

SENATE BILL No. 251

By Senator Olson

1-7

1 AN ACT concerning business entities; relating to secretary of state filing
2 requirements; amending K.S.A. 17-1513, 17-1618, 17-2037, 17-4677,
3 17-5902, 17-7507, 17-7509, 17-7511, 53-601, 56-1a605, 75-446 and
4 75-447 and K.S.A. 2019 Supp. 17-2036, 17-2718, 17-4634, 17-6014,
5 17-7002, 17-7503, 17-7504, 17-7505, 17-7506, 17-7510, 17-7512, 17-
6 76,136, 17-76,139, 17-76,146, 17-76,147, 17-7903, 17-7904, 17-7905,
7 17-7906, 17-7910, 17-7936, 56-1a606, 56-1a607, 56a-1201 and 56a-
8 1202 and repealing the existing sections.
9

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

11 Section 1. K.S.A. 17-1513 is hereby amended to read as follows: 17-
12 1513. Each corporation organized under the provisions of this act shall
13 make ~~an annual~~ *a written business entity information* report to the
14 secretary of state, and pay the ~~annual report~~ *required* fee, as prescribed by
15 K.S.A. 17-7503, and amendments thereto.

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

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

31 (b) ~~The reports~~ *report* shall be made on forms provided by the
32 secretary of state and shall be filed *annually* at the time prescribed by law
33 for filing the business trust's annual Kansas income tax return, *unless the*
34 *business trust has provided notice to the secretary of state that such*
35 *business trust intends to file business entity information reports biennially*
36 *or triennially, in which case, such reports shall be filed on the same date*

1 *prescribed by law for filing the business trust's annual Kansas income tax*
2 *return in the year the report is due according to the notice. A change in the*
3 *time for filing reports under this section shall become effective on the first*
4 *day of the tax period immediately following receipt of the notice of such*
5 *change by the secretary of state.*

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

8 (1) Executed copies of all amendments to the instrument by which the
9 business trust was created, or to prior amendments thereto, ~~which that~~
10 have been adopted and have not theretofore been filed under K.S.A. 17-
11 2033, and amendments thereto, and accompanied by the fee prescribed
12 therein for each such amendment; and

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

16 ~~(b)(d)~~ (1) At the time of filing ~~its annual~~ *the business entity*
17 *information report*, the business trust shall pay to the secretary of state ~~an~~
18 ~~annual report~~ *a fee in an amount equal to \$40 multiplied by the number of*
19 *tax periods included in the report.*

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

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

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

1 Sec. 4. K.S.A. 17-2037 is hereby amended to read as follows: 17-
2 2037. (a) Any business trust, domestic or foreign, ~~which~~ *that* has obtained
3 authority under this act to transact business in Kansas may surrender its
4 authority at any time by:

5 (1) Filing in the office of the secretary of state a certified copy of a
6 resolution duly adopted by its trustees declaring its intention to withdraw;
7 ~~accompanied by;~~

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

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

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

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

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

43 (b) The report shall be filed *annually* at the time prescribed by law for

1 filing the corporation's annual Kansas income tax return, *unless the*
2 *professional corporation has provided notice to the secretary of state that*
3 *such corporation intends to file business entity information reports*
4 *biennially or triennially, in which case, such reports shall be filed on the*
5 *same date prescribed by law for filing the professional corporation's*
6 *annual Kansas income tax return in the year the report is due according to*
7 *the notice. A change in the time for filing reports under this section shall*
8 *become effective on the first day of the tax period immediately following*
9 *receipt of the notice of such change by the secretary of state.*

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

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

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

18 (3) the amount of capital stock issued.

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

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

34 Sec. 6. K.S.A. 2019 Supp. 17-4634 is hereby amended to read as
35 follows: 17-4634. (a) Every corporation organized under the electric
36 cooperative act of this state shall make ~~an annual~~ *a written business entity*
37 *information* report ~~in writing~~ to the secretary of state, stating the
38 prescribed information concerning the corporation at the close of business
39 on the last day of its tax period next preceding the date of filing, but if any
40 such corporation's tax period is other than the calendar year, it shall give
41 notice thereof to the secretary of state prior to December 31 of the year it
42 commences such tax period.

