant security interests, sue and be sued and otherwise conduct business and exercise the powers of a limited liability company under this act. The limited liability company and any of its series may elect to consolidate their operations as a single taxpayer to the extent permitted under applicable law, elect to work cooperatively, elect to contract jointly or elect to be treated as a single business for purposes of qualification to do business in this or any other state. Such elections shall not affect the limitation of liability set forth in this section except to the extent that the series have specifically accepted joint liability by contract.

(c) Except in the case of a foreign limited liability company that has adopted an assumed name pursuant to K.S.A. 2019 Supp. 17-7933, and amendments thereto, the name of the series with limited liability must contain the entire name of the limited liability company and be distinguishable from the names of the other series set forth in the articles of organization. In the case of a foreign limited liability company that has adopted an assumed name pursuant to K.S.A. 2019 Supp. 17-7933, and amendments thereto, the name of the series with limited liability must contain the entire name under which the foreign limited liability company has been admitted to transact business in this state.

(d) Upon the filing of the certificate of designation with the secretary of state setting forth the name of each series with limited liability, the series' existence shall begin, and copies of the filed certificate of designation marked with the filing date shall be conclusive evidence, except as against the state, that all conditions precedent required to be performed have been complied with and that the series has been or shall be legally organized and formed under this act. If different from the limited liability company, the certificate of designation for each series shall list the names of the members if the series is member managed or the names of the managers if the series is manager managed. The name of a series with limited liability under subsection (b) may be changed by filing with the secretary of state a certificate of designation identifying the series whose name is being changed and the new name of such series. If not the same as the limited liability company, the names of the members of a member managed series or of the managers of a manager managed series may be changed by filing a new certificate of designation with the secretary of state. A series with limited liability under subsection (b) may be dissolved
by filing with the secretary of state a certificate of designation identifying
the series being dissolved or by the dissolution of the limited liability
company as provided in subsection (m). Certificates of designation may be
executed by the limited liability company or any manager, person or entity
designated in the operating agreement for the limited liability company.

(e) A series of a limited liability company will be deemed to be in
good standing as long as the limited liability company is in good standing.

(f) The resident agent and registered office for the limited liability
company in Kansas shall serve as the agent and office for service of
process in Kansas for each series.

(g) An operating agreement may provide for classes or groups of
members or managers associated with a series having such relative rights,
powers and duties as the operating agreement may provide, and may make
provision for the future creation of additional classes or groups of
members or managers associated with the series having such relative
rights, powers and duties as may from time to time be established,
including rights, powers and duties senior to existing classes and groups of
members or managers associated with the series.

(h) A series may be managed by either the member or members
associated with the series or by a manager or managers chosen by the
members of such series, as provided in the operating agreement. Unless
otherwise provided in an operating agreement, the management of a series
shall be vested in the members associated with such series.

(i) An operating agreement may grant to all or certain identified
members or managers or a specified class or group of the members or
managers associated with a series the right to vote separately or with all or
any class or group of the members or managers associated with the series,
on any matter. An operating agreement may provide that any member or
class or group of members associated with a series shall have no voting
rights.

(j) Except to the extent modified in this section, the provisions of this
act which are generally applicable to limited liability companies, their
managers, members and transferees shall be applicable to each particular
series with respect to the operation of such series.

(k) Except as otherwise provided in an operating agreement, any
event under this act or in an operating agreement that causes a manager to
cease to be a manager with respect to a series shall not, in itself, cause
such manager to cease to be a manager of the limited liability company or
with respect to any other series thereof.

(l) Except as otherwise provided in an operating agreement, any event
under this act or an operating agreement that causes a member to cease to
be associated with a series shall not, in itself, cause such member to cease
to be associated with any other series or terminate the continued—
membership of a member in the limited liability company or cause the
termination of the series, regardless of whether such member was the last
remaining member associated with such series.

(m) Except to the extent otherwise provided in the operating
agreement, a series may be dissolved and its affairs wound up without
causing the dissolution of the limited liability company. The dissolution of
a series established in accordance with subsection (b) shall not affect the
limitation on liabilities of such series provided by subsection (b). A series
is terminated and its affairs shall be wound up upon the dissolution of the
limited liability company under article 76 of chapter 17 of the Kansas
Statutes Annotated, and amendments thereto.

(n) If a limited liability company with the ability to establish a series
does not register to do business in a foreign jurisdiction for itself and
certain of its series, a series of a limited liability company may itself
register to do business as a limited liability company in the foreign
jurisdiction in accordance with the laws of the foreign jurisdiction. Neither
the preceding sentences nor any provision pursuant thereto in an
operating agreement, articles of organization or certificate of designation
shall: Restrict a series or limited liability company on behalf of a series
from agreeing in the operating agreement or otherwise that any or all of
the debts, liabilities, obligations, and expenses incurred, contracted for, or
otherwise existing with respect to the limited liability company generally
or any other series thereof shall be enforceable against the assets of such
series; or restrict a limited liability company from agreeing in the
operating agreement or otherwise that any or all of the debts, liabilities,
obligations, and expenses incurred, contracted for, or otherwise existing
with respect to a series shall be enforceable against the assets of the
limited liability company generally. Assets associated with a series may be
held directly or indirectly, including in the name of such series, in the
name of the limited liability company, through a nominee or otherwise.
Records maintained for a series that reasonably identify its assets,
including by specific listing, category, type, quantity, computational, or
allocational formula or procedure, including a percentage or share of any
asset or assets, or by any other method where the identity of such assets is
objectively determinable, will be deemed to account for the assets
associated with such series separately from the other assets of the limited
liability company, or any other series thereof. As used in the Kansas
revised limited liability company act, a reference to assets of a series
includes assets associated with such series, a reference to assets
associated with a series includes assets of such series, a reference to
members or managers of a series includes members or managers
associated with such series, and a reference to members or managers
associated with a series includes members or managers of such series. The
following shall apply to a series:

(1) A series may carry on any lawful business, purpose or activity, whether or not for profit, with the exception of the business of granting policies of insurance, assuming insurance risks, or banking as defined in K.S.A. 2019 Supp. 9-701, and amendments thereto. Unless otherwise provided in an operating agreement, a series shall have the power and capacity to, in its own name, contract, hold title to assets, including real, personal, and intangible property, grant liens and security interests, and sue and be sued.

(2) Except as otherwise provided by the Kansas revised limited liability company act, no member or manager of a series shall be obligated personally for any debt, obligation or liability of such series, whether arising in contract, tort or otherwise, solely by reason of being a member or acting as manager of such series. Notwithstanding the preceding sentence, under an operating agreement or under another agreement, a member or manager may agree to be obligated personally for any or all of the debts, obligations and liabilities of one or more series.

(3) An operating agreement may provide for classes or groups of members or managers associated with a series having such relative rights, powers and duties as the operating agreement may provide, and may make provision for the future creation in the manner provided in the operating agreement of additional classes or groups of members or managers associated with such series having such relative rights, powers and duties as may from time to time be established, including rights, powers and duties senior to existing classes and groups of members or managers associated with such series. An operating agreement may provide for the taking of an action, including the amendment of the operating agreement, without the vote, consent or approval of any member or manager or class or group of members or managers, including an action to create under the provisions of the operating agreement a class or group of a series of limited liability company interests that was not previously outstanding. An operating agreement may provide that any member or class or group of members associated with a series shall have no voting rights.

(4) An operating agreement may grant to all or certain identified members or managers or a specified class or group of the members or managers associated with a series the right to vote separately or with all or any class or group of the members or managers associated with such series, on any matter. Voting by members or managers associated with a series may be on a per capita, number, financial interest, class, group or any other basis.

(5) Unless otherwise provided in an operating agreement, the management of a series shall be vested in the members associated with such series in proportion to the then-current percentage or other interest
of members in the profits of such series owned by all of the members
associated with such series, the decision of members owning more than
50% of such percentage or other interest in the profits controlling, except
that if an operating agreement provides for the management of a series, in
whole or in part, by a manager, the management of such series, to the
extent so provided, shall be vested in the manager who shall be chosen in
the manner provided in the operating agreement. The manager of a series
shall also hold the offices and have the responsibilities accorded to the
manager as set forth in an operating agreement. A series may have more
than one manager. Subject to K.S.A. 17-76,105, and amendments thereto,
a manager shall cease to be a manager with respect to a series as
provided in an operating agreement. Except as otherwise provided in an
operating agreement, any event under the Kansas revised limited liability
company act or in an operating agreement that causes a manager to cease
to be a manager with respect to a series shall not, in itself, cause such
manager to cease to be a manager of the limited liability company or with
respect to any other series thereof.

(6) Notwithstanding K.S.A. 17-76,109, and amendments thereto, but
subject to subsections (c)(7) and (c)(10), and unless otherwise provided
in an operating agreement, at the time a member of a series becomes
entitled to receive a distribution with respect to such series, the member
has the status of, and is entitled to all remedies available to, a creditor of
such series, with respect to the distribution. An operating agreement may
provide for the establishment of a record date with respect to allocations
and distributions with respect to a series.

(7) Notwithstanding K.S.A. 17-76,110(a), and amendments thereto, a
limited liability company may make a distribution with respect to a series.
A limited liability company shall not make a distribution with respect to a
series to a member to the extent that at the time of the distribution, after
giving effect to the distribution, all liabilities of such series, other than
liabilities to members on account of their limited liability company
interests with respect to such series and liabilities for which the recourse
of creditors is limited to specified property of such series, exceed the fair
value of the assets associated with such series, except that the fair value of
property of such series that is subject to a liability for which the recourse
of creditors is limited shall be included in the assets associated with such
series only to the extent that the fair value of that property exceeds that
liability. For purposes of the immediately preceding sentence, the term
"distribution" shall not include amounts constituting reasonable
compensation for present or past services or reasonable payments made in
the ordinary course of business pursuant to a bona fide retirement plan or
other benefits program. A member who receives a distribution in violation
of this subsection, and who knew at the time of the distribution that the
distribution violated this subsection, shall be liable to the series for the amount of the distribution. A member who receives a distribution in violation of this subsection, and who did not know at the time of the distribution that the distribution violated this subsection, shall not be liable for the amount of the distribution. Subject to K.S.A. 17-76,110(c), and amendments thereto, which shall apply to any distribution made with respect to a series under this subsection, this subsection shall not affect any obligation or liability of a member under an agreement or other applicable law for the amount of a distribution.

(8) Unless otherwise provided in the operating agreement, a member shall cease to be associated with a series and to have the power to exercise any rights or powers of a member with respect to such series upon the assignment of all of the member's limited liability company interest with respect to such series. Except as otherwise provided in an operating agreement, any event under the Kansas revised limited liability company act or an operating agreement that causes a member to cease to be associated with a series shall not, in itself, cause such member to cease to be associated with any other series or terminate the continued membership of a member in the limited liability company or cause the dissolution of the series, regardless of whether such member was the last remaining member associated with such series.

(9) Subject to K.S.A. 17-76,116, and amendments thereto, except to the extent otherwise provided in the operating agreement, a series may be dissolved and its affairs wound up without causing the dissolution of the limited liability company. The dissolution of a series shall not affect the limitation on liabilities of such series provided by this subsection (c). A series is dissolved and its affairs shall be wound up upon the dissolution of the limited liability company under K.S.A. 17-76,116, and amendments thereto, or otherwise upon the first to occur of the following:

(A) At the time specified in the operating agreement;

(B) upon the happening of events specified in the operating agreement;

(C) unless otherwise provided in the operating agreement, upon the vote, consent or approval of members associated with such series who own 2/3 or more of the then-current percentage or other interest in the profits of such series of the limited liability company owned by all of the members associated with such series; or

(D) the dissolution of such series under subsection (c)(11).

(10) Notwithstanding K.S.A. 17-76,118(a), and amendments thereto, unless otherwise provided in the operating agreement, a manager associated with a series who has not wrongfully dissolved such series or, if none, the members associated with such series or a person consented to or approved by the members associated with such series, in either case, by
members who own more than 50% of the then-current percentage or other
interest in the profits of such series owned by all of the members
associated with such series, may wind up the affairs of such series, but the
district court, upon cause shown, may wind up the affairs of a series upon
application of any member or manager associated with such series, or the
member's personal representative or assignee, and in connection
therewith, may appoint a liquidating trustee. The persons winding up the
affairs of a series may, in the name of the limited liability company and for
and on behalf of the limited liability company and such series, take all
actions with respect to such series as are permitted under K.S.A. 17-
76,118(b), and amendments thereto. The persons winding up the affairs of
a series shall provide for the claims and obligations of such series and
distribute the assets of such series as provided in K.S.A. 17-76,119, and
amendments thereto, which section shall apply to the winding up and
distribution of assets of a series. Actions taken in accordance with this
subsection shall not affect the liability of members and shall not impose
liability on a liquidating trustee.

(11) On application by or for a member or manager associated with
a series, the district court may decree dissolution of such series whenever
it is not reasonably practicable to carry on the business of such series in
conformity with an operating agreement.

(12) For all purposes of the laws of the state of Kansas, a series is an
association, regardless of the number of members or managers, if any, of
such series.

(d) In order to form a series of a limited liability company, a
certificate of designation must be filed in accordance with this subsection.

(1) (A) A certificate of designation shall set forth:

(i) The name of the limited liability company; and

(ii) the name of the series.

(B) A certificate of designation may include any other matter that the
members of such series determine to include therein.

(C) A certificate of designation properly filed with the secretary of
state prior to July 1, 2022, shall be deemed to comply with the
requirements of this paragraph.

(2) A certificate of designation shall be executed in accordance with
K.S.A. 2019 Supp. 17-7908(b), and amendments thereto, and shall be filed
in the office of the secretary of state in accordance with K.S.A. 2019 Supp.
17-7910, and amendments thereto. A certificate of designation is not an
amendment to the articles of organization of the limited liability company.

(3) A certificate of designation may be amended by filing a certificate
of amendment thereto in the office of the secretary of state.

(A) The certificate of amendment shall set forth:

(i) The name of the limited liability company;
(ii) the name of the series; and
(iii) the amendment to the certificate of designation.

(B) A certificate of designation properly filed with the secretary of state prior to July 1, 2022, that changed a previously filed certificate of designation shall be deemed to be a certificate of amendment thereto for purposes of this paragraph.

(4) A manager of a series or, if there is no manager, then any member of a series who becomes aware that any statement in a certificate of designation filed with respect to such series was false when made, or that any matter described therein has changed making the certificate of designation false in any material respect, shall promptly amend the certificate of designation.

(5) A certificate of designation may be amended at any time for any other proper purpose.

(6) Unless otherwise provided in the Kansas revised limited liability company act or unless a later effective date or time, which shall be a date or time certain, is provided for in the certificate of amendment, a certificate of amendment shall be effective at the time of its filing with the secretary of state.

