

2018 Kansas Statutes

17-7001. Revocation of voluntary dissolution; procedure; effect. (a) At any time prior to the expiration of three years following the dissolution of a corporation pursuant to K.S.A. 17-6804, and amendments thereto, or, at any time prior to the expiration of such longer period as the court may have directed pursuant to K.S.A. 17-6807, and amendments thereto, a corporation may revoke the dissolution theretofore effected by it in the following manner:

(1) For purposes of this section, the term "stockholders" shall mean the stockholders of record on the date the dissolution became effective.

(2) The board of directors shall adopt a resolution recommending that the dissolution be revoked and directing that the question of the revocation be submitted to a vote at a special meeting of stockholders.

(3) Notice of the special meeting of stockholders shall be given in accordance with K.S.A. 17-6512, and amendments thereto, to each of the stockholders.

(4) At the meeting, a vote of the stockholders shall be taken on a resolution to revoke the dissolution. If a majority of the stock of the corporation which was outstanding and entitled to vote upon a dissolution at the time of its dissolution shall be voted for the resolution, a certificate of revocation of dissolution shall be executed in accordance with K.S.A. 2018 Supp. 17-7908 through 17-7910, and amendments thereto, which shall state:

(A) The name of the corporation;

(B) the address of the corporation's registered office in this state, which shall be stated in accordance with K.S.A. 2018 Supp. 17-7924(c), and amendments thereto, and the name of its resident agent [agent] at such address;

(C) the names and respective addresses of its officers;

(D) the names and respective addresses of its directors; and

(E) that a majority of the stock of the corporation which was outstanding and entitled to vote upon a dissolution at the time of its dissolution have voted in favor of a resolution to revoke the dissolution, or that, if applicable, in lieu of a meeting and vote of stockholders, the stockholders have given their written consent to the revocation in accordance with K.S.A. 17-6518, and amendments thereto.

(b) Upon the filing in the office of the secretary of state of the certificate of revocation of dissolution, the revocation of the dissolution shall become effective and the corporation may again carry on its business.

(c) Upon the filing of the certificate with the secretary of state to which subsection (b) refers, the provisions of K.S.A. 17-6501(c), and amendments thereto, shall govern, and the period of time the corporation was in dissolution 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. An election of directors, however, may be held at the special meeting of stockholders to which subsection (a) refers, and in that event, that meeting of stockholders shall be deemed an annual meeting of stockholders for purposes of K.S.A. 17-6501(c), and amendments thereto.

(d) If, after the dissolution became effective, any other entity identified in K.S.A. 2018 Supp. 17-7918, and amendments thereto, shall have adopted the same name as the corporation, or shall have adopted a name so nearly similar thereto as not to distinguish it from the corporation, or any foreign covered entity shall have qualified to do business in this state under the same name as the corporation or under a name so nearly similar thereto as not to distinguish it from the corporation, then, in such case, the corporation shall not be reinstated under the same name which it bore when its dissolution became effective, but shall adopt and be reinstated under some other name, and in such case the certificate to be filed under this section shall set forth the name borne by the corporation at the time its dissolution became effective and the new name under which the corporation is to be reinstated.

(e) Nothing in this section shall be construed to affect the jurisdiction or power of the district court under K.S.A. 17-6808 and 17-6809, and amendments thereto.

(f) At any time prior to the expiration of three years following the dissolution of a nonstock corporation pursuant to K.S.A. 17-6805, and amendments thereto, or, at any time prior to the expiration of such longer period as the district court may have directed pursuant to K.S.A. 17-6807, and amendments thereto, a nonstock corporation may revoke the dissolution effected by it in a manner analogous to that by which the dissolution was authorized, including: (1) If applicable, a vote of the members entitled to vote, if any, on the dissolution; and (2) the filing of a certificate of revocation of dissolution containing information comparable to that required by subsection (a)(4). Notwithstanding the foregoing, only subsections (b), (d) and (e) shall apply to nonstock corporations.

History: L. 1972, ch. 52, § 117; L. 1998, ch. 189, § 19; L. 2000, ch. 39, § 40; L. 2004, ch. 143, § 73; L. 2016, ch. 110, § 101; July 1.