43 (b) The report shall be filed *annually* on or before the 15th day of the

1 4th fourth month following the close of the tax year of the electric
 2 cooperative, *unless the corporation has provided notice to the secretary of*
 3 *state that such corporation intends to file business entity information*
 4 *reports biennially or triennially, in which case, such reports shall be filed*
 5 *on or before the 15th day of the fourth month of the year the report is due*
 6 *according to the notice. A change in the time for filing reports under this*
 7 *section shall become effective on the first day of the tax period*
 8 *immediately following receipt of the notice of such change by the secretary*
 9 *of state.*

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

- 12 (1) The name of the corporation;
- 13 (2) the location of the principal office;
- 14 (3) the names and addresses of the president, secretary, treasurer and
 15 all directors;
- 16 (4) the number of memberships issued; and
- 17 (5) the change or changes, if any, in the particulars made since the
 18 last ~~annual~~ *business entity information* report.

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

22 (e) At the time of filing ~~such annual~~ *its business entity information*
 23 report, each such corporation shall pay ~~an annual report~~ a fee in an amount
 24 equal to \$40 *multiplied by the number of tax periods included in the*
 25 *report.*

26 Sec. 7. K.S.A. 17-4677 is hereby amended to read as follows: 17-
 27 4677. (a) Every cooperative organized under the renewable energy electric
 28 generation cooperative act shall make ~~an annual~~ *a written business entity*
 29 *information* report ~~in writing~~ to the secretary of state, stating the
 30 prescribed information concerning the cooperative at the close of business
 31 on the last day of its tax period next preceding the date of filing, but if any
 32 such cooperative's tax period is other than the calendar year, it shall give
 33 notice thereof to the secretary of state prior to December 31 of the year it
 34 commences such tax period.

35 (b) The report shall be filed *annually* on or before the 15th day of the
 36 sixth month following the close of the tax year of the electric cooperative,
 37 *unless the cooperative has provided notice to the secretary of state that*
 38 *such cooperative intends to file business entity information reports*
 39 *biennially or triennially, in which case, such reports shall be filed on or*
 40 *before the 15th day of the sixth month of the year the report is due*
 41 *according to the notice. A change in the time for filing reports under this*
 42 *section shall become effective on the first day of the tax period*
 43 *immediately following receipt of the notice of such change by the secretary*

1 *of state.*

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

4 (1) The name of the cooperative;

5 (2) the location of the principal office of the cooperative;

6 (3) the names and addresses of the president, secretary, treasurer and
7 directors of the cooperative;

8 (4) the number of members of the cooperative; and

9 (5) the change or changes, if any, in the particulars made since the
10 last ~~annual~~ *business entity information* report.

11 ~~(b)~~(d) The ~~annual~~ report shall be dated, signed by the president, vice-
12 president or secretary of the cooperative under penalty of perjury and
13 forwarded to the secretary of state.

14 (e) At the time of filing ~~such annual~~ *its business entity information*
15 report, the cooperative shall pay ~~an annual report~~ a fee in an amount equal
16 to \$40 *multiplied by the number of tax periods included in the report.*

17 Sec. 8. K.S.A. 17-5902 is hereby amended to read as follows: 17-
18 5902. (a) All corporations and limited partnerships, as defined in K.S.A.
19 17-5903, and amendments thereto, ~~which that~~ hold agricultural land, as
20 defined in K.S.A. 17-5903, and amendments thereto, within this state, and
21 ~~which that~~ are required to make ~~annual~~ *written business entity information*
22 reports to the secretary of state shall provide the information required of
23 such corporations and limited partnerships in the ~~annual~~ *business entity*
24 *information* reports made under K.S.A. 17-7503, 17-7504, 17-7505, 56-
25 1a606 or 56-1a607, and amendments thereto. The information required by
26 this section does not apply to the following:

27 (1) A tract of land of less than 10 acres;

28 (2) contiguous tracts of land ~~which that~~ in the aggregate are of less
29 than 10 acres; or

30 (3) state assessed railroad operating property.