(7) A certificate of designation shall be canceled upon the cancellation of the articles of organization of the limited liability company named in the certificate of designation, or upon the filing of a certificate of cancellation of the certificate of designation, or upon the future effective date or time of a certificate of cancellation of the certificate of designation, or as provided in K.S.A. 17-76,139(d), and amendments thereto, or upon the filing of a certificate of merger or consolidation if the series is not the surviving or resulting series in a merger or consolidation or upon the future effective date or time of a certificate of merger or consolidation if the series is not the surviving or resulting series in a merger or consolidation. A certificate of cancellation of the certificate of designation may be filed at any time, and shall be filed, in the office of the secretary of state to accomplish the cancellation of a certificate of designation upon the dissolution of a series for which a certificate of designation was filed and completion of the winding up of such series.

(A) A certificate of cancellation of the certificate of designation shall set forth:

(i) The name of the limited liability company;
(ii) the name of the series;
(iii) the future effective date or time, which shall be a date or time certain, of cancellation if it is not to be effective upon the filing of the certificate of cancellation; and
(iv) any other information the person filing the certificate of cancellation of the certificate of designation determines.
(B) A certificate of designation properly filed with the secretary of state prior to July 1, 2022, that dissolved a series shall be deemed to be a certificate of cancellation thereto for purposes of this paragraph.

(8) A certificate of cancellation of the certificate of designation that is filed in the office of the secretary of state prior to the dissolution or the completion of winding up of a series may be corrected as an erroneously executed certificate of cancellation of the certificate of designation by filing with the office of the secretary of state a certificate of correction of such certificate of cancellation of the certificate of designation in accordance with K.S.A. 2019 Supp. 17-7912, and amendments thereto.

(9) The secretary of state shall not issue a certificate of good standing with respect to a series if the certificate of designation is canceled or the limited liability company has ceased to be in good standing.

(e) The name of each series as set forth in its certificate of designation:

(1) Shall include the name of the limited liability company, including any word, abbreviation or designation required by K.S.A. 2019 Supp. 17-7920, and amendments thereto;

(2) may contain the name of a member or manager;

(3) must comply with the requirements of K.S.A. 2019 Supp. 17-7918, and amendments thereto, to the same extent as a covered entity; and

(4) may contain any word permitted by K.S.A. 2019 Supp. 17-7920, and amendments thereto, and may not contain any word prohibited to be included in the name of a limited liability company under Kansas law.

(f) If a foreign limited liability company, as permitted in the jurisdiction of its organization, has established a series having separate rights, powers or duties and has limited the liabilities of such series so that is registered to do business in this state in accordance with K.S.A. 2019 Supp. 17-7931, and amendments thereto, is governed by an operating agreement that establishes or provides for the establishment of a series of members, managers, limited liability company interests or assets having separate rights, powers or duties with respect to specified property or obligations of the foreign limited liability company or profits and losses associated with specified property or obligations, that fact shall be so stated on the application for registration as a foreign limited liability company. In addition, the foreign limited liability company shall state on such application whether the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series, if any are enforceable against the assets of such series only, and not against the assets of the foreign limited liability company generally or any other series thereof, or so that and whether any of the debts, liabilities, obligations and expenses incurred, contracted for or
otherwise existing with respect to the limited liability company generally or any other series thereof are not shall be enforceable against the assets of such series, then the limited liability company, on behalf of itself or any of its series, or any of its series on their own behalf may register to do business in the state in accordance with the provisions of K.S.A. 2019 Supp. 17-7931, and amendments thereto. The limitation of liability shall be so stated on the application for admission as a foreign limited liability company and a certificate of designation shall be filed for each series being registered to do business in the state by the limited liability company. Unless otherwise provided in the operating agreement, the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series of such a foreign limited liability company shall be enforceable against the assets of such series only, and not against the assets of the foreign limited liability company generally or any other series thereof and none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to such a foreign limited liability company generally or any other series thereof shall be enforceable against the assets of such series.

Sec. 28. K.S.A. 2019 Supp. 17-76,143a is hereby amended to read as follows: 17-76,143a. (a) Pursuant to an agreement of merger or consolidation, one or more series may merge or consolidate with or into one or more other series of the same limited liability company with such series as the agreement shall provide being the surviving or resulting series. Unless otherwise provided in the operating agreement, an agreement of merger or consolidation shall be consented to or approved by each series that is to merge or consolidate by members of such series who own more than 50% of the then-current percentage or other interest in the profits of such series owned by all of the members of such series. In connection with a merger or consolidation hereunder, rights or securities of, or interests in, a series which is a constituent party to the merger or consolidation may be exchanged for or converted into cash, property, rights, or securities of, or interests in, the surviving or resulting series or, in addition to or in lieu thereof, may be exchanged for or converted into cash, property, rights, or securities of, or interests in, an entity as defined in K.S.A. 2019 Supp. 17-78-102, and amendments thereto, that is not the surviving or resulting series in the merger or consolidation, may remain outstanding or may be canceled. Notwithstanding prior consent or approval, an agreement of merger or consolidation may be terminated or amended pursuant to a provision for such termination or amendment contained in the agreement of merger or consolidation.

(b) If a series is merging or consolidating under this section, the series surviving or resulting in or from the merger or consolidation
shall file a certificate of merger or consolidation executed by one or
more authorized persons on behalf of the series when it is the
surviving or resulting series in the office of the secretary of state. The
certificate of merger or consolidation shall state:
(1) The name of each series that is to merge or consolidate and
the name of the limited liability company that formed such series;
(2) that an agreement of merger or consolidation has been
consented to or approved and executed by or on behalf of each series
that is to merge or consolidate;
(3) the name of the surviving or resulting series;
(4) such amendment, if any, to the certificate of designation of the
series that is the surviving or resulting series to change the name of
the surviving series, as is desired to be effected by the merger;
(5) the future effective date or time, which shall be a date or time
certain, of the merger or consolidation if it is not to be effective upon
the filing of the certificate of merger or consolidation;
(6) that the agreement of merger or consolidation is on file at a
place of business of the surviving or resulting series or the limited
liability company that formed such series and shall state the address
thereof; and
(7) that a copy of the agreement of merger or consolidation will
be furnished by the surviving or resulting series, upon request and
without cost, to any member of any series that is to merge or
consolidate.
(c) Unless a future effective date or time is provided in a
certificate of merger or consolidation, a merger or consolidation
pursuant to this section shall be effective upon the filing of a
certificate of merger or consolidation in the office of the secretary of
state.
(d) A certificate of merger or consolidation shall act as a
certificate of cancellation of the certificate of designation of the series
that is not the surviving or resulting series in the merger or
consolidation. A certificate of merger or consolidation that sets forth
any amendment in accordance with subsection (b)(4) shall be deemed
to be an amendment to the certificate of designation of the surviving
or resulting series, and no further action shall be required to amend
the certificate of designation of the surviving or resulting series under
K.S.A. 2019 Supp. 17-76,143, and amendments thereto, with respect to
such amendments set forth in the certificate of merger or
consolidation. Whenever this section requires the filing of a certificate
of merger or consolidation, such requirement shall be deemed satisfied
by the filing of an agreement of merger or consolidation containing the
information required by this section to be set forth in the certificate of
merger or consolidation.

(e) An agreement of merger or consolidation consented to or approved in accordance with subsection (a) may effect any amendment to the operating agreement relating solely to the series that are constituent parties to the merger or consolidation. Any amendment to an operating agreement relating solely to the series that are constituent parties to the merger or consolidation made pursuant to the foregoing sentence shall be effective at the effective time or date of the merger or consolidation and shall be effective notwithstanding any provision of the operating agreement relating to amendment of the operating agreement, other than a provision that by its terms applies to an amendment to the operating agreement in connection with a merger or consolidation. The provisions of this subsection shall not be construed to limit the accomplishment of a merger or of any of the matters referred to herein by any other means provided for in an operating agreement or other agreement or as otherwise permitted by law, including that the operating agreement relating to any constituent series to the merger or consolidation, including a series formed for the purpose of consummating a merger or consolidation, shall be the operating agreement of the surviving or resulting series.

(f) (1) (A) When any merger or consolidation shall have become effective under this section, for all purposes of the laws of the state of Kansas, all of the rights, privileges and powers of each of the series that have merged or consolidated, and all property, real, personal and mixed, and all debts due to any of such series, as well as all other things and causes of action belonging to each of such series, shall be vested in the surviving or resulting series, and shall thereafter be the property of the surviving or resulting series as they were of each of the series that have merged or consolidated, and the title to any real property vested by deed or otherwise, under the laws of the state of Kansas, in any of such series, shall not revert or be in any way impaired by reason of the Kansas Revised Limited Liability Company Act.

(B) All rights of creditors and all liens upon any property of any of the series that have merged or consolidated shall be preserved unimpaired, and all debts, liabilities and duties of each of such series that have merged or consolidated shall thereafter attach to the surviving or resulting series, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

(2) Unless otherwise agreed, a merger or consolidation of a series that is not the surviving or resulting series in the merger or consolidation, shall not require such series to wind up its affairs under
(g) An operating agreement may provide that a series of such limited liability company shall not have the power to merge or consolidate as set forth in this section.

(h) This section shall take effect on and after July 1, 2022.

Sec. 29. K.S.A. 2019 Supp. 17-76,146 is hereby amended to read as follows:

17-76,146. (a) A domestic limited liability company whose articles of organization or a foreign limited liability company whose authority to do business has been canceled or forfeited pursuant to K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(d), and amendments thereto, or whose articles of organization or authority to do business has been forfeited pursuant to K.S.A. 17-76,139(d), and amendments thereto, may be reinstated by filing with the secretary of state a certificate of reinstatement accompanied by the payment of the fee required by K.S.A. 17-76,136(d), and amendments thereto, and payment of the annual report fees due under K.S.A. 17-76,139(c), and amendments thereto, and all penalties and interest thereon due at the time of the cancellation or forfeiture of its articles of organization or authority to do business. The certificate of reinstatement shall set forth:

1. The name of the limited liability company at the time its articles of organization or authority to do business was canceled or forfeited and, if such name is not available at the time of reinstatement, the name under which the limited liability company is to be reinstated;

2. The address of the limited liability company's registered office in the state of Kansas and the name and address of the limited liability company's resident agent in the state of Kansas;

3. A statement that the certificate of reinstatement is filed by one or more persons authorized to execute and file the certificate of reinstatement to reinstate the limited liability company; and

4. Any other matters the persons executing the certificate of reinstatement determine to include therein.

(b) The certificate of reinstatement shall be deemed to be an amendment to the articles of organization or application for registration of the limited liability company, and the limited liability company shall not be required to take any further action to amend its articles of organization or application for registration under K.S.A. 17-7674 or K.S.A. 2019 Supp. 17-7935, and amendments thereto, with respect to the matters set forth in the certificate of reinstatement.
(c) Upon the filing of a certificate of reinstatement, a limited liability company shall be reinstated with the same force and effect as if its articles of organization or authority to do business had not been canceled or forfeited pursuant to K.S.A. 17-76,139(d) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f)(d), and amendments thereto. Such reinstatement shall validate all contracts, acts, matters and things made, done and performed by the limited liability company, its members, managers, employees and agents during the time when its articles of organization or authority to do business was canceled or forfeited pursuant to K.S.A. 17-76,139(d) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f)(d), and amendments thereto, with the same force and effect and to all intents and purposes as if the articles of organization or authority to do business had remained in full force and effect. All real and personal property, and all rights and interests, which belonged to the limited liability company at the time its articles of organization or authority to do business was canceled or forfeited pursuant to K.S.A. 17-76,139(d) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f)(d), and amendments thereto, or which were acquired by the limited liability company following the cancellation or forfeiture of its articles of organization or authority to do business pursuant to K.S.A. 17-76,139(d) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f)(d), and amendments thereto, and which were not disposed of prior to the time of its reinstatement, shall be vested in the limited liability company after its reinstatement as fully as they were held by the limited liability company at, and after, as the case may be, the time its articles of organization or authority to do business was canceled or forfeited pursuant to K.S.A 17-76,139(d) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f)(d), and amendments thereto. After its reinstatement, the limited liability company shall be as exclusively liable for all contracts, acts, matters and things made, done or performed in its name and on its behalf by its members, managers, employees and agents prior to its reinstatement as if its articles of organization or authority to do business had at all times remained in full force and effect.

Sec. 30. On and after July 1, 2022, K.S.A. 2019 Supp. 17-76,146, as amended by section 29 of this act, is hereby amended to read as follows: 17-76,146. (a) A domestic limited liability company whose articles of organization or a foreign limited liability company whose authority to do business has been canceled or forfeited pursuant to K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(d), and amendments thereto, or whose articles of organization or authority to do business has been forfeited pursuant to K.S.A. 17-76,139(f)(g), and
amendments thereto, may be reinstated by filing with the secretary of
state a certificate of reinstatement accompanied by the payment of the
fee required by K.S.A. 17-76,136(d), and amendments thereto, and
payment of the annual report fees due under K.S.A. 17-76,139(e)(f), and
amendments thereto, and all penalties and interest thereon due at the
time of the cancellation or forfeiture of its articles of organization or
authority to do business. The certificate of reinstatement shall set
forth:

(1) The name of the limited liability company at the time its
articles of organization or authority to do business was canceled or
forfeited and, if such name is not available at the time of
reinstatement, the name under which the limited liability company is
to be reinstated;

(2) the address of the limited liability company's registered office
in the state of Kansas and the name and address of the limited liability
company's resident agent in the state of Kansas;

(3) a statement that the certificate of reinstatement is filed by one
or more persons authorized to execute and file the certificate of
reinstatement to reinstate the limited liability company; and

(4) any other matters the persons executing the certificate of
reinstatement determine to include therein.

(b) The certificate of reinstatement shall be deemed to be an
amendment to the articles of organization or application for
registration of the limited liability company, and the limited liability
company shall not be required to take any further action to amend its
articles of organization or application for registration under K.S.A.
17-7674 or K.S.A. 2019 Supp. 17-7935, and amendments thereto, with
respect to the matters set forth in the certificate of reinstatement.

(c) Upon the filing of a certificate of reinstatement, a limited
liability company, and all series thereof that have been formed and whose
certificate of designation has not been canceled prior to the cancellation
of the articles of organization, shall be reinstated with the same force
and effect as if its articles of organization or authority to do business
had not been canceled or forfeited pursuant to K.S.A. 17-76,139(d)(g)
or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(d), and
amendments thereto. Such reinstatement shall validate all contracts,
acts, matters and things made, done and performed by the limited
liability company, its members, managers, employees and agents
during the time when its articles of organization or authority to do
business was canceled or forfeited pursuant to K.S.A. 17-76,139(d)(g)
or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(d), and
amendments thereto, with the same force and effect and to all intents
and purposes as if the articles of organization or authority to do
business had remained in full force and effect. All real and personal
property, and all rights and interests, which belonged to the
limited liability company at the time its articles of organization or
authority to do business was canceled or forfeited pursuant to K.S.A.
17-76,139(d)(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-
7934(d), and amendments thereto, or which were acquired by the
limited liability company following the cancellation or forfeiture of its
articles of organization or authority to do business pursuant to K.S.A.
17-76,139(d)(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-
7934(d), and amendments thereto, and which were not disposed of
prior to the time of its reinstatement, shall be vested in the limited
liability company after its reinstatement as fully as they were held by
the limited liability company at, and after, as the case may be, the time
its articles of organization or authority to do business was canceled or
forfeited pursuant to K.S.A 17-76,139(d)(g) or K.S.A. 2019 Supp. 17-
7926(b), 17-7929(b) or 17-7934(d), and amendments thereto. After its
reinstatement, the limited liability company shall be as exclusively
liable for all contracts, acts, matters and things made, done or
performed in its name and on its behalf by its members, managers,
employees and agents prior to its reinstatement as if its articles of
organization or authority to do business had at all times remained in
full force and effect.

