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300 SW TENTH AVENUE ■ SUITE 24-E ■ TOPEKA, KS 66612 ■ (785) 296-2321

MEMORANDUM

To: House Committee on Judiciary
From: Office of Revisor of Statutes
Date: February 12, 2024
Subject: Bill Brief on HB 2660

HB 2660 modifies requirements related to certain business entity filings with the secretary of state, authorizing a change of registered office address by a current occupant under the business entity standard treatment act and changing the information required in an amendment to the articles of incorporation for a cooperative.

New Section 1 provides that if the address for the registered office of any covered entity is a residence address and the registered agent no longer resides at the residence address, the current occupant of the residence address may have the address for the registered office removed from public record pursuant to this section. The current occupant of the residence would file a confidential form with the secretary of state, the office would attempt to contact the covered entity and the resident agent to request an address change, and the office would remove the residence address from public record as the address for a registered office.

The following sections are amended to change the business entity report filing dates:

- Section 2 amends K.S.A. 17-2036 related to business trust business entity information reports, requiring such reports be filed by April 15.
- Section 3 amend K.S.A. 17-2718 related to professional corporation business entity information reports, requiring such reports be filed by April 15.
- Section 5 amends K.S.A. 17-4634 related to electric cooperative business entity information reports, requiring such reports to be filed by April 15.
- Section 8 amends K.S.A. 17-7503 related to domestic corporation business entity information reports, requiring such reports to be filed by April 15.

- Section 9 amends K.S.A. 17-7504 related to not-for-profit corporation business entity information reports, requiring such reports to be filed by June 15.
- Section 10. K.S.A. 17-7505 related to foreign corporation business entity information reports, requiring such reports to be filed by April 15.
- Section 13 amends K.S.A. 17-76,139 related to limited liability company business entity information reports, requiring such reports to be filed by April 15.
- Section 18 amends K.S.A. 56-1a606 related to domestic limited partnership business entity information reports, requiring such reports to be filed by April 15.
- Section 19 amends K.S.A. 56-1a607 related to foreign limited partnership business entity information reports, requiring such reports to be filed by April 15.
- Section 21 amends K.S.A. 56a-1201 related to domestic limited liability partnership business entity information reports, requiring such reports to be filed by April 15.
- Section 22 amends K.S.A. 56a-1202 related to foreign limited liability partnership business entity information reports, requiring such reports to be filed by April 15.

The following sections remove the requirement that certain entities filed a certificate of fact.

- Section 11 amends K.S.A. 17-7506 related to fees for corporate documents filed with the secretary of state to remove the requirement to file a certificate of fact.
- Section 12 K.S.A. 17-76,136 related to fees for domestic and foreign limited liability company documents filed with the secretary of state to remove the requirement to file a certificate of fact.
- Section 17 amends K.S.A. 56-1a605 related to fees for domestic and foreign limited partnership documents filed with the secretary of state to remove the requirement to file a certificate of fact.

Section 5 amends K.S.A. 17-4634 (mentioned above for the filing date change) and Section 6 amends K.S.A. 17-4677 to make the cooperative reports contain the same information required by other reports. The sections are also amended to change the reference to directors to trustees, which is the term used by cooperatives.

Section 4 amends K.S.A. 17-4615 related to amendment of a cooperative's articles of incorporation to remove the requirement that the articles of amendment shall recite the address of its principal office.

Section 7 amends K.S.A. 17-7002 related to revival of a corporation's articles of incorporation to provide that the secretary of state's office only needs the date and name from the most recent state of incorporation that existed when the entity forfeited or became void.

Section 14 amends K.S.A. 17-7903 related to documentation that corporations are required to file with the secretary of state to change the reference to a certificate of reinstatement to a certificate of revival, the reference to a certificate of revocation of dissolution to a certificate of restoration, the reference to a not-for-profit certificate of reinstatement to a certificate of revival and to require a certificate of restoration as described in K.S.A. 17-7001.

Section 15 amends K.S.A. 17-7931 related to foreign covered entity registration with the secretary of state to replace the requirement to file a certificate of good standing with a statement on filing that the entity is in good standing.

Section 16 amends K.S.A. 56-1a151 related to certificates of limited partnerships to remove a requirement that the certificate must include the latest date upon which the limited partnership is to dissolve.

Finally, Section 20 amends K.S.A. 56a-1001 related to partnerships becoming limited liability partnerships to make the provisions consistent with other provisions governing limited partnerships.