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

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

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

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

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

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

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

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

13 (1) K.S.A. 17-6002(a)(4), (b)(1) and (b)(2), 17-6009(a), 17-6301, 17-
14 6404, 17-6505, 17-6518, 17-6520(b), 17-6601, 17-6602, 17-6703, 17-
15 6705, 17-6706, 17-6707, 17-6708, 17-6801, 17-6805, 17-6805a, 17-7001,
16 17-7002, 17-7503(a)(4) and (b)(4)(c)(4) and (d)(4), 17-7504, 17-7505(a)
17 (4) and (b)(4)(c)(4) and (d)(4) and 17-7514(c) and K.S.A. 2019 Supp. 17-
18 6014, and amendments thereto, ~~which~~ *that* apply to nonstock corporations
19 by their terms;

20 (2) K.S.A. 17-6002(e), the last sentence of 17-6009(b), 17-6401, 17-
21 6402, 17-6403, 17-6405, 17-6406, 17-6407(d), 17-6408, 17-6411, 17-
22 6412, 17-6413, 17-6414, 17-6415, 17-6416, 17-6417, 17-6418, 17-6501,
23 17-6502, 17-6503, 17-6504, 17-6506, 17-6509, 17-6512, 17-6521, 17-
24 6603, 17-6604, 17-6701, 17-6702, 17-6803 and 17-6804 and K.S.A. 2019
25 Supp. 17-6427, 17-6428, 17-6429 and 17-72a04, and amendments thereto;
26 and

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

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

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

32 (2) K.S.A. 17-6002(b)(3), 17-6304(a)(2), 17-6507, 17-6508, 17-6712,
33 17-7503, 17-7505, 17-7509, 17-7511 and 17-7514 and K.S.A. 2019 Supp.
34 17-6011(a)(2) and (a)(3), and amendments thereto; and

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

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

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

42 (2) a "membership interest" is, unless otherwise provided in a
43 nonstock corporation's articles of incorporation, a member's share of the

1 profits and losses of a nonstock corporation, or a member's right to receive
2 distributions of the nonstock corporation's assets, or both;

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

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

8 Sec. 10. K.S.A. 2019 Supp. 17-7002 is hereby amended to read as
9 follows: 17-7002. (a) As used in this section, the term:

10 (1) "Articles of incorporation" includes the articles of incorporation
11 of a corporation organized under any special act or any law of this state;
12 and

13 (2) "authority to engage in business" includes the registration of any
14 foreign corporation under K.S.A. 2019 Supp. 17-7931, and amendments
15 thereto.

16 (b) Any corporation may, at any time before the expiration of the time
17 limited for its existence and any corporation whose articles of
18 incorporation or authority to engage in business has become forfeited or
19 void pursuant to this code and any corporation whose articles of
20 incorporation or authority to engage in business has expired by reason of
21 failure to renew it or whose articles of incorporation or authority to engage
22 in business has been renewed, but, through failure to comply strictly with
23 the provisions of this code, the validity of whose renewal has been brought
24 into question, at any time procure an extension, renewal or reinstatement
25 of its articles of incorporation, if a domestic corporation, or its authority to
26 engage in business, if a foreign corporation, together with all the rights,
27 franchises, privileges and immunities and subject to all of its duties, debts
28 and liabilities—~~which~~ *that* had been secured or imposed by its original
29 articles of incorporation, and all amendments thereto, or by its authority to
30 engage in business, as the case may be, by complying with the
31 requirements of this section.

32 (c) The extension, renewal or reinstatement of the articles of
33 incorporation or authority to engage in business may be procured by
34 executing and filing a certificate in accordance with K.S.A. 2019 Supp.
35 17-7908 through 17-7910, and amendments thereto.

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

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

42 (2) the address of the corporation's registered office in this state,
43 which shall be stated in accordance with K.S.A. 2019 Supp. 17-7924(c),

1 and amendments thereto, and the name of its resident agent at such
2 address;

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

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

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

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

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

1 acts, matters and things made, done or performed in its name and on its
2 behalf by its officers and agents prior to its reinstatement, as if its articles
3 of incorporation or authority to engage in business had at all times
4 remained in full force and effect.