Sec. 31. K.S.A. 2019 Supp. 17-76,147 is hereby amended to read
as follows: 17-76,147. (a) A series whose certificate of designation has
been canceled pursuant to K.S.A. 17-76,139, and amendments thereto,
may be reinstated by filing in the office of the secretary of state a
certificate of reinstatement accompanied by the payment of the fee
required by K.S.A. 17-76,136(d), and amendments thereto, and
payment of the annual report fee due under K.S.A. 17-76,139(c), and
amendments thereto, and all penalties and interest thereon due at the
time of the cancellation of its certificate of designation. The certificate
of reinstatement shall set forth:

(1) The name of the limited liability company at the time the
certificate of designation was canceled and, if such name has changed,
the name of the limited liability company at the time of reinstatement
of the series;

(2) the name of the series at the time the certificate of designation
was canceled and, if such name is not available at the time of
reinstatement, the name under which the series is to be reinstated;

(3) a statement that the certificate of reinstatement is filed by one
or more persons authorized to execute and file the certificate of
reinstatement to reinstate the series; and

(4) any other matters the persons executing the certificate of
reinstatement determine to include therein.

(b) The certificate of reinstatement shall be deemed to be an amendment to the certificate of designation, and no further actions shall be required to amend its certificate of designation under K.S.A. 2019 Supp. 17-76,143(d)(3), and amendments thereto, with respect to the matters set forth in the certificate of reinstatement.

(c) Upon the filing of a certificate of reinstatement, a series shall be reinstated with the same force and effect as if its certificate of designation had not been canceled pursuant to K.S.A. 17-76,139, and amendments thereto. Such reinstatement shall validate all contracts, acts, matters and things made, done and performed by the series, its members, managers, employees and agents during the time when its certificate of designation was canceled pursuant to K.S.A. 17-76,139, and amendments thereto, with the same force and effect and to all intents and purposes as if the certificate of designation had remained in full force and effect. All real and personal property, and all rights and interests, that belonged to the series at the time its certificate of designation was canceled pursuant to K.S.A. 17-76,139, and amendments thereto, or were acquired by the series following the cancellation of its certificate of designation pursuant to K.S.A. 17-76,139, and amendments thereto, and were not disposed of prior to the time of its reinstatement, shall be vested in the series after its reinstatement as fully as they were held by the series at, and after, as the case may be, the time its certificate of designation was canceled pursuant to K.S.A. 17-76,139, and amendments thereto. After its reinstatement, the series shall be as exclusively liable for all contracts, acts, matters and things made, done or performed in its name and on its behalf by its members, managers, employees and agents prior to its reinstatement as if its certificate of designation had at all times remained in full force and effect.

(d) This section shall take effect on and after July 1, 2022.

Sec. 32. On and after July 1, 2022, K.S.A. 2019 Supp. 17-76,147, as amended by section 31 of this act, is hereby amended to read as follows: 17-76,147. (a) A series whose certificate of designation has been canceled pursuant to K.S.A. 17-76,139, and amendments thereto, may be reinstated by filing in the office of the secretary of state a certificate of reinstatement accompanied by the payment of the fee required by K.S.A. 17-76,136(d), and amendments thereto, and payment of the annual report fee due under K.S.A. 17-76,139(c)(f), and amendments thereto, and all penalties and interest thereon due at the time of the cancellation of its certificate of designation. The certificate of reinstatement shall set forth:

(1) The name of the limited liability company at the time the
certificate of designation was canceled and, if such name has changed, the name of the limited liability company at the time of reinstatement of the series;

(2) the name of the series at the time the certificate of designation was canceled and, if such name is not available at the time of reinstatement, the name under which the series is to be reinstated;

(3) a statement that the certificate of reinstatement is filed by one or more persons authorized to execute and file the certificate of reinstatement to reinstate the series; and

(4) any other matters the persons executing the certificate of reinstatement determine to include therein.

(b) The certificate of reinstatement shall be deemed to be an amendment to the certificate of designation, and no further actions shall be required to amend its certificate of designation under K.S.A. 2019 Supp. 17-76,143(d)(3), and amendments thereto, with respect to the matters set forth in the certificate of reinstatement.

(c) Upon the filing of a certificate of reinstatement, a series shall be reinstated with the same force and effect as if its certificate of designation had not been canceled pursuant to K.S.A. 17-76,139, and amendments thereto. Such reinstatement shall validate all contracts, acts, matters and things made, done and performed by the series, its members, managers, employees and agents during the time when its certificate of designation was canceled pursuant to K.S.A. 17-76,139, and amendments thereto, with the same force and effect and to all intents and purposes as if the certificate of designation had remained in full force and effect. All real and personal property, and all rights and interests, that belonged to the series at the time its certificate of designation was canceled pursuant to K.S.A. 17-76,139, and amendments thereto, or were acquired by the series following the cancellation of its certificate of designation pursuant to K.S.A. 17-76,139, and amendments thereto, and were not disposed of prior to the time of its reinstatement, shall be vested in the series after its reinstatement as fully as they were held by the series at, and after, as the case may be, the time its certificate of designation was canceled pursuant to K.S.A. 17-76,139, and amendments thereto. After its reinstatement, the series shall be as exclusively liable for all contracts, acts, matters and things made, done or performed in its name and on its behalf by its members, managers, employees and agents prior to its reinstatement as if its certificate of designation had at all times remained in full force and effect.

(d) This section shall take effect on and after July 1, 2022.

Sec. 33. K.S.A. 2019 Supp. 17-78-601 is hereby amended to read as follows: 17-78-601. (a) When any provision of this act requires any
instrument to be filed with the secretary of state, such instrument shall be filed in accordance with this section:

(1) The document shall contain the information required by this act;
(2) the document shall be in a record;
(3) the document shall be in the English language, but the name of an entity need not be in English if written in English letters or Arabic or Roman numerals;
(4) the document shall be signed:
   (A) By an officer of a domestic or foreign corporation;
   (B) by a person authorized by a domestic or foreign entity that is not a corporation; or
   (C) if the entity is in the hands of a receiver, trustee or other court-appointed fiduciary, by that person;
(5) the instrument shall state the name and capacity of the person that signed it;
(6) any signature on instruments authorized to be filed with the secretary of state under this act may be a facsimile, an electronic signature, a conformed signature or an electronically transmitted signature. The execution of any instrument required to be filed with the secretary of state shall constitute an oath or affirmation, under the penalties of perjury, that the facts stated in the instrument are true; and
(7) the instrument shall be delivered to the office of the secretary of state for filing. Delivery may be made by electronic transmission if and to the extent permitted by the secretary of state.

(b) When a document is delivered to the office of the secretary of state for filing, the correct filing fee and any tax, fee or penalty required to be paid by this act or other law shall be paid. The secretary of state shall establish by rule and regulation the filing fees for instruments filed pursuant to this act.

(c) Upon delivery of the instrument and upon tender of the required fees and any taxes:
   (1) The secretary of state shall certify that the instrument has been filed in the office of secretary of state by endorsing upon the original signed instrument the word "Filed" and the date and hour of its filing. This endorsement is the "filing date" of the instrument and is conclusive of the date and time of its filing in the absence of actual fraud. The secretary of state shall thereupon record the endorsed instrument in an electronic medium; and
   (2) the secretary of state shall return a certified copy of the recorded instrument.
(d) Any instrument filed in accordance with this section shall be
effective upon its filing date unless a later effective date, not to exceed
90 days from the date of filing, was specified in the instrument.
(e) If any instrument authorized to be filed with the secretary of
state is filed and is inaccurately, defectively or erroneously executed or
otherwise defective in any respect, the secretary of state shall not be
liable to any person for the preclearance for filing, the acceptance for
filing or the filing and indexing such instrument.
(f) Whenever a provision of this act permits any of the terms of
an agreement or a filed document to be dependent on facts objectively
ascertainable outside the agreement or filed document, the following
rules apply:
(1) The manner in which the facts will operate upon the terms of
the agreement or filed document must be set forth in the agreement or
filed document;
(2) the facts may include, but are not limited to:
(A) Any of the following that is available in a nationally
recognized news or information medium either in print or
electronically, statistical or market indices, market prices of any
security or group of securities, interest rates, currency exchange rates
or similar economic or financial data;
(B) a determination or action by any person or body, including
the entity or any other party to an agreement or filed document; or
(C) the terms of, or actions taken under, an agreement to which
the entity is a party or any other agreement or document;
(3) in this subsection, "filed document" means a document filed
with the secretary of state under this act. The following provisions of
an agreement or filed document may not be made dependent on facts
outside the agreement or filed document:
(A) The name and address of any person required in a filed
document;
(B) the registered office of any entity required in a filed
document;
(C) the resident agent of any entity required in a filed document;
(D) the number of authorized shares and designation of each class
or series of shares of a corporation;
(E) the effective date of a filed document; and
(F) any required statement in a filed document of the manner in
which that approval was given;
(4) if a provision of a filed document is made dependent on a fact
ascertainable outside of the filed document and that fact is not
ascertainable by reference to a source described in subsection (c)(2)(A)
or a document that is a matter of public record, or if the affected
interest holders have not received notice of the fact from the entity, the
entity shall file with the secretary of state a certificate of amendment setting forth the fact promptly after the fact referred to is first ascertainable or thereafter changes.

Sec. 25—34. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7904 is hereby amended to read as follows: 17-7904. The following documents related to limited liability companies shall be filed with the secretary of state:

(a) Articles of organization as set forth in K.S.A. 17-7673 and K.S.A. 2019 Supp. 17-7673a, and amendments thereto;

(b) professional articles of organization as set forth in K.S.A. 17-7673 and K.S.A. 2019 Supp. 17-7673a, and amendments thereto;

(c) series limited liability company articles of organization as set forth in K.S.A. 2019 Supp. 17-76,143, and amendments thereto;

(d) foreign limited liability company application for authority as set forth in K.S.A. 2019 Supp. 17-7931, and amendments thereto;


(f) annual business entity information report as set forth in K.S.A. 17-76,139, and amendments thereto;

(g) certificate of amendment as set forth in K.S.A. 17-7674 and K.S.A. 2019 Supp. 17-7674a and 17-76,143, and amendments thereto;

(h) restated articles of organization as set forth in K.S.A. 17-7680, and amendments thereto;

(i) series certificate of designation as set forth in K.S.A. 2019 Supp. 17-76,143, and amendments thereto;

(j) certificate of amendment or termination to certificate of merger or consolidation as set forth in K.S.A. 17-7681, and amendments thereto, or K.S.A. 2019 Supp. 17-76-143a, and amendments thereto;

(k) certificate of correction as set forth in K.S.A. 2019 Supp. 17-7912, and amendments thereto;

(l) foreign certificate of correction as set forth in K.S.A. 2019 Supp. 17-7912, and amendments thereto;

(m) change of registered office or resident agent as set forth in K.S.A. 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and amendments thereto;

(n) mergers or consolidations as set forth in K.S.A. 17-7681, and amendments thereto, or K.S.A. 2019 Supp. 17-76,143a, and amendments thereto;

(o) reinstatement as set forth in K.S.A. 17-76,139, and amendments thereto, or K.S.A. 2019 Supp. 17-76,147, and amendments thereto;

thereto;
(q) foreign cancellation of registration as set forth in K.S.A. 2019 Supp. 17-7936, and amendments thereto; and
(r) certificate of division as set forth in K.S.A. 2019 Supp.17-7685a, and amendments thereto.

Sec. 26. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7905 is hereby amended to read as follows: 17-7905. (q) The following documents related to limited partnerships shall be filed with the secretary of state:
(q)(a) Certificate of limited partnership as set forth in K.S.A. 56-1a151, and amendments thereto;
(q)(b) foreign application for registration as set forth in K.S.A. 2019 Supp. 17-7931, and amendments thereto;
(q)(c) annual business entity information report as set forth in K.S.A. 56-1a606 and 56-1a607, and amendments thereto;
(q)(d) amendment to certificate as set forth in K.S.A. 56-1a152, and amendments thereto;
(q)(e) restated certificate as set forth in K.S.A. 56-1a160, and amendments thereto;
(q)(f) change of registered office or resident agent as set forth in K.S.A. 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and amendments thereto;
(q)(g) foreign certificate of amendment or correction as set forth in K.S.A. 2019 Supp. 17-7912, and amendments thereto;
(q)(h) mergers as set forth in K.S.A. 2019 Supp. 17-78,201 through 17-78,206, and amendments thereto;
(q)(i) reinstatement as set forth in K.S.A. 56-1a606 and 56-1a607, and amendments thereto;
(q)(j) cancellation as set forth in K.S.A. 56-1a153, and amendments thereto; and

(b) This section shall take effect on and after January 1, 2015.

Sec. 27. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7906 is hereby amended to read as follows: 17-7906. (q) The following documents related to limited liability partnerships shall be filed with the secretary of state:
(q)(a) Statement of qualification as set forth in K.S.A. 56a-1001, and amendments thereto;
(q)(b) foreign statement of qualification as set forth in K.S.A. 2019 Supp. 17-7931, and amendments thereto;
(q)(c) annual business entity information report as set forth in K.S.A. 56a-1201 and 56a-1202, and amendments thereto;
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(4)(d) amendment to statement of qualification as set forth in K.S.A. 56a-105, and amendments thereto;

(5)(e) change of registered office or resident agent as set forth in K.S.A. 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and amendments thereto;

(6)(f) reinstatement as set forth in K.S.A. 56a-1201, and amendments thereto;

(7)(g) cancellation of statement as set forth in K.S.A. 56a-105, and amendments thereto;

(8)(h) statement of denial as set forth in K.S.A. 56a-304, and amendments thereto;

(9)(i) statement of dissociation as set forth in K.S.A. 56a-704, and amendments thereto;

(10)(j) statement of dissolution as set forth in K.S.A. 56a-105 and 56a-805, and amendments thereto; and

(11)(k) statement of merger as set forth in K.S.A. 56a-907, and amendments thereto.

(b) This section shall take effect on and after January 1, 2015.

Sec. 28. K.S.A. 2019 Supp. 17-7910 is hereby amended to read as follows: 17-7910. When any document is required by this act to be filed with the secretary of state, such requirement means that:

(a) The original signed document shall be delivered to the office of the secretary of state, where the document shall be recorded in an electronic medium. Any signature on documents authorized to be filed with the secretary of state under the provisions of this act may be a facsimile, a conformed signature or an electronically transmitted signature;

(b) all taxes and fees authorized by law to be collected by the secretary of state in connection with the filing of the document shall be tendered to the secretary of state in connection with the filing of the document shall be tendered to the secretary of state;

(e) upon delivery of the document, and upon tender of the required taxes and fees, the secretary of state shall, if the secretary of state finds that the document conforms to law, certify that the document has been filed in the office of the secretary of state by endorsing upon the electronically recorded document the word "Filed" and the date and hour of its filing. This endorsement is the "filing date" of the document and is conclusive of the date and time of its filing in the absence of actual fraud. The secretary of state shall thereupon record the endorsed document in an electronic medium and that electronic document shall become the original document; and

(d) the secretary of state shall return a certified copy of the recorded document to the person who filed the document or that person’s representative, except this provision shall not apply to annual business entity information reports.
(e) A person who executes any document required by this act to be filed with the secretary of state, including a person who executes such document as an agent or fiduciary, shall not be required to exhibit evidence of the person's authority as a prerequisite to filing such documents with the secretary of state.

Sec. 37. K.S.A. 2019 Supp. 17-7910 is hereby amended to read as follows: 17-7910. When any document is required by this act to be filed with the secretary of state, such requirement means that:

(a) The original signed document shall be delivered to the office of the secretary of state, where the document shall be recorded in an electronic medium. Any signature on documents authorized to be filed with the secretary of state under the provisions of this act may be a facsimile, a conformed signature, an electronic signature or an electronically transmitted signature;

(b) all taxes and fees authorized by law to be collected by the secretary of state in connection with the filing of the document shall be tendered to the secretary of state;

(c) upon delivery of the document, and upon tender of the required taxes and fees, the secretary of state shall, if the secretary of state finds that the document conforms to law, certify that the document has been filed in the office of the secretary of state by endorsing upon the electronically recorded document the word "Filed" and the date and hour of its filing. This endorsement is the "filing date" of the document and is conclusive of the date and time of its filing in the absence of actual fraud. The secretary of state shall thereupon record the endorsed document in an electronic medium and that electronic document shall become the original document; and

(d) the secretary of state shall return a certified copy of the recorded document to the person who filed the document or that person's representative, except this provision shall not apply to annual reports.

(e) A person who executes any document required by this act to be filed with the secretary of state, including a person who executes such document as an agent or fiduciary, shall not be required to exhibit evidence of the person's authority as a prerequisite to filing such documents with the secretary of state.

Sec. 38. On and after July 1, 2020, K.S.A. 2019 Supp. 17-7910, as amended by section 38 of this act, is hereby amended to read as follows: 17-7910. When any document is required by this act to be filed with the secretary of state, such requirement means that:

(a) The original signed document shall be delivered to the office of the secretary of state, where the document shall be recorded in an
electronic medium. Any signature on documents authorized to be filed with the secretary of state under the provisions of this act may be a facsimile, a conformed signature, an electronic signature or an electronically transmitted signature;

(b) all taxes and fees authorized by law to be collected by the secretary of state in connection with the filing of the document shall be tendered to the secretary of state;

(c) upon delivery of the document, and upon tender of the required taxes and fees, the secretary of state shall, if the secretary of state finds that the document conforms to law, certify that the document has been filed in the office of the secretary of state by endorsing upon the electronically recorded document the word "Filed" and the date and hour of its filing. This endorsement is the "filing date" of the document and is conclusive of the date and time of its filing in the absence of actual fraud. The secretary of state shall thereupon record the endorsed document in an electronic medium and that electronic document shall become the original document; and

(d) the secretary of state shall return a certified copy of the recorded document to the person who filed the document or that person's representative, except this provision shall not apply to annual business entity information reports.

(e) A person who executes any document required by this act to be filed with the secretary of state, including a person who executes such document as an agent or fiduciary, shall not be required to exhibit evidence of the person's authority as a prerequisite to filing such documents with the secretary of state.

Sec. 39. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7918 is hereby amended to read as follows: 17-7918. (a) Except as otherwise provided in subsection (b), the names of all covered entities, except for banks, savings and loan associations and savings banks, must be distinguishable on the records of the office of the secretary of state from:

(1) The name of any other covered entity or foreign covered entity;

(2) the name of any non-covered entity, other than a general partnership, that has filed with the office of the secretary of state, including a series of a limited liability company for which a certificate of designation has been filed;

(3) any entity name reserved pursuant to K.S.A. 2019 Supp. 17-7923, and amendments thereto; and

(4) the name of any other covered entity, series of a limited liability company or foreign covered entity whose public organic documents, certificate of designation or foreign registration has been canceled or
forfeited for any reason within the previous one year.

(b) A covered entity may register under any name that is not
distinguishable on the records of the office of the secretary of state
from the name of any other covered entity or non-covered entity that
has filed with the office of the secretary of state with the written
consent of the other entity, which written consent shall be filed with
the secretary of state.

(c) A covered entity may use a name that is not distinguishable
from a name described in subsection (a)(1) through (3) if the entity
delivers to the secretary of state a certified copy of a final judgment of
a court of competent jurisdiction establishing the right of the entity to
use the name in this state.

Sec. 40. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7923 is
hereby amended to read as follows: 17-7923. (a) The exclusive right to
the use of an entity name or, as applicable, the name of a series of a
limited liability company, may be reserved by:

(1) Any person intending to organize a covered entity under the
laws of this state;

(2) any domestic limited liability company or any person intending to
organize a domestic limited liability company, intending to file a
certificate of designation to form a series of any such limited liability
company;

(3) any domestic covered entity intending to change its name or
intending to change the name of a series for which a certificate of
designation has been filed;

(4) any foreign covered entity intending to make application
for a certificate of authority to transact business in this state;

(b) The reservation shall be made by filing with the secretary of
state an application to reserve a specific covered entity name or the
name of a series of a domestic limited liability company, executed by the
applicant. The reservation may be filed by telefacsimile
communication as prescribed by K.S.A. 2019 Supp. 17-7914, and
amendments thereto. If the secretary of state finds that the name is
available, the secretary of state shall reserve the same for the exclusive
use of the applicant for a period of 120 days.

(c) The right to exclusive use of a specified entity name or the
name of a series of a domestic limited liability company, reserved
pursuant to this section, may be transferred to any other person or
covered entity by filing in the office of the secretary of state, a notice
of such transfer, executed by the applicant for whom the name was
reserved, and specifying the name and address of the transferee.

(d) This section shall take effect on and after January 1, 2015.

Sec. 41. On and after July 1, 2022, K.S.A. 2019 Supp. 17-7933 is
hereby amended to read as follows: 17-7933. (a) Except as otherwise
provided in subsection (b), the names of all foreign covered entities
must be distinguishable on the records of the office of the secretary of
state from:

(1) The name of any covered entity or foreign covered entity;

(2) the name of any non-covered entity, other than a general
partnership, that has filed with the secretary of state, including a series
of a limited liability company for which a certificate of designation has
been filed;

(3) any entity name reserved pursuant to K.S.A. 2019 Supp. 17-
7923, and amendments thereto; and

(4) the name of any other covered entity, series of a limited liability
company or foreign covered entity whose public organic document,
certificate of designation or foreign registration has been canceled or
forfeited for any reason within the previous one year.

(b) A foreign covered entity may register under any name that is
not distinguishable on the records of the office of the secretary of state
from the name of any other covered entity or non-covered entity that
has filed with the office of the secretary of state:

(1) With the written consent of the other entity, which written
consent shall be filed with the secretary of state; or

(2) if the foreign covered entity indicates, as a means of
identification and in its advertising within this state, the state in which
the foreign covered entity was formed, and the application sets forth
this condition.

Sec. 29. 28. 42. On and after July 1, 2022, K.S.A. 2019 Supp. 17-
7936 is hereby amended to read as follows: 17-7936. (a) A foreign covered
entity may cancel its registration by filing with the secretary of state a
certificate of cancellation executed by an authorized person, together with
a fee if authorized by law, as provided by K.S.A. 2019 Supp. 17-7910, and
amendments thereto, and the annual business entity information report and
annual report required fee for any tax period which has ended. The
certificate of cancellation shall state that the foreign covered entity
surrenders its authority to transact business in the state of Kansas and
withdraws therefrom. The certificate of cancellation shall provide the
address to which the secretary of state may mail any process against the
foreign covered entity that may be served upon the secretary of state. A
cancellation does not terminate the authority of the secretary of state to
accept service of process on the foreign covered entity with respect to causes of action arising out of the doing of business in the state of Kansas.

(b) The filing of a certificate of dissolution or certificate of cancellation issued by the proper official of the state or other jurisdiction in which a foreign covered entity is organized shall have the same effect as the filing of a certificate of cancellation as provided for in subsection (a) above.

(c) This section shall take effect on and after January 1, 2015.

Sec. 43. K.S.A. 2019 Supp. 45-229 is hereby amended to read as follows: 45-229. (a) It is the intent of the legislature that exceptions to disclosure under the open records act shall be created or maintained only if:

(1) The public record is of a sensitive or personal nature concerning individuals;

(2) the public record is necessary for the effective and efficient administration of a governmental program; or

(3) the public record affects confidential information.

The maintenance or creation of an exception to disclosure must be compelled as measured by these criteria. Further, the legislature finds that the public has a right to have access to public records unless the criteria in this section for restricting such access to a public record are met and the criteria are considered during legislative review in connection with the particular exception to disclosure to be significant enough to override the strong public policy of open government. To strengthen the policy of open government, the legislature shall consider the criteria in this section before enacting an exception to disclosure.

(b) Subject to the provisions of subsections (g) and (h), any new exception to disclosure or substantial amendment of an existing exception shall expire on July 1 of the fifth year after enactment of the new exception or substantial amendment, unless the legislature acts to continue the exception. A law that enacts a new exception or substantially amends an existing exception shall state that the exception expires at the end of five years and that the exception shall be reviewed by the legislature before the scheduled date.

(c) For purposes of this section, an exception is substantially amended if the amendment expands the scope of the exception to include more records or information. An exception is not substantially amended if the amendment narrows the scope of the exception.

(d) This section is not intended to repeal an exception that has been amended following legislative review before the scheduled repeal of the exception if the exception is not substantially amended as a result of the review.
(e) In the year before the expiration of an exception, the revisor of statutes shall certify to the president of the senate and the speaker of the house of representatives, by July 15, the language and statutory citation of each exception that will expire in the following year that meets the criteria of an exception as defined in this section. Any exception that is not identified and certified to the president of the senate and the speaker of the house of representatives is not subject to legislative review and shall not expire. If the revisor of statutes fails to certify an exception that the revisor subsequently determines should have been certified, the revisor shall include the exception in the following year's certification after that determination.

(f) "Exception" means any provision of law that creates an exception to disclosure or limits disclosure under the open records act pursuant to K.S.A. 45-221, and amendments thereto, or pursuant to any other provision of law.

(g) A provision of law that creates or amends an exception to disclosure under the open records law shall not be subject to review and expiration under this act if such provision:

(1) Is required by federal law;

(2) applies solely to the legislature or to the state court system;

(3) has been reviewed and continued in existence twice by the legislature; or

(4) has been reviewed and continued in existence by the legislature during the 2013 legislative session and thereafter.

(h) (1) The legislature shall review the exception before its scheduled expiration and consider as part of the review process the following:

(A) What specific records are affected by the exception;

(B) whom does the exception uniquely affect, as opposed to the general public;

(C) what is the identifiable public purpose or goal of the exception;

(D) whether the information contained in the records may be obtained readily by alternative means and how it may be obtained;

(2) an exception may be created or maintained only if it serves an identifiable public purpose and may be no broader than is necessary to meet the public purpose it serves. An identifiable public purpose is served if the legislature finds that the purpose is sufficiently compelling to override the strong public policy of open government and cannot be accomplished without the exception and if the exception:

(A) Allows the effective and efficient administration of a governmental program that would be significantly impaired without
the exception;

(B) protects information of a sensitive personal nature concerning individuals, the release of such information would be defamatory to such individuals or cause unwarranted damage to the good name or reputation of such individuals or would jeopardize the safety of such individuals. Only information that would identify the individuals may be excepted under this paragraph; or

(C) protects information of a confidential nature concerning entities, including, but not limited to, a formula, pattern, device, combination of devices, or compilation of information that is used to protect or further a business advantage over those who do not know or use it, if the disclosure of such information would injure the affected entity in the marketplace.

(3) Records made before the date of the expiration of an exception shall be subject to disclosure as otherwise provided by law. In deciding whether the records shall be made public, the legislature shall consider whether the damage or loss to persons or entities uniquely affected by the exception of the type specified in paragraph (2)(B) or (2)(C) would occur if the records were made public.

(2) Exceptions contained in the following statutes as certified by
the revisor of statutes to the president of the senate and the speaker of
the house of representatives pursuant to subsection (e) and that have
been reviewed during the 2015 legislative session and continued in
existence by the legislature as provided in subsection (g) are hereby
continued in existence: 17-2036, 40-5301, 45-221(a)(45), (46) and (49),
48-16a10, 58-4616, 60-3351, 72-972a, 74-50,217 and 75-53,105.

(j) (1) Exceptions contained in the following statutes as continued
in existence in section 1 of chapter 87 of the 2006 Session Laws of
Kansas and that have been reviewed and continued in existence twice
by the legislature as provided in subsection (g) are hereby continued in
existence: 1-501, 9-1303, 12-4516a, 39-970, 65-525, 65-5117, 65-6016,
65-6017 and 74-7508.

(2) Exceptions contained in the following statutes as certified by
the revisor of statutes to the president of the senate and the speaker of
the house of representatives pursuant to subsection (e) during 2015
and that have been reviewed during the 2016 legislative session are
hereby continued in existence: 12-5611, 22-4906, 22-4909, 38-2310, 38-
2311, 38-2326, 40-955, 44-1132, 45-221(a)(10)(F) and (a)(50), 60-3333,
65-4a05, 65-445(g), 65-6154, 71-218, 75-457, 75-712c, 75-723 and 75-
7e06.

(k) Exceptions contained in the following statutes as certified by
the revisor of statutes to the president of the senate and the speaker of
the house of representatives pursuant to subsection (e) and that have
been reviewed during the 2014 legislative session and continued in
existence by the legislature as provided in subsection (g) are hereby
continued in existence: 1-205, 2-2204, 8-240, 8-247, 8-255c, 8-1324, 8-
1325, 12-17,150, 12-2001, 17-12a607, 38-1008, 38-2209, 40-5006, 40-
5108, 41-2905, 41-2906, 44-706, 44-1518, 45-221(a)(44), (45), (46), (47)
and (48), 50-6a11, 56-1a610, 56a-1204, 65-1,243, 65-16,104, 65-3239,
74-50,184, 74-8134, 74-99b06, 77-503a and 82a-2210.