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

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

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

43 (i) After a reinstatement of the articles of incorporation of the

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

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

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

36 (b) ~~The reports~~ *report* shall be made on forms prescribed by the
37 secretary of state. ~~The report~~ *and* shall be filed *annually* at the time
38 prescribed by law for filing the corporation's annual Kansas income tax
39 return, *unless the corporation has provided notice to the secretary of state*
40 *that such corporation intends to file business entity information reports*
41 *biennially or triennially, in which case, such reports shall be filed on the*
42 *same date prescribed by law for filing the corporation's annual Kansas*
43 *income tax return in the year the report is due according to the notice. A*

1 *change in the time for filing reports under this section shall become*
2 *effective on the first day of the tax period immediately following receipt of*
3 *the notice of such change by the secretary of state.*

4 (c) The report shall contain the following information:

5 (1) The name of the corporation;

6 (2) the location of the principal office;

7 (3) the names and addresses of the president, secretary, treasurer or
8 equivalent of such officers and members of the board of directors;

9 (4) the number of shares of capital stock issued;

10 (5) the nature and kind of business in which the corporation is
11 engaged; and

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

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

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

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

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

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

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

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

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

36 ~~(e)~~(e) The report shall be executed in accordance with the provisions
37 of K.S.A. 2019 Supp. 17-7908 through 17-7910, and amendments thereto.

38 *The official title or position of the individual signing the report shall be*
39 *designated.* The fact that an individual's name is signed on such report
40 shall be prima facie evidence that such individual is authorized to sign the
41 report on behalf of the corporation; ~~however, the official title or position of~~
42 ~~the individual signing the report shall be designated.~~ This report shall be
43 subscribed by the person as true, under penalty of perjury.

1 ~~(f)~~ At the time of filing ~~such annual~~ *its business entity information*
2 report it shall be the duty of each domestic corporation organized for profit
3 to pay to the secretary of state ~~an annual report~~ *a fee in an amount equal to*
4 *\$40 multiplied by the number of tax periods included in the report.*

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

13 ~~(b)~~ ~~The reports~~ *report* shall be made on forms prescribed by the
14 secretary of state. ~~The report~~ *and* shall be filed *annually* on the 15th day of
15 the sixth month following the close of the taxable year, *unless the*
16 *corporation has provided notice to the secretary of state that such*
17 *corporation intends to file business entity information reports biennially*
18 *or triennially, in which case, such reports shall be filed on or before the*
19 *15th day of the sixth month of the year the report is due according to the*
20 *notice. A change in the time for filing reports under this section shall*
21 *become effective on the first day of the tax period immediately following*
22 *receipt of the notice of such change by the secretary of state.*

23 (c) The report shall contain the following information:

24 (1) The name of the corporation;

25 (2) the location of the principal office;

26 (3) the names and addresses of the president, secretary and treasurer
27 or equivalent of such officers, and the members of the governing body;

28 (4) the number of memberships or the number of shares of capital
29 stock issued; and

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

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

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

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

43 (3) the value of the nonagricultural assets and the agricultural assets,

1 stated separately, owned and controlled by the corporation both within and
2 without the state of Kansas and where situated;

3 (4) the total number of stockholders or members of the corporation;

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

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

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

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

19 ~~(d)~~(f) At the time of filing ~~such its business entity information~~ report,
20 each nonprofit corporation shall pay ~~an annual report a~~ fee in an amount
21 equal to \$40 ~~for all tax years commencing after December 31, 2003~~
22 ~~multiplied by the number of tax periods included in the report.~~

23 Sec. 13. K.S.A. 2019 Supp. 17-7505 is hereby amended to read as
24 follows: 17-7505. (a) Every foreign corporation organized for profit, or
25 organized under the cooperative type statutes of the state, territory or
26 foreign country of incorporation, now or hereafter doing business in this
27 state, and owning or using a part or all of its capital in this state, and
28 subject to compliance with the laws relating to the admission of foreign
29 corporations to do business in Kansas, shall make ~~an annual a written~~
30 ~~business entity information report in writing~~ to the secretary of state,
31 stating the prescribed information concerning the corporation at the close
32 of business on the last day of its tax period next preceding the date of
33 filing, but if a corporation operates on a fiscal year other than the calendar
34 year it shall give written notice thereof to the secretary of state prior to
35 December 31 of the year commencing such fiscal year.

36 (b) The report shall be made on a form prescribed by the secretary of
37 state. ~~The report and~~ shall be filed *annually* at the time prescribed by law
38 for filing the corporation's annual Kansas income tax return, *unless the*
39 *corporation has provided notice to the secretary of state that such*
40 *corporation intends to file business entity information reports biennially*
41 *or triennially, in which case, such reports shall be filed on the same date*
42 *prescribed by law for filing the corporation's annual Kansas income tax*
43 *return in the year the report is due according to the notice. A change in the*

1 *time for filing reports under this section shall become effective on the first*
 2 *day of the tax period immediately following receipt of the notice of such*
 3 *change by the secretary of state.*

4 (c) The report shall contain the following ~~facts~~ *information*:

5 (1) The name of the corporation and under the laws of what state or
 6 country it is incorporated;

7 (2) the location of its principal office;

8 (3) the names and addresses of the president, secretary, treasurer, or
 9 equivalent of such officers, and members of the board of directors;

10 (4) the number of shares of capital stock issued;

11 (5) the nature and kind of business in which the company is engaged;
 12 and

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

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

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

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

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

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

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

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

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

37 ~~(e)~~(e) The report shall be executed in accordance with the provisions
 38 of K.S.A. 2019 Supp. 17-7908 through 17-7910, and amendments thereto.
 39 *The official title or position of the individual signing the report shall be*
 40 *designated.* The fact that an individual's name is signed on such report
 41 shall be prima facie evidence that such individual is authorized to sign the
 42 report on behalf of the corporation; ~~however, the official title or position of~~
 43 ~~the individual signing the report shall be designated.~~ This report shall be

1 subscribed by the person as true, under penalty of perjury.

2 ~~(d)~~(f) At the time of filing its ~~annual~~ *business entity information*
3 report, each such foreign corporation shall pay to the secretary of state ~~an~~
4 ~~annual report~~ a fee in an amount equal to \$40 *multiplied by the number of*
5 *tax periods included in the report.*

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

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

14 (c) The secretary of state shall charge each corporation a fee
15 established by rules and regulations, but not exceeding \$150, for issuing or
16 filing and indexing any of the corporate documents described below:

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

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

21 (3) certificate of designation of preferences;

22 (4) certificate of retirement of preferred stock;

23 (5) certificate of increase or reduction of capital;

24 (6) certificate of dissolution, either prior to or after beginning
25 business;

26 (7) certificate of revocation of voluntary dissolution;

27 (8) certificate of change of location of registered office and resident
28 agent;

29 (9) agreement of merger or consolidation;

30 (10) certificate of ownership and merger;

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

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

34 (13) certificate of withdrawal of foreign corporation;

35 (14) certificate of correction of any of the instruments designated in
36 this section;

37 (15) reservation of corporate name;

38 (16) restated articles of incorporation;

39 (17) ~~annual report~~ *extension of a business entity information report;*
40 and

41 (18) certificate of validation.

42 (d) The secretary of state shall charge each corporation a fee
43 established pursuant to rules and regulations but not exceeding \$50 for

1 issuing certified copies, photocopies, certificates of good standing and
2 certificates of fact; and any other certificate or filing for which a filing or
3 indexing fee is not prescribed by law.

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

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

12 Sec. 15. K.S.A. 17-7507 is hereby amended to read as follows: 17-
13 7507. No corporation shall be required to file its first ~~annual~~ *business*
14 *entity information* report under this act, or pay any ~~annual-report~~ fee
15 required to accompany such report, unless such corporation has filed its
16 articles of incorporation or foreign corporation application at least six
17 months prior to the last day of its tax period.

18 Sec. 16. K.S.A. 17-7509 is hereby amended to read as follows: 17-
19 7509. (a) In case any corporation organized for profit ~~which~~ *that* is
20 required to file ~~an annual~~ *a business entity information* report and pay the
21 ~~annual-report~~ *required* fee prescribed by this act shall fail or neglect to
22 make such report at the time prescribed, such corporation shall be subject
23 to a penalty of \$75. Such penalty and the ~~annual fee or~~ fees required to be
24 paid by this act may be recovered by an action in the name of the state, and
25 all moneys recovered shall be remitted to the state treasurer in accordance
26 with the provisions of K.S.A. 75-4215, and amendments thereto. Upon
27 receipt of each such remittance, the state treasurer shall deposit the entire
28 amount in the state treasury to the credit of the state general fund.