(i) Exceptions contained in the following statutes as certified by
the revisor of statutes to the president of the senate and the speaker of
the house of representatives pursuant to subsection (e) during 2016
and that have been reviewed during the 2017 legislative session are
hereby continued in existence: 12-5711, 21-2511, 22-4909, 38-2313, 45-
221(a)(51) and (52), 65-516, 65-1505, 74-2012, 74-5607, 74-8745, 74-
8752, 74-8772, 75-7d01, 75-7d05, 75-5133, 75-7427 and 79-3234.
(m) Exceptions contained in the following statutes as certified by the revisor of statutes to the president of the senate and the speaker of the house of representatives pursuant to subsection (e) during 2012 and that have been reviewed during the 2013 legislative session and continued in existence by the legislature as provided in subsection (g) are hereby continued in existence: 12-5811, 40-222, 40-223j, 40-5007a, 40-5009a, 40-5012a, 65-1685, 65-1695, 65-2838a, 66-1251, 66-1805, 72-60c01, 75-712 and 75-5366.

(n) Exceptions contained in the following statutes as certified by the revisor of statutes to the president of the senate and the speaker of the house of representatives pursuant to subsection (e) and that have been reviewed during the 2018 legislative session are hereby continued in existence: 9-513c(c)(2), 39-709, 45-221(a)(26), (53) and (54), 65-6832, 65-6834, 75-7c06 and 75-7c20.

(o) Exceptions contained in the following statutes as certified by the revisor of statutes to the president of the senate and the speaker of the house of representatives pursuant to subsection (e) that have been reviewed during the 2019 legislative session are hereby continued in existence: 21-2511(h)(2), 21-5905(a)(7), 22-2302(b) and (c), 22-2502(d) and (e), 40-222(k)(7), 44-714(e), 45-221(a)(55), 46-1106(g) regarding 46-1106(i), 65-2836(i), 65-2839(a), 65-2842(d), 65-28a05(n), article 6(d) of 65-6230, 72-6314(a) and 74-7047(b).

Sec. 30. (b) On and after July 1, 2022, K.S.A. 53-601 is hereby amended to read as follows: 53-601. (a) Except as provided by subsection (b), whenever a law of this state or any rules and regulations, order or requirement adopted or issued thereunder requires or permits a matter to be supported, evidenced, established or proved by the sworn written declaration, verification, certificate, statement, oath or affidavit of a person, such matter may be supported, evidenced, established or proved with the same force and effect by the unsworn written declaration, verification, certificate, statement, oath or affidavit of a person, such matter may be supported, evidenced, established or proved with the same force and effect by the unsworn written declaration, verification, certificate or statement dated and subscribed by the person as true, under penalty of perjury, in substantially the following form:

(1) If executed outside this state: "I declare (or verify, certify or state) under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct. Executed on (date).

___________________________(Signature)"

(2) If executed in this state: "I declare (or verify, certify or state) under penalty of perjury that the foregoing is true and correct. Executed on (date).

___________________________(Signature)"

(b) The provisions of subsection (a) do not apply to the following oaths:

(1) An oath of office.
(2) An oath required to be taken before a specified official other than a notary public.

(3) An oath of a testator or witnesses as required for wills, codicils, revocations of wills and codicils and republications of wills and codicils.

(c) A notarial act performed prior to the effective date of this act is not affected by this act. Nothing in this act diminishes or invalidates the recognition accorded to notarial acts by other laws of this state or rules and regulations adopted thereunder.

(d) On or after July 1, 1989, whenever an officer or partner listed in subsection (b) of K.S.A. 17-2718(d), subsection (e) of K.S.A. 17-7503(e), subsection (e) of K.S.A. 17-7504(e), subsection (e) of K.S.A. 17-7505(e), subsection (d) of K.S.A. 56-1a606 or subsection (d) of(e) or K.S.A. 56-1a607(e), and amendments thereto, is required to execute a report before a notary or swear an oath before an officer authorized to administer oaths, in lieu thereof, such person may execute an unsworn declaration if such declaration is in substantial conformity with subsections (a), (b) and (c) of this section.

(e) On or after July 1, 1990, subsections (a), (b) and (c) of this section shall have general application.

Sec. 45. K.S.A. 56-1a151 is hereby amended to read as follows: 56-1a151. (a) In order to form a limited partnership, a certificate of limited partnership must be executed and filed in the office of the secretary of state. Such certificate shall set forth:

1. The name of the limited partnership;
2. The address of the registered office and the name and address of the resident agent for service of process required to be maintained by K.S.A. 56-1a104 2019 Supp. 17-7925, and amendments thereto;
3. The name and the business or residence address of each general partner;
4. The latest date upon which the limited partnership is to dissolve; and
5. Any other matters the general partners determine to include in the certificate.

(b) A limited partnership is formed at the time of the filing of the initial certificate of limited partnership in the office of the secretary of state or at any later time specified in the certificate of limited partnership if, in either case, there has been substantial compliance with the requirements of this section.

Sec. 46. On and after July 1, 2022, K.S.A. 56-1a605 is hereby amended to read as follows: 56-1a605. (a) The secretary of state shall charge each domestic and foreign limited partnership the following fees:

1. For issuing or filing and indexing any of the documents described
below, a fee of $20:
(A) A certificate of amendment of limited partnership;  
(B) a restated certificate of limited partnership;  
(C) a certificate of cancellation of limited partnership;  
(D) a certificate of change of location of registered office or registered agent; and  
(E) any certificate, affidavit, agreement or any other paper provided for in this act, for which no different fee is specifically prescribed;
(2) for certified copies, a fee of $7.50 for each copy certified plus a fee per page, if the secretary of state supplies the copies, in an amount fixed by the secretary of state and approved by the director of accounts and reports for copies of corporate documents under K.S.A. 45-204 and amendments thereto;
(3) for each certificate of good standing and certificate of fact issued by the secretary of state, a fee of $7.50;
(4) for a report of record search, a fee of $5, but furnishing the following information shall not be considered a record search and no charge shall be made therefor: name of the limited partnership and the address of its registered office; name and address of the resident agent; the state of the limited partnership's formation; the date of filing of its certificate of limited partnership or annual business entity information report; and date of expiration; and
(5) for photocopies of instruments on file or prepared by the secretary of state's office and which are not certified, a fee per page in an amount fixed by the secretary of state and approved by the director of accounts and reports for copies of corporate documents under K.S.A. 45-204 and amendments thereto.
(b) Every limited partnership hereafter formed in this state shall pay to the secretary of state at the time of filing its certificate of limited partnership, an application and recording fee of $150.
(c) At the time of filing its application to do business, every foreign limited partnership shall pay to the secretary of state an application and recording fee of $150.
(d) The secretary of state shall not charge any fees for the documents or services described in this section upon an official request by any agency of this state or of the United States, or by any officer or employee thereof.
Sec. 32-47. On and after July 1, 2022, K.S.A. 2019 Supp. 56-1a606 is hereby amended to read as follows: 56-1a606. (a) Every limited partnership organized under the laws of this state shall make an annual written business entity information report in writing to the secretary of state, stating the prescribed information concerning the limited partnership at the close of business on the last day of its tax period next preceding the date of filing. If the limited partnership's tax period is other than the
calendar year, it shall give notice of its different tax period to the secretary of state prior to December 31 of the year it commences the different tax period.

(b) The annual report shall be filed—annually biennially, as determined by the year that the limited partnership filed its formation documents. A limited partnership that filed formation documents in an even-numbered year shall file a report in each even-numbered year. A limited partnership that filed formation documents in an odd-numbered year shall file a report in each odd-numbered year. The report shall be filed after the close of the limited partnership's tax period but not later than at the time prescribed by law for filing the limited partnership's annual Kansas income tax return, unless the limited partnership has provided notice to the secretary of state that such limited partnership intends to file business entity information reports biennially or triennially. In which case, such reports shall be filed on the same date prescribed by law for filing the limited partnership's annual Kansas income tax return in the year the report is due according to the notice. A change in the time for filing reports under this section shall become effective on the first day of the tax period immediately following receipt of the notice of such change by the secretary of state.

(b)(c) The annual report shall be made on a form prescribed by the secretary of state. The report and shall contain the following information:

1. The name of the limited partnership; and
2. A list of the partners owning at least 5% of the capital of the partnership, with the address of each.

(e)(d) Every limited partnership subject to the provisions of this section which is a limited agricultural partnership, as defined in K.S.A. 17-5903, and amendments thereto, and which holds agricultural land, as defined in K.S.A. 17-5903, and amendments thereto, within this state shall show the following additional information on the report:

1. The number of acres and location, listed by section, range, township and county of each lot, tract or parcel of agricultural land in this state owned or leased by the limited partnership; and
2. Whether any of the agricultural land held and reported under subsection (c)(1) paragraph (1) was acquired after July 1, 1981.

(d)(e) The annual report shall be signed by the general partner or partners of the limited partnership under penalty of perjury and forwarded to the secretary of state.

(f) At the time of filing the its business entity information report, the limited partnership shall pay to the secretary of state a fee in an amount equal to $40 $80, plus the amount specified in rules and regulations of the secretary multiplied by the number of tax periods
The provisions of K.S.A. 17-7509, and amendments thereto, relating to penalties for failure of a corporation to file an annual business entity information report or pay the required annual report fee, and the provisions of K.S.A. 17-7510(a), and amendments thereto, relating to forfeiture of a domestic corporation's articles of incorporation for failure to file an annual business entity information report or pay the required annual report fee, shall be applicable to the certificate of partnership of any limited partnership which fails to file its annual business entity information report or pay the required annual report fee within 90 days of the time prescribed in this section for filing and paying the same or, in the case of a report filing and fee received by mail, postmarked within 90 days of the time prescribed in this section for filing and paying the same. Whenever the certificate of partnership of a limited partnership is forfeited for failure to file an annual business entity information report or to pay the required annual report fee, the limited partnership may be reinstated by filing a certificate of reinstatement, in the manner and form to be prescribed by the secretary of state and paying to the secretary of state all fees, including any penalties thereon, due to the state. The fee for filing a certificate of reinstatement shall be the same as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a certificate of reinstatement of a corporation's articles of incorporation.

Sec. 33. On and after July 1, 2022, K.S.A. 2019 Supp. 56-1a607 is hereby amended to read as follows: 56-1a607. (a) Every foreign limited partnership shall make an annual written business entity information report in writing to the secretary of state, stating the prescribed information concerning the limited partnership at the close of business on the last day of its tax period next preceding the date of filing. If the limited partnership's tax period is other than the calendar year, it shall give notice of its different tax period to the secretary of state prior to December 31 of the year it commences the different tax period.

(b) The annual report shall be filed annually biennially, as determined by the year that the foreign limited partnership filed its foreign limited partnership application. A foreign limited partnership that filed its application in an even-numbered year shall file a report in each even-numbered year. A foreign limited partnership that filed its application in an odd-numbered year shall file a report in each odd-numbered year. The report shall be filed after the close of the limited partnership's tax period but not later than at the time prescribed by law for filing the limited partnership's annual Kansas income tax return, unless the foreign limited partnership has provided notice to the secretary of state that such foreign limited partnership intends to file business entity information reports biennially or triennially, in which case, such reports
shall be filed on the same date prescribed by law for filing the foreign limited partnership's annual Kansas income tax return in the year the report is due according to the notice. A change in the time for filing reports under this section shall become effective on the first day of the tax period immediately following receipt of the notice of such change by the secretary of state.

(b)(c) The annual report shall be made on a form prescribed by the secretary of state. The report and shall contain the name of the limited partnership.

d(e) Every foreign limited partnership subject to the provisions of this section which that is a limited agricultural partnership, as defined in K.S.A. 17-5903, and amendments thereto, and —which that holds agricultural land, as defined in K.S.A. 17-5903, and amendments thereto, within this state shall show the following additional information on the report:

(1) The number of acres and location, listed by section, range, township and county of agricultural land in this state owned or leased by the limited partnership; and

(2) whether any of the agricultural land held and reported under subsection (c)(1) paragraph (1) was acquired after July 1, 1981.

d(e) The annual report shall be signed by the general partner or partners of the limited partnership under penalty of perjury and forwarded to the secretary of state.

(f) At the time of filing the business entity information report, the foreign limited partnership shall pay to the secretary of state an annual report fee in an amount equal to $40 plus the amount specified in rules and regulations of the secretary multiplied by the number of tax periods included in the report.

d(e) The provisions of K.S.A. 17-7509, and amendments thereto, relating to penalties for failure of a corporation to file a business entity information report or pay the required annual report fee, and the provisions of K.S.A. 17-7510(b), and amendments thereto, relating to forfeiture of a foreign corporation's authority to do business in this state for failure to file a business entity information report or pay the required annual report fee, shall be applicable to the authority of any foreign limited partnership which fails to file its business entity information report or pay the required annual report fee within 90 days of the time prescribed in this section for filing and paying the same. Whenever the authority of a foreign limited partnership to do business in this state is forfeited for failure to file an annual a business entity information report or to pay the required annual report fee, the
foreign limited partnership's authority to do business in this state may be reinstated by filing a certificate of reinstatement, in the manner and form to be prescribed by the secretary of state and paying to the secretary of state all fees, including any penalties thereon, due to the state. The fee for filing a certificate of reinstatement shall be the same as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a certificate of reinstatement of a corporation's articles of incorporation.

Sec. 49. K.S.A. 56a-101 is hereby amended to read as follows:

56a-101. In this act:

(a) "Business" includes every trade, occupation, and profession.
(b) "Debtor in bankruptcy" means a person who is the subject of:
(1) An order for relief under title 11 of the United States code or a comparable order under a successor statute of general application; or
(2) a comparable order under federal, state, or foreign law governing insolvency.
(c) "Distribution" means a transfer of money or other property from a partnership to a partner in the partner's capacity as a partner or to the partner's transferee.
(d) "Foreign limited liability partnership" means a partnership that:
(1) Is formed under laws other than the laws of this state; and
(2) has the status of a limited liability partnership under those laws.
(e) "Limited liability partnership" means a partnership that has filed a statement of qualification under K.S.A. 56a-1001, and amendments thereto, and does not have a similar statement in effect in any other jurisdiction.
(f) "Partnership" means an association of two or more persons to carry on as co-owners a business for profit formed under K.S.A. 56a-202, and amendments thereto, predecessor law, or comparable law of another jurisdiction.
(g) "Partnership agreement" means the agreement, whether written, oral, or implied, among the partners concerning the partnership, including amendments to the partnership agreement.
(h) "Partnership at will" means a partnership in which the partners have not agreed to remain partners until the expiration of a definite term or the completion of a particular undertaking.
(i) "Partnership interest" or "partner's interest in the partnership" means all of a partner's interests in the partnership, including the partner's transferable interest and all management and other rights.
(j) "Person" means an individual, corporation, business trust, estate, trust, partnership, association, joint venture, government,
governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

(k) "Property" means all property, real, personal, or mixed, tangible or intangible, or any interest therein.

(l) "State" means a state of the United States, the District of Columbia, the commonwealth of Puerto Rico, or any territory or insular possession subject to the jurisdiction of the United States.

(m) "Statement" means a statement of partnership authority under K.S.A. 56a-303, and amendments thereto, a statement of denial under K.S.A. 56a-304, a statement of dissociation under K.S.A. 56a-704, and amendments thereto, a statement of dissolution under K.S.A. 56a-805, a statement of merger under K.S.A. 56a-907, and amendments thereto, a statement of qualification under K.S.A. 56a-1001, and amendments thereto, a statement of foreign qualification under K.S.A. 56a-1102, and amendments thereto, or an amendment or cancellation of any of the foregoing.

(n) "Street address" means the location with the number, street, city, state and postal code.

(o) "Transfer" includes an assignment, conveyance, lease, mortgage, deed, and encumbrance.

Sec. 50. K.S.A. 2019 Supp. 56a-1001 is hereby amended to read as follows: 56a-1001. (a) A partnership may become a limited liability partnership pursuant to this section.

(b) The terms and conditions on which a partnership becomes a limited liability partnership must be approved by the vote necessary to amend the partnership agreement except, in the case of a partnership agreement that expressly considers contribution obligations, the vote necessary to amend those provisions.

(c) After the approval required by subsection (b), a partnership may become a limited liability partnership by filing a statement of qualification. The statement must contain:

(1) The name of the partnership;

(2) the address of the registered office and the name of the resident agent for service of process required to be maintained pursuant to K.S.A. 2019 Supp. 56a-1005 17-7925, and amendments thereto;

(3) a statement that the partnership elects to be a limited liability partnership; and

(4) a deferred effective date, if any.

(d) The status of a partnership as a limited liability partnership is effective on the later of the filing of the statement or a date specified in the statement. The status remains effective, regardless of changes in the partnership, until it is canceled pursuant to subsection (d) of K.S.A.
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56a-105(d), and amendments thereto, or revoked pursuant to K.S.A. 56a-1201, and amendments thereto.

(e) The status of a partnership as a limited liability partnership and the liability of its partners is not affected by errors or later changes in the information required to be contained in the statement of qualification under subsection (c).

(f) The filing of a statement of qualification establishes that a partnership has satisfied all conditions precedent to the qualification of the partnership as a limited liability partnership.

(g) An amendment or cancellation of a statement of qualification is effective when it is filed or on a deferred effective date specified in the amendment or cancellation.

Sec. 34. On and after July 1, 2022, K.S.A. 2019 Supp. 56a-1201 is hereby amended to read as follows: 56a-1201. (a) Every limited liability partnership organized under the laws of this state shall make an annual a written business entity information report in writing to the secretary of state, stating the prescribed information concerning the limited liability partnership at the close of business on the last day of its tax period next preceding the date of filing. If the limited liability partnership's tax period is other than the calendar year, it shall give notice of its different tax period in writing to the secretary of state prior to December 31 of the year it commences the different tax period.

(b) The annual report shall be filed annually biennially, as determined by the year that the limited liability partnership filed its limited liability partnership formation documents. A limited liability partnership that filed formation documents in an even-numbered year shall file a report in each even-numbered year. A limited liability partnership that filed formation documents in an odd-numbered year shall file a report in each odd-numbered year. The report shall be filed after the close of the limited liability partnership's tax period but not later than at the time prescribed by law for filing the limited liability partnership's annual Kansas income tax return, unless the limited liability partnership has provided notice to the secretary of state that such limited liability partnership intends to file business entity information reports biennially or triennially, in which case, such reports shall be filed on the same date prescribed by law for filing the limited liability partnership's annual Kansas income tax return in the year the report is due according to the notice. A change in the time for filing reports under this section shall become effective on the first day of the tax period immediately following receipt of the notice of such change by the secretary of state.

(b)(c) The annual report shall be made on a form prescribed by the secretary of state. The report and shall contain the following information:

(1) The name of the limited liability partnership; and
(2) a list of the partners owning at least 5% of the capital of the partnership, with the address of each.

d The annual report shall be signed by a partner of the limited liability partnership under penalty of perjury and forwarded to the secretary of state.

e At the time of filing the business entity information report, the limited liability partnership shall pay to the secretary of state an annual report fee in an amount equal to $40, plus the amount specified in rules and regulations of the secretary multiplied by the number of tax periods included in the report.

(f) The provisions of K.S.A. 17-7509, and amendments thereto, relating to penalties for failure of a corporation to file a business entity information report or pay the required annual report fee, and the provisions of K.S.A. 17-7510(a), and amendments thereto, relating to penalties for failure of a corporation to file a business entity information report or pay the required annual report fee, shall be applicable to the statement of qualification of any limited liability partnership which fails to file its business entity information report or pay the required annual report fee within 90 days of the time prescribed in this section for filing and paying the same. Whenever the statement of qualification of a limited liability partnership is forfeited for failure to file an annual business entity information report or to pay the required annual report fee, the limited liability partnership may be reinstated by filing a certificate of reinstatement, in the manner and form to be prescribed by the secretary of state and paying to the secretary of state all fees, including any penalties thereon, due to the state. The fee for filing a certificate of reinstatement shall be the same as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a certificate of reinstatement of a corporation's articles of incorporation.

Sec. 35. On and after July 1, 2022, K.S.A. 2019 Supp. 56a-1202 is hereby amended to read as follows: 56a-1202. (a) Every foreign limited liability partnership shall make a written business entity information report in writing to the secretary of state, stating the prescribed information concerning the foreign limited liability partnership at the close of business on the last day of its tax period next preceding the date of filing. If the foreign limited liability partnership's tax period is other than the calendar year, it shall give notice in writing of its different tax period to the secretary of state prior to December 31 of the year it commences the different tax period.

(b) The annual report shall be filed annually, as determined by the year that the foreign limited liability partnership filed

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its foreign limited liability partnership application. A foreign limited liability partnership that filed its application in an even-numbered year shall file a report in each even-numbered year. A foreign limited liability partnership that filed its application in an odd-numbered year shall file a report in each odd-numbered year. The report shall be filed after the close of the foreign limited liability partnership’s tax period but not later than at the time prescribed by law for filing the foreign limited liability partnership's annual Kansas income tax return, unless the foreign limited liability partnership has provided notice to the secretary of state that such foreign limited liability partnership intends to file business entity information reports biennially or triennially, in which case, such reports shall be filed on the same date prescribed by law for filing the foreign limited liability partnership’s annual Kansas income tax return in the year the report is due according to the notice. A change in the time for filing reports under this section shall become effective on the first day of the tax period immediately following receipt of the notice of such change by the secretary of state.

(b) The annual report shall be made on a form prescribed by the secretary of state. The report and shall contain the name of the foreign limited liability partnership.

d) The annual report shall be signed by a partner of the foreign limited liability partnership under penalty of perjury and forwarded to the secretary of state.

e) At the time of filing the business entity information report, the foreign limited liability partnership shall pay to the secretary of state an annual report fee in an amount equal to $40 $80, plus the amount specified in rules and regulations of the secretary multiplied by the number of tax periods included in the report.

f) The provisions of K.S.A. 17-7509, and amendments thereto, relating to penalties for failure of a corporation to file an annual a business entity information report or pay the required annual report fee, and the provisions of K.S.A. 17-7510(a), and amendments thereto, relating to penalties for failure of a corporation to file an annual a business entity information report or pay the required annual report fee, shall be applicable to the statement of foreign qualification of any foreign limited liability partnership which that fails to file its annual business entity information report or pay the annual report required fee within 90 days of the time prescribed in this section for filing and paying the same, or in the case of an annual a report filing and fee received by mail, postmarked within 90 days of the time prescribed in this section for filing and paying the same. Whenever the statement of foreign qualification of a foreign limited liability partnership is forfeited for failure to file an annual a business entity information report or to pay the required annual report fee,
the statement of foreign qualification of the foreign limited liability partnership may be reinstated by filing a certificate of reinstatement, in the manner and form to be prescribed by the secretary of state and paying to the secretary of state all fees, including any penalties thereon, due to the state. The fee for filing a certificate of reinstatement shall be the same as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a certificate of reinstatement of a corporation's articles of incorporation.

Sec. 36. On and after July 1, 2022, K.S.A. 75-446 is hereby amended to read as follows: 75-446. The secretary of state shall remit all moneys received from annual business entity information report fees, to the state treasurer in accordance with the provisions of K.S.A. 75-4215, and amendments thereto. Upon receipt of each such remittance, the state treasurer shall deposit the entire amount in the state treasury to the credit of the state general fund.

Sec. 37. K.S.A. 75-447 is hereby amended to read as follows: 75-447. Any entity required to file an annual business entity information report with the secretary of state for a tax year commencing prior to January 1, 2004, shall be subject to the statutes in effect prior to the effective date of this act July 1, 2004, with respect to such annual report.


Sec. 54. On and after July 1, 2022, K.S.A. 2019 Supp. 84-1-201 is hereby amended to read as follows: 84-1-201. (a) Unless the context otherwise requires, words or phrases defined in this section, or in the additional definitions contained in other articles of the uniform commercial code that apply to particular articles or parts thereof, have the meanings stated.

(b) Subject to definitions contained in other articles of the uniform commercial code that apply to particular articles or parts thereof:

(I) "Action," in the sense of a judicial proceeding, includes recoupment, counterclaim, set-off, suit in equity, and any other proceeding in which rights are determined.
(2) "Aggrieved party" means a party entitled to pursue a remedy.

(3) "Agreement," as distinguished from "contract," means the bargain of the parties in fact, as found in their language or inferred from other circumstances, including course of performance, course of dealing, or usage of trade as provided in K.S.A. 2019 Supp. 84-1-303, and amendments thereto.

(4) "Bank" means a person engaged in the business of banking and includes a savings bank, savings and loan association, credit union, and trust company.

(5) "Bearer" means a person in control of a negotiable electronic document of title or a person in possession of a negotiable instrument, negotiable tangible document of title, or certificated security that is payable to bearer or indorsed in blank.

(6) "Bill of lading" means a document of title evidencing the receipt of goods for shipment issued by a person engaged in the business of directly or indirectly transporting or forwarding goods. The term does not include a warehouse receipt.

(7) "Branch" includes a separately incorporated foreign branch of a bank.

(8) "Burden of establishing" a fact means the burden of persuading the trier of fact that the existence of the fact is more probable than its nonexistence.

(9) "Buyer in ordinary course of business" means a person that buys goods in good faith, without knowledge that the sale violates the rights of another person in the goods, and in the ordinary course from a person, other than a pawnbroker, in the business of selling goods of that kind. A person buys goods in the ordinary course if the sale to the person comports with the usual or customary practices in the kind of business in which the seller is engaged or with the seller's own usual or customary practices. A person that sells oil, gas, or other minerals at the wellhead or minehead is a person in the business of selling goods of that kind. A buyer in ordinary course of business may buy for cash, by exchange of other property, or on secured or unsecured credit, and may acquire goods or documents of title under a preexisting contract for sale. Only a buyer that takes possession of the goods or has a right to recover the goods from the seller under article 2 of chapter 84 of the Kansas Statutes Annotated, and amendments thereto, may be a buyer in ordinary course of business. "Buyer in ordinary course of business" does not include a person that acquires goods in a transfer in bulk or as security for or in total or partial satisfaction of a money debt.

(10) "Conspicuous," with reference to a term, means so written, displayed, or presented that a reasonable person against which it is to operate ought to have noticed it. Whether a term is "conspicuous" or
not is a decision for the court. Conspicuous terms include the
following:

(A) A heading in capitals equal to or greater in size than the
surrounding text, or in contrasting type, font, or color to the
surrounding text of the same or lesser size; and

(B) language in the body of a record or display in larger type than
the surrounding text, or in contrasting type, font, or color to the
surrounding text of the same size, or set off from surrounding text of
the same size by symbols or other marks that call attention to the
language.

(11) "Consumer" means an individual who enters into a
transaction primarily for personal, family, or household purposes.

(12) "Contract," as distinguished from "agreement," means the
total legal obligation that results from the parties' agreement as
determined by the uniform commercial code as supplemented by any
other applicable laws.

(13) "Creditor" includes a general creditor, a secured creditor, a
lien creditor, and any representative of creditors, including an assignee
for the benefit of creditors, a trustee in bankruptcy, a receiver in
equity, and an executor or administrator of an insolvent debtor's or
assignor's estate.

(14) "Defendant" includes a person in the position of defendant
in a counterclaim, cross-claim, or third-party claim.

(15) "Delivery," with respect to an electronic document of title
means voluntary transfer of control and with respect to an instrument,
a tangible document of title, or chattel paper, means voluntary
transfer of possession.

(16) "Document of title" means a record:

(A) That in the regular
course of business or financing is treated as adequately evidencing that the
person in possession or control of the record is entitled to receive, control,
hold, and dispose of the record and the goods the record covers; and

(B) that purports to be issued by or addressed to a bailee and to cover
goods in the bailee's possession which are either identified or are fungible
portions of an identified mass. The term includes a bill of lading, transport
document, dock warrant, dock receipt, warehouse receipt and order for
delivery of goods. An electronic document of title means a document of
title evidenced by a record consisting of information stored in an electronic
medium. A tangible document of title means a document of title evidenced
by a record consisting of information that is inscribed on a tangible
medium.

(17) "Fault" means a default, breach, or wrongful act or
omission.

(18) "Fungible goods" means:
(A) Goods of which any unit, by nature or usage of trade, is the equivalent of any other like unit; or
(B) goods that by agreement are treated as equivalent.

(19) "Genuine" means free of forgery or counterfeiting.
(20) "Good faith," except as otherwise provided in article 5 of chapter 84 of the Kansas Statutes Annotated, and amendments thereto, means honesty in fact and the observance of reasonable commercial standards of fair dealing.

(21) "Holder" means:
(A) The person in possession of a negotiable instrument that is payable either to bearer or to an identified person that is the person in possession; or
(B) the person in possession of a negotiable tangible document of title if the goods are deliverable either to bearer or to the order of the person in possession; or
(C) the person in control of a negotiable electronic document of title.

(22) "Insolvency proceeding" includes an assignment for the benefit of creditors or other proceeding intended to liquidate or rehabilitate the estate of the person involved.

(23) "Insolvent" means:
(A) Having generally ceased to pay debts in the ordinary course of business other than as a result of bona fide dispute;
(B) being unable to pay debts as they become due; or
(C) being insolvent within the meaning of federal bankruptcy law.