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

35 Sec. 17. K.S.A. 2019 Supp. 17-7510 is hereby amended to read as
36 follows: 17-7510. (a) In addition to any other penalties, the failure of any
37 domestic corporation to file the ~~annual~~ *business entity information* report
38 in accordance with the provisions of this act or to pay the ~~annual-report~~ fee
39 provided for within 90 days of the time for filing and paying the same or,
40 in the case of ~~an annual~~ *a* report filing and fee received by mail,
41 postmarked within 90 days of the time for filing and paying the same, shall
42 work the forfeiture of the articles of incorporation of such domestic
43 corporation. Within 60 days after the date such ~~annual~~ *business entity*

1 *information* report and fee are due, the secretary of state, by mail, shall
2 notify any corporation that has failed to submit such report and fee when
3 due that its articles of incorporation shall be forfeited unless the ~~annual~~
4 *business entity information* report is filed and the fee is paid within 90
5 days from the date such report and fee were due. Any corporation that fails
6 to submit such report and fee within such time shall forfeit its articles of
7 incorporation, and the secretary of state shall notify the attorney general
8 that the articles of incorporation of such corporation have been forfeited.

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

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

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

29 Sec. 18. K.S.A. 17-7511 is hereby amended to read as follows: 17-
30 7511. Pursuant to the authority granted by ~~subsection (c)~~ of K.S.A. 79-
31 3234(c), the secretary of state, as a legal representative of the state, may
32 inspect the annual Kansas income tax ~~return~~ *returns* of any corporation for
33 the purpose of verifying any information contained in the ~~annual~~ *business*
34 *entity information* report filed by such corporation with the secretary of
35 state pursuant to this act. The secretary of state shall not disclose any
36 information obtained from any such ~~return~~ *returns*, except as may be
37 necessary to commence an appropriate administrative or judicial
38 proceeding against the corporation filing the same, and shall disclose to
39 the secretary of revenue any information and allow the secretary to inspect
40 as necessary the ~~annual~~ *business entity information* report for purposes of
41 verifying any information contained on the franchise tax ~~return~~ *returns* as
42 provided in K.S.A. 79-5401, and amendments thereto.

43 Sec. 19. K.S.A. 2019 Supp. 17-7512 is hereby amended to read as

1 follows: 17-7512. The provisions of this act relating to the filing of ~~annual~~
2 *business entity information* reports and the payment of ~~annual report~~ fees
3 shall not apply to banking, insurance or savings and loan corporations,
4 credit unions, any firemen's relief association under the jurisdiction and
5 supervision of the insurance commissioner or to Kansas venture capital,
6 inc. or venture capital companies certified by the secretary of commerce
7 pursuant to article 83 of chapter 74 of the Kansas Statutes Annotated, and
8 amendments thereto.

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

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

- 14 (A) A certificate of amendment of articles of organization;
- 15 (B) restated articles of organization;
- 16 (C) a certificate of cancellation;
- 17 (D) a certificate of change of location of registered office or resident
18 agent;
- 19 (E) a certificate of merger or consolidation;
- 20 (F) a certificate of division; and
- 21 (G) any certificate, affidavit, agreement or any other paper provided
22 for in the Kansas revised limited liability company act, for which no
23 different fee is specifically prescribed;

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

28 (3) a fee of \$7.50 for each certificate of good standing and certificate
29 of fact issued by the secretary of state;

30 (4) a fee of \$5 for a report of record search, but furnishing the
31 following information shall not be considered a record search and no
32 charge shall be made therefor: Name of the limited liability company and
33 the address of its registered office; name and address of the resident agent;
34 the state of the limited liability company's formation; the date of filing of
35 its articles of organization or ~~annual business entity information~~ report; and
36 date of expiration; and

37 (5) for photocopies of instruments on file or prepared by the secretary
38 of state's office and which are not certified, a fee per page in an amount
39 fixed by the secretary of state and approved by the director of accounts and
40 reports for copies of corporate documents under K.S.A. 45-204, and
41 amendments thereto.

42 (b) Every limited liability company hereafter formed in this state shall
43 pay to the secretary of state, at the time of filing its articles of organization,

1 an application and recording fee of \$150.

2 (c) At the time of filing its application to do business, every foreign
3 limited liability company shall pay to the secretary of state an application
4 and recording fee of \$150.

5 (d) The fee for filing a certificate of reinstatement shall be the same
6 as that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a
7 certificate of reinstatement of a corporation's articles of incorporation.

8 Sec. 21. K.S.A. 2019 Supp. 17-76,139 is hereby amended to read as
9 follows: 17-76,139. (a) Every limited liability company organized under
10 the laws of this state shall make ~~an annual~~ *a written business entity*
11 *information report in writing* to the secretary of state, stating the
12 prescribed information concerning the limited liability company at the
13 close of business on the last day of its tax period next preceding the date of
14 filing. If the limited liability company's tax period is other than the
15 calendar year, it shall give notice of its different tax period in writing to the
16 secretary of state prior to December 31 of the year it commences the
17 different tax period.

18 (b) The ~~annual~~ report shall be filed *annually* at the time prescribed by
19 law for filing the limited liability company's annual Kansas income tax
20 return, *unless the limited liability company has provided notice to the*
21 *secretary of state that such limited liability company intends to file*
22 *business entity information reports biennially or triennially, in which case,*
23 *such reports shall be filed on the same date prescribed by law for filing the*
24 *limited liability company's annual Kansas income tax return in the year*
25 *the report is due according to the notice. A change in the time for filing*
26 *reports under this section shall become effective on the first day of the tax*
27 *period immediately following receipt of the notice of such change by the*
28 *secretary of state.*

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

31 (1) The name of the limited liability company; and

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

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

42 (2) The ~~annual~~ report shall be filed *annually* at the time prescribed by
43 law for filing the limited liability company's annual Kansas income tax

1 return, *unless the limited liability company has provided notice to the*
2 *secretary of state that such limited liability company intends to file*
3 *business entity information reports biennially or triennially, in which case,*
4 *such reports shall be filed on the same date prescribed by law for filing the*
5 *limited liability company's annual Kansas income tax return in the year*
6 *the report is due according to the notice. A change in the time for filing*
7 *reports under this section shall become effective on the first day of the tax*
8 *period immediately following receipt of the notice of such change by the*
9 *secretary of state.*

10 (3) ~~The annual~~ report shall be made on a form prescribed by the
11 secretary of state. ~~The report~~ and shall contain the name of the limited
12 liability company.

13 ~~(e)~~(e) ~~The annual~~ business entity information report required by this
14 section shall be executed by one or more authorized persons, and filed
15 with the secretary of state. The execution of such ~~annual~~ report by a person
16 who is authorized by this act to execute such ~~annual~~ report, upon filing
17 such ~~annual~~ report with the secretary of state, constitutes an oath or
18 affirmation, under penalties of perjury that, to the best of such person's
19 knowledge and belief, the facts stated therein are true.

20 (f) At the time of filing ~~the its~~ business entity information report, the
21 limited liability company shall pay to the secretary of state ~~an annual~~
22 ~~report~~ a fee in an amount equal to \$40 multiplied by the number of tax
23 periods included in the report.

24 ~~(d)~~(g) The provisions of K.S.A. 17-7509, and amendments thereto,
25 relating to penalties for failure of a corporation to file ~~an annual~~ a business
26 entity information report or pay the required ~~annual report~~ fee, and the
27 provisions of K.S.A. 17-7510(a), and amendments thereto, relating to
28 penalties for failure of a corporation to file ~~an annual~~ a business entity
29 information report or pay the required ~~annual report~~ fee, shall be
30 applicable to the articles of organization of any domestic limited liability
31 company or to the authority of any foreign limited liability company ~~which~~
32 ~~that~~ fails to file its ~~annual~~ business entity information report or pay the
33 ~~annual report~~ required fee within 90 days of the time prescribed in this
34 section for filing and paying the same or, in the case of ~~an annual~~ a report
35 filing and fee received by mail, postmarked within 90 days of the time for
36 filing and paying the same. Whenever the articles of organization of a
37 domestic limited liability company or the authority of any foreign limited
38 liability company are forfeited for failure to file ~~an annual~~ a business
39 entity information report or to pay the required ~~annual report~~ fee, the
40 domestic limited liability company or the authority of a foreign limited
41 liability company may be reinstated by filing a certificate of reinstatement,
42 pursuant to K.S.A. 2019 Supp. 17-76,146, and amendments thereto, and
43 paying to the secretary of state all fees, including any penalties thereon,

1 due to the state.