(24) "Money" means a medium of exchange currently authorized or adopted by a domestic or foreign government. The term includes a monetary unit of account established by an intergovernmental organization or by agreement between two or more countries.

(25) "Organization" means a person other than an individual.

(26) "Party," as distinguished from "third party," means a person that has engaged in a transaction or made an agreement subject to the uniform commercial code.

(27) "Person" means an individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, government, governmental subdivision, agency, or instrumentality, public corporation, or any other legal or commercial entity, or any series of any of the foregoing.

(28) "Present value" means the amount as of a date certain of one or more sums payable in the future, discounted to the date certain by use of either an interest rate specified by the parties if that rate is not manifestly unreasonable at the time the transaction is entered into or,
if an interest rate is not so specified, a commercially reasonable rate
that takes into account the facts and circumstances at the time the
transaction is entered into.

(29) "Purchase" means taking by sale, lease, discount,
negotiation, mortgage, pledge, lien, security interest, issue or reissue,
gift, or any other voluntary transaction creating an interest in
property.

(30) "Purchaser" means a person that takes by purchase.

(31) "Record" means information that is inscribed on a tangible
medium or that is stored in an electronic or other medium and is
retrievable in perceivable form.

(32) "Remedy" means any remedial right to which an aggrieved
party is entitled with or without resort to a tribunal.

(33) "Representative" means a person empowered to act for
another, including an agent, an officer of a corporation or association,
and a trustee, executor, or administrator of an estate.

(34) "Right" includes remedy.

(35) "Security interest" means an interest in personal property or
fixtures which secures payment or performance of an obligation.
"Security interest" includes any interest of a consignor and a buyer of
accounts, chattel paper, a payment intangible, or a promissory note in
a transaction that is subject to article 9 of chapter 84 of the Kansas
Statutes Annotated, and amendments thereto. "Security interest" does
not include the special property interest of a buyer of goods on
identification of those goods to a contract for sale under K.S.A. 84-2-
401 and amendments thereto, but a buyer may also acquire a
"security interest" by complying with article 9 of chapter 84 of the
Kansas Statutes Annotated, and amendments thereto. Except as
otherwise provided in K.S.A. 84-2-505, and amendments thereto, the
right of a seller or lessor of goods under article 2 or 2a of chapter 84 of
the Kansas Statutes Annotated, and amendments thereto, to retain or
acquire possession of the goods is not a "security interest," but a seller
or lessor may also acquire a "security interest" by complying with
article 9 of chapter 84 of the Kansas Statutes Annotated, and
amendments thereto. The retention or reservation of title by a seller of
goods notwithstanding shipment or delivery to the buyer under K.S.A.
84-2-401, and amendments thereto, is limited in effect to a reservation
of a "security interest." Whether a transaction in the form of a lease
creates a "security interest" is determined pursuant to K.S.A. 2019
Supp. 84-1-203, and amendments thereto.

(36) "Send" in connection with a writing, record, or notice
means:

(A) To deposit in the mail or deliver for transmission by any other
usual means of communication with postage or cost of transmission provided for and properly addressed and, in the case of an instrument, to an address specified thereon or otherwise agreed, or if there be none to any address reasonable under the circumstances; or

(B) in any other way to cause to be received any record or notice within the time it would have arrived if properly sent.

(37) "Signed" includes using any symbol executed or adopted with present intention to adopt or accept a writing.

(38) "State" means a state of the United States, the District of Columbia, Puerto Rico, the United States Virgin Islands, or any territory or insular possession subject to the jurisdiction of the United States.

(39) "Surety" includes a guarantor or other secondary obligor.

(40) "Term" means a portion of an agreement that relates to a particular matter.

(41) "Unauthorized signature" means a signature made without actual, implied, or apparent authority. The term includes a forgery.

(42) "Warehouse receipt" means a document of title issued by a person engaged in the business of storing goods for hire.

(43) "Writing" includes printing, typewriting, or any other intentional reduction to tangible form. "Written" has a corresponding meaning.

Sec. 55. On and after July 1, 2022, K.S.A. 2019 Supp. 84-9-102 is hereby amended to read as follows: 84-9-102. (a) Article 9 definitions.

In this article:

(1) "Accession" means goods that are physically united with other goods in such a manner that the identity of the original goods is not lost.

(2) "Account," except as used in "account for," means a right to payment of a monetary obligation, whether or not earned by performance, (A) for property that has been or is to be sold, leased, licensed, assigned, or otherwise disposed of, (B) for services rendered or to be rendered, (C) for a policy of insurance issued or to be issued, (D) for a secondary obligation incurred or to be incurred, (E) for energy provided or to be provided, (F) for the use or hire of a vessel under a charter or other contract, (G) arising out of the use of a credit or charge card or information contained on or for use with the card, or (H) as winnings in a lottery or other game of chance operated or sponsored by a state, governmental unit of a state, or person licensed or authorized to operate the game by a state or governmental unit of a state. The term includes health-care-insurance receivables. The term does not include: (A) Rights to payment evidenced by chattel paper or an instrument, (B) commercial tort claims, (C) deposit accounts, (D)
investment property, (E) letter-of-credit rights or letters of credit, or (F) rights to payment for money or funds advanced or sold, other than rights arising out of the use of a credit or charge card or information contained on or for use with the card.

(3) "Account debtor" means a person obligated on an account, chattel paper, or general intangible. The term does not include persons obligated to pay a negotiable instrument, even if the instrument constitutes part of chattel paper.

(4) "Accounting," except as used in "accounting for," means a record:
   (A) Authenticated by a secured party;
   (B) indicating the aggregate unpaid secured obligations as of a date not more than 35 days earlier or 35 days later than the date of the record; and
   (C) identifying the components of the obligations in reasonable detail.

(5) "Agricultural lien" means an interest, other than a security interest, in farm products: (A) Which secures payment or performance of an obligation for:
   (i) Goods or services furnished in connection with a debtor's farming operation; or
   (ii) rent on real property leased by a debtor in connection with its farming operation;
   (B) which is created by statute in favor of a person that:
      (i) In the ordinary course of its business furnished goods or services to a debtor in connection with a debtor's farming operation; or
      (ii) leased real property to a debtor in connection with the debtor's farming operation; and
   (C) whose effectiveness does not depend on the person's possession of the personal property. Agricultural liens shall not include statutory liens.

(6) "As-extracted collateral" means: (A) Oil, gas, or other minerals that are subject to a security interest that:
   (i) Is created by a debtor having an interest in the minerals before extraction; and
   (ii) attaches to the minerals as extracted; or
   (B) accounts arising out of the sale at the wellhead or minehead of oil, gas, or other minerals in which the debtor had an interest before extraction.

(7) "Authenticate" means:
   (A) To sign; or
   (B) with present intent to adopt or accept a record, to attach to or
logically associate with the record an electronic sound, symbol or process.

(8) "Bank" means an organization that is engaged in the business of banking. The term includes savings banks, savings and loan associations, credit unions, and trust companies.

(9) "Cash proceeds" means proceeds that are money, checks, deposit accounts, or the like.

(10) "Certificate of title" means a certificate of title with respect to which a statute provides for the security interest in question to be indicated on the certificate as a condition or result of the security interest's obtaining priority over the rights of a lien creditor with respect to the collateral. The term includes another record maintained as an alternative to a certificate of title by the governmental unit that issues certificates of title if a statute permits the security interest in question to be indicated on the record as a condition or result of the security interest's obtaining priority over the rights of a lien creditor with respect to the collateral.

(11) "Chattel paper" means a record or records that evidence both a monetary obligation and a security interest in specific goods, a security interest in specific goods and software used in the goods, a security interest in specific goods and license of software used in the goods, a lease of specific goods, or a lease of specific goods and license of software used in the goods. In this subsection, "monetary obligation" means a monetary obligation secured by the goods or owed under a lease of the goods and includes a monetary obligation with respect to software used in the goods. The term does not include (i) charters or other contracts involving the use or hire of a vessel or (ii) records that evidence a right to payment arising out of the use of a credit or charge card or information contained on or for use with the card. If a transaction is evidenced by records that include an instrument or series of instruments, the group of records taken together constitutes chattel paper.

(12) "Collateral" means the property subject to a security interest or agricultural lien. The term includes:

(A) Proceeds to which a security interest attaches;

(B) accounts, chattel paper, payment intangibles, and promissory notes that have been sold; and

(C) goods that are the subject of a consignment.

(13) "Commercial tort claim" means a claim arising in tort with respect to which:

(A) The claimant is an organization; or

(B) the claimant is an individual and the claim:

(i) Arose in the course of the claimant's business or profession;
and
(ii) does not include damages arising out of personal injury to or
the death of an individual.
(14) "Commodity account" means an account maintained by a
commodity intermediary in which a commodity contract is carried for
a commodity customer.
(15) "Commodity contract" means a commodity futures contract,
an option on a commodity futures contract, a commodity option, or
another contract if the contract or option is:
(A) Traded on or subject to the rules of a board of trade that has
been designated as a contract market for such a contract pursuant to
federal commodities laws; or
(B) traded on a foreign commodity board of trade, exchange, or
market, and is carried on the books of a commodity intermediary for
a commodity customer.
(16) "Commodity customer" means a person for which a
commodity intermediary carries a commodity contract on its books.
(17) "Commodity intermediary" means a person that:
(A) Is registered as a futures commission merchant under federal
commodities law; or
(B) in the ordinary course of its business provides clearance or
settlement services for a board of trade that has been designated as a
contract market pursuant to federal commodities law.
(18) "Communicate" means:
(A) To send a written or other tangible record;
(B) to transmit a record by any means agreed upon by the
persons sending and receiving the record; or
(C) in the case of transmission of a record to or by a filing office,
to transmit a record by any means prescribed by filing-office rule.
(19) "Consignee" means a merchant to which goods are delivered
in a consignment.
(20) "Consignment" means a transaction, regardless of its form,
in which a person delivers goods to a merchant for the purpose of sale
and: (A) The merchant:
(i) Deals in goods of that kind under a name other than the name
of the person making delivery;
(ii) is not an auctioneer; and
(iii) is not generally known by its creditors to be substantially
engaged in selling the goods of others;
(B) with respect to each delivery, the aggregate value of the goods
is $1,000 or more at the time of delivery;
(C) the goods are not consumer goods immediately before
delivery; and
(D) the transaction does not create a security interest that secures an obligation.

(21) "Consignor" means a person that delivers goods to a consignee in a consignment.

(22) "Consumer debtor" means a debtor in a consumer transaction.

(23) "Consumer goods" means goods that are used or bought for use primarily for personal, family, or household purposes.

(24) "Consumer-goods transaction" means a consumer transaction in which:
(A) An individual incurs an obligation primarily for personal, family, or household purposes; and
(B) a security interest in consumer goods secures the obligation.

(25) "Consumer obligor" means an obligor who is an individual and who incurred the obligation as part of a transaction entered into primarily for personal, family, or household purposes.

(26) "Consumer transaction" means a transaction in which: (i) (A) an individual incurs an obligation primarily for personal, family, or household purposes, (ii) (B) a security interest secures the obligation, and (iii) (C) the collateral is held or acquired primarily for personal, family, or household purposes. The term includes consumer-goods transactions.

(27) "Continuation statement" means an amendment of a financing statement which:
(A) Identifies, by its file number, the initial financing statement to which it relates; and
(B) indicates that it is a continuation statement for, or that it is filed to continue the effectiveness of, the identified financing statement.

(28) "Debtor" means:
(A) A person having an interest, other than a security interest or other lien, in the collateral, whether or not the person is an obligor;
(B) a seller of accounts, chattel paper, payment intangibles, or promissory notes; or
(C) a consignee.

(29) "Deposit account" means a demand, time, savings, passbook, or similar account maintained with a bank. The term does not include investment property or accounts evidenced by an instrument.

(30) "Document" means a document of title or a receipt of the type described in subsection (b) of K.S.A. 84-7-201(b), and amendments thereto.

(31) "Electronic chattel paper" means chattel paper evidenced by a record or records consisting of information stored in an electronic medium.
(32) "Encumbrance" means a right, other than an ownership interest, in real property. The term includes mortgages and other liens on real property.

(33) "Equipment" means goods other than inventory, farm products, or consumer goods.

(34) "Farm products" means goods, other than standing timber, with respect to which the debtor is engaged in a farming operation and which are: (A) Crops grown, growing, or to be grown, including:
   (i) crops produced on trees, vines, and bushes; and
   (ii) aquatic goods produced in aquacultural operations;
   (B) livestock, born or unborn, including aquatic goods produced in aquacultural operations;
   (C) supplies used or produced in a farming operation; or
   (D) products of crops or livestock in their unmanufactured states.

(35) "Farming operation" means raising, cultivating, propagating, fattening, grazing, or any other farming, livestock, or aquacultural operation.

(36) "File number" means the number assigned to an initial financing statement pursuant to subsection (a) of K.S.A. 2019 Supp. 84-9-519(a), and amendments thereto.

(37) "Filing office" means an office designated in K.S.A. 2019 Supp. 84-9-501, and amendments thereto, as the place to file a financing statement.

(38) "Filing-office rule" means a rule adopted pursuant to K.S.A. 2019 Supp. 84-9-526, and amendments thereto.

(39) "Financing statement" means a record or records composed of an initial financing statement and any filed record relating to the initial financing statement.

(40) "Fixture filing" means the filing of a financing statement covering goods that are or are to become fixtures and satisfying subsections (a) and (b) of K.S.A. 2019 Supp. 84-9-502(a) and (b), and amendments thereto. The term includes the filing of a financing statement covering goods of a transmitting utility which are or are to become fixtures.

(41) "Fixtures" means goods that have become so related to particular real property that an interest in them arises under real property law.

(42) "General intangible" means any personal property, including things in action, other than accounts, chattel paper, commercial tort claims, deposit accounts, documents, goods, instruments, investment property, letter-of-credit rights, letters of credit, money, and oil, gas, or other minerals before extraction. The term includes payment intangibles and software.
Reserved.

"Goods" means all things that are movable when a security interest attaches. The term includes (A) fixtures, (B) standing timber that is to be cut and removed under a conveyance or contract for sale, (C) the unborn young of animals, (D) crops grown, growing, or to be grown, even if the crops are produced on trees, vines, or bushes, and (E) manufactured homes. The term also includes a computer program embedded in goods and any supporting information provided in connection with a transaction relating to the program if (A) the program is associated with the goods in such a manner that it customarily is considered part of the goods, or (B) by becoming the owner of the goods, a person acquires a right to use the program in connection with the goods. The term does not include a computer program embedded in goods that consist solely of the medium in which the program is embedded. The term also does not include accounts, chattel paper, commercial tort claims, deposit accounts, documents, general intangibles, instruments, investment property, letter-of-credit rights, letters of credit, money, or oil, gas, or other minerals before extraction.

"Governmental unit" means a subdivision, agency, department, county, parish, municipality, or other unit of the government of the United States, a state, or a foreign country. The term includes an organization having a separate corporate existence if the organization is eligible to issue debt on which interest is exempt from income taxation under the laws of the United States.

"Health-care-insurance receivable" means an interest in or claim under a policy of insurance which is a right to payment of a monetary obligation for health-care goods or services provided.

"Instrument" means a negotiable instrument, a writing that would otherwise qualify as a certificate of deposit as defined by K.S.A. 84-3-104(j), and amendments thereto, but for the fact that the writing contains a limitation on transfer, or any other writing that evidences a right to the payment of a monetary obligation, is not itself a security agreement or lease, and is of a type that in ordinary course of business is transferred by delivery with any necessary indorsement or assignment. The term does not include (A) investment property, (B) letters of credit, or (C) writings that evidence a right to payment arising out of the use of a credit or charge card or information contained on or for use with the card.

"Inventory" means goods, other than farm products, which:

(A) Are leased by a person as lessor;
(B) are held by a person for sale or lease or to be furnished under a contract of service;
(C) are furnished by a person under a contract of service; or
(D) consist of raw materials, work in process, or materials used or consumed in a business.

(49) "Investment property" means a security, whether certificated or uncertificated, security entitlement, securities account, commodity contract, or commodity account.

(50) "Jurisdiction of organization," with respect to a registered organization, means the jurisdiction under whose law the organization is formed or organized.

(51) "Letter-of-credit right" means a right to payment or performance under a letter of credit, whether or not the beneficiary has demanded or is at the time entitled to demand payment or performance. The term does not include the right of a beneficiary to demand payment or performance under a letter of credit.

(52) "Lien creditor" means:
(A) A creditor that has acquired a lien on the property involved by attachment, levy, or the like;
(B) an assignee for benefit of creditors from the time of assignment;
(C) a trustee in bankruptcy from the date of the filing of the petition; or
(D) a receiver in equity from the time of appointment.

(53) "Manufactured home" means a structure, transportable in one or more sections, which, in the traveling mode, is eight body feet or more in width or 40 body feet or more in length, or, when erected on site, is 320 or more square feet, and which is built on a permanent chassis and designed to be used as a dwelling with or without a permanent foundation when connected to the required utilities, and includes the plumbing, heating, air conditioning, and electrical systems contained therein. The term includes any structure that meets all of the requirements of this paragraph except the size requirements and with respect to which the manufacturer voluntarily files a certification required by the United States secretary of housing and urban development and complies with the standards established under title 42 of the United States code.

(54) "Manufactured-home transaction" means a secured transaction:
(A) That creates a purchase-money security interest in a manufactured home, other than a manufactured home held as inventory; or
(B) in which a manufactured home, other than a manufactured home held as inventory, is the primary collateral.

(55) "Mortgage" means a consensual interest in real property,
including fixtures, which secures payment or performance of an obligation.

(56) "New debtor" means a person that becomes bound as a debtor under K.S.A. 2019 Supp. 84-9-203(d), and amendments thereto, by a security agreement previously entered into by another person.

(57) "New value" means (A) money, (B) money's worth in property, services, or new credit, or (C) release by a transferee of an interest in property previously transferred to the transferee. The term does not include an obligation substituted for another obligation.

(58) "Noncash proceeds" means proceeds other than cash proceeds.

(59) "Obligor" means a person that, with respect to an obligation secured by a security interest in or an agricultural lien on the collateral, (A) owes payment or other performance of the obligation, (B) has provided property other than the collateral to secure payment or other performance of the obligation, or (C) is otherwise accountable in whole or in part for payment or other performance of the obligation. The term does not include issuers or nominated persons under a letter of credit.

(60) "Original debtor" except as used in K.S.A. 2019 Supp. 84-9-310(c), and amendments thereto, means a person that, as debtor, entered into a security agreement to which a new debtor has become bound under K.S.A. 2019 Supp. 84-9-203(d), and amendments thereto.

(61) "Payment intangible" means a general intangible under which the account debtor's principal obligation is a monetary obligation.

(62) "Person related to," with respect to an individual, means:
(A) The spouse of the individual;
(B) a brother, brother-in-law, sister or sister-in-law of the individual;
(C) an ancestor or lineal descendant of the individual or the individual's spouse; or
(D) any other relative, by blood or marriage, of the individual or the individual's spouse who shares the same home with the individual.

(63) "Person related to," with respect to an organization, means:
(A) A person directly or indirectly controlling, controlled by or under common control with the organization;
(B) an officer or director of, or a person performing similar functions with respect to, the organization;
(C) an officer or director of, or a person performing similar functions with respect to, a person described in subparagraph (A);
(D) the spouse of an individual described in subparagraph (A),
(B) or (C); or

(E) an individual who is related by blood or marriage to an individual described in subparagraph (A), (B), (C) or (D) and shares the same home with the individual.

(64) "Proceeds" except as used in K.S.A. 2019 Supp. 84-9-609(b), and amendments thereto, means the following property:

(A) Whatever is acquired upon the sale, lease, license, exchange or other disposition of collateral;

(B) whatever is collected on, or distributed on account of, collateral;

(C) rights arising out of collateral;

(D) to the extent of the value of collateral, claims arising out of the loss, nonconformity, or interference with the use of, defects or infringement of rights in, or damage to, the collateral; or

(E) to the extent of the value of collateral and to the extent payable to the debtor or the secured party, insurance payable by reason of the loss or nonconformity of, defects or infringement of rights in, or damage to, the collateral.

(65) "Promissory note" means an instrument that evidences a promise to pay a monetary obligation, does not evidence an order to pay, and does not contain an acknowledgment by a bank that the bank has received for deposit a sum of money or funds.

(66) "Proposal" means a record authenticated by a secured party which includes the terms on which the secured party is willing to accept collateral in full or partial satisfaction of the obligation it secures pursuant to K.S.A. 2019 Supp. 84-9-620, 84-9-621 and 84-9-622, and amendments thereto.

(67) "Public organic record" means a record that is available to the public for inspection and is:

(A) A record consisting of the record initially filed with or issued by a state or the United States to form or organize an organization and any record filed with or issued by the state or the United States which amends or restates the initial record;

(B) an organic record of a business trust consisting of the record initially filed with a state and any record filed with the state which amends or restates the initial record, if a statute of the state governing business trusts requires that the record be filed with the state; or

(C) a record consisting of legislation enacted by the legislature of a state or the congress of the United States which forms or organizes an organization, any record amending the legislation and any record filed with or issued by the state or the United States which amends or restates the name of the organization.

(68) "Pursuant to commitment," with respect to an advance
made or other value given by a secured party, means pursuant to the
secured party's obligation, whether or not a subsequent event of
default or other event not within the secured party's control has
relieved or may relieve the secured party from its obligation.

(69) "Record," except as used in "for record," "of record," "record or legal title," and "record owner," means information that is
inscribed on a tangible medium or which is stored in an electronic or
other medium and is retrievable in perceivable form.

(70) "Registered organization" means an organization formed or
organized solely under the law of a single state or the United States by
the filing of a public organic record with, the issuance of a public
organic record by, or the enactment of legislation by, the state or the
United States. The term includes a business trust that is formed or
organized under the law of a single state if a law of the state governing
business trusts requires that the business trust's organic record be
filed with the state. The term also includes a series of a registered
organization if the series is an organization formed or organized under the
law of a single state and the statute of the state governing the series
requires that the public organic record of the series be filed with the state.

(71) "Secondary obligor" means an obligor to the extent that:

(A) The obligor's obligation is secondary; or

(B) the obligor has a right of recourse with respect to an
obligation secured by collateral against the debtor, another obligor, or
property of either.

(72) "Secured party" means:

(A) A person in whose favor a security interest is created or
provided for under a security agreement, whether or not any
obligation to be secured is outstanding;

(B) a person that holds an agricultural lien;

(C) a consignor;

(D) a person to which accounts, chattel paper, payment
intangibles, or promissory notes have been sold;

(E) a trustee, indenture trustee, agent, collateral agent, or other
representative in whose favor a security interest or agricultural lien is
created or provided for; or

(F) a person that holds a security interest arising under K.S.A.
84-2-401, 84-2-505, 84-2-711(3), 84-2a-508(5), 84-4-210 and 84-5-118,
and amendments thereto.

(73) "Security agreement" means an agreement that creates or
provides for a security interest.

(74) "Send," in connection with a record or notification, means:

(A) To deposit in the mail, deliver for transmission, or transmit
by any other usual means of communication, with postage or cost of
transmission provided for, addressed to any address reasonable under
the circumstances; or
(B) to cause the record or notification to be received within the
time that it would have been received if properly sent under
subparagraph (A).
(75) "Software" means a computer program and any supporting
information provided in connection with a transaction relating to the
program. The term does not include a computer program that is
included in the definition of goods.
(76) "State" means a state of the United States, the District of
Columbia, Puerto Rico, the United States Virgin Islands or any
territory or insular possession subject to the jurisdiction of the United
States.
(77) "Statutory lien" means liens created by K.S.A. 2-1319, 2-
2608, 2-3007, 34-239, 47-836, 58-201, 58-203, 58-204, 58-207, 58-218,
58-2528, and K.S.A. 2019 Supp. 84-7-209, and amendments thereto.
(78) "Supporting obligation" means a letter-of-credit right or
secondary obligation that supports the payment or performance of an
account, chattel paper, a document, a general intangible, an
instrument, or investment property.
(79) "Tangible chattel paper" means chattel paper evidenced by a
record or records consisting of information that is inscribed on a
tangible medium.
(80) "Termination statement" means an amendment of a
financing statement which:
(A) Identifies, by its file number, the initial financing statement to
which it relates; and
(B) indicates either that it is a termination statement or that the
identified financing statement is no longer effective.
(81) "Transmitting utility" means a person primarily engaged in
the business of:
(A) Operating a railroad, subway, street railway, or trolley bus;
(B) transmitting communications electrically, electromagnetically,
or by light;
(C) transmitting goods by pipeline or sewer; or
(D) transmitting or producing and transmitting electricity, steam,
gas, or water.
(b) Definitions in other articles. The following definitions in other
articles apply to this article:
"Applicant" K.S.A. 84-5-102,
and amendments thereto
"Beneficiary" K.S.A. 84-5-102,
"Broker" K.S.A. 84-8-102, and amendments thereto
"Certificated security" K.S.A. 84-8-102, and amendments thereto
"Check" K.S.A. 84-3-104, and amendments thereto
"Clearing corporation" K.S.A. 84-8-102, and amendments thereto
"Contract for sale" K.S.A. 84-2-106, and amendments thereto
"Customer" K.S.A. 84-4-104, and amendments thereto
"Entitlement holder" K.S.A. 84-8-102, and amendments thereto
"Financial asset" K.S.A. 84-8-102, and amendments thereto
"Holder in due course" K.S.A. 84-3-302, and amendments thereto
"Issuer" (with respect to a letter of credit or letter-of-credit right) K.S.A. 84-5-102, and amendments thereto
"Issuer" (with respect to a security) K.S.A. 84-8-102, and amendments thereto
"Issuer" (with respect to documents of title) K.S.A. 2019 Supp. 84-7-102, and amendments thereto
"Lease" K.S.A. 84-2a-103, and amendments thereto
"Lease agreement" K.S.A. 84-2a-103, and amendments thereto
"Lease contract" K.S.A. 84-2a-103, and amendments thereto
"Leasehold interest" K.S.A. 84-2a-103, and amendments thereto
"Lessee" K.S.A. 84-2a-103, and amendments thereto
"Lessee in ordinary course of business" K.S.A. 84-2a-103, and amendments thereto
"Lessor" K.S.A. 84-2a-103, and amendments thereto
"Lessor's residual interest" K.S.A. 84-2a-103, and amendments thereto
"Letter of credit" K.S.A. 84-5-102, and amendments thereto
"Merchant" K.S.A. 84-2-104, and amendments thereto
"Negotiable instrument" K.S.A. 84-3-104, and amendments thereto
"Nominated person" K.S.A. 84-5-102, and amendments thereto
"Note" K.S.A. 84-3-104, and amendments thereto
"Proceeds of a letter of credit" K.S.A. 84-5-114, and amendments thereto
"Prove" K.S.A. 84-3-103, and amendments thereto
"Sale" K.S.A. 84-2-106, and amendments thereto
"Securities account" K.S.A. 84-8-501, and amendments thereto
"Securities intermediary" K.S.A. 84-8-102, and amendments thereto
"Security" K.S.A. 84-8-102, and amendments thereto
"Security certificate" K.S.A. 84-8-102, and amendments thereto
"Security entitlement" K.S.A. 84-8-102, and amendments thereto
"Uncertificated security" K.S.A. 84-8-102, and amendments thereto

(c) Article 1 of chapter 84 of the Kansas Statutes Annotated, and amendments thereto, definitions and principles. Article 1 of chapter 84 of the Kansas Statutes Annotated, and amendments thereto, contains general definitions and principles of construction and interpretation applicable throughout this article.

chapter 47 of the 2019 Session Laws of Kansas, 17-76,143, as amended
by section 39 of chapter 47 of the 2019 Session Laws of Kansas, 17-
76,146, as amended by section 41 of chapter 47 of the 2019 Session
Laws of Kansas, 17-7904, as amended by section 43 of chapter 47 of
the 2019 Session Laws of Kansas, 17-7918, as amended by section 46
of chapter 47 of the 2019 Session Laws of Kansas, 17-7923, as
amended by section 47 of chapter 47 of the 2019 Session Laws of
Kansas, and 17-7933, as amended by section 49 of chapter 47 of the
2019 Session Laws of Kansas and K.S.A. 2019 Supp. 17-6014, 17-
76,136, 17-76,139, 17-76,143a, 17-76,146, 17-76,147, 17-78-601, 17-
7910, 45-229, and 56a-1001 are hereby repealed.
Sec. 57. On and after July 1, 2022, K.S.A. 17-1513, 17-1618, 17-
2037, 17-4677, 17-5902, 17-7507, 17-7509, 17-7511, 53-601, 56-1a605,
75-446 and 75-447 and K.S.A. 2019 Supp. 17-2036, 17-2718, 17-4634,
17-6014, as amended by section 10 of this act, 17-7002, 17-7503, 17-
7504, 17-7505, 17-7506, 17-7510, 17-7512, 17-7675, 17-7679, 17-7680,
17-76,136, 17-76,139, as amended by section 25 of this act, 17-76,143,
17-76,146, as amended by section 29 of this act, 17-76,147, as amended
by section 31 of this act, 17-7903, 17-7904, 17-7905, 17-7906, 17-7910,
as amended by section 38 of this act, 17-7918, 17-7923, 17-7933, 17-
7936, 56-1a606, 56-1a607, 56a-1201, 56a-1202, 56a-1203, 84-1-201 and
84-9-102 are hereby repealed.
Sec. 39. This act shall take effect and be in force from and
after July 1, 2022, and its publication in the statute book.