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

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

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

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

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

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

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

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

1 (b) The certificate of reinstatement shall be deemed to be an
2 amendment to the articles of organization or application for registration of
3 the limited liability company, and the limited liability company shall not
4 be required to take any further action to amend its articles of organization
5 or application for registration under K.S.A. 17-7674 or K.S.A. 2019 Supp.
6 17-7935, and amendments thereto, with respect to the matters set forth in
7 the certificate of reinstatement.

8 (c) Upon the filing of a certificate of reinstatement, a limited liability
9 company shall be reinstated with the same force and effect as if its articles
10 of organization or authority to do business had not been canceled or
11 forfeited pursuant to K.S.A. 17-76,139~~(d)~~(g) or K.S.A. 2019 Supp. 17-
12 7926(b), 17-7929(b) or 17-7934(f), and amendments thereto. Such
13 reinstatement shall validate all contracts, acts, matters and things made,
14 done and performed by the limited liability company, its members,
15 managers, employees and agents during the time when its articles of
16 organization or authority to do business was canceled or forfeited pursuant
17 to K.S.A. 17-76,139~~(d)~~(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b)
18 or 17-7934(f), and amendments thereto, with the same force and effect and
19 to all intents and purposes as if the articles of organization or authority to
20 do business had remained in full force and effect. All real and personal
21 property, and all rights and interests, ~~which that~~ belonged to the limited
22 liability company at the time its articles of organization or authority to do
23 business was canceled or forfeited pursuant to K.S.A. 17-76,139~~(d)~~(g) or
24 K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and
25 amendments thereto, or ~~which that~~ were acquired by the limited liability
26 company following the cancellation or forfeiture of its articles of
27 organization or authority to do business pursuant to K.S.A. 17-76,139~~(d)~~
28 (g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and
29 amendments thereto, and ~~which that~~ were not disposed of prior to the time
30 of its reinstatement, shall be vested in the limited liability company after
31 its reinstatement as fully as they were held by the limited liability
32 company at, and after, as the case may be, the time its articles of
33 organization or authority to do business was canceled or forfeited pursuant
34 to K.S.A. 17-76,139~~(d)~~(g) or K.S.A. 2019 Supp. 17-7926(b), 17-7929(b) or
35 17-7934(f), and amendments thereto. After its reinstatement, the limited
36 liability company shall be as exclusively liable for all contracts, acts,
37 matters and things made, done or performed in its name and on its behalf
38 by its members, managers, employees and agents prior to its reinstatement
39 as if its articles of organization or authority to do business had at all times
40 remained in full force and effect.

41 Sec. 23. K.S.A. 2019 Supp. 17-76,147 is hereby amended to read as
42 follows: 17-76,147. (a) A series whose certificate of designation has been
43 canceled pursuant to K.S.A. 17-76,139, and amendments thereto, may be

1 reinstated by filing in the office of the secretary of state a certificate of
2 reinstatement accompanied by the payment of the fee required by K.S.A.
3 17-76,136(d), and amendments thereto, and payment of the ~~annual report~~
4 fee due under K.S.A. 17-76,139~~(e)~~(f), and amendments thereto, and all
5 penalties and interest thereon due at the time of the cancellation of its
6 certificate of designation. The certificate of reinstatement shall set forth:

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

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

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

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

19 (b) The certificate of reinstatement shall be deemed to be an
20 amendment to the certificate of designation, and no further actions shall be
21 required to amend its certificate of designation under K.S.A. 2019 Supp.
22 17-76,143(d)(3), and amendments thereto, with respect to the matters set
23 forth in the certificate of reinstatement.

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

1 employees and agents prior to its reinstatement as if its certificate of
2 designation had at all times remained in full force and effect.

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

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

7 (a) For-profit filings:

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

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

12 (3) close corporation articles of incorporation as set forth in K.S.A.
13 17-6426, 17-7201, 17-7202 and 17-7203, and amendments thereto;

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

16 (5) certificate of validation as set forth in K.S.A. 2019 Supp. 17-
17 6428, and amendments thereto;

18 (6) foreign for-profit application for authority as set forth in K.S.A.
19 2019 Supp. 17-7931 ~~and K.S.A. 17-7307 through 17-7510~~, and
20 amendments thereto;

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

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

25 (9) for-profit certificate of amendment as set forth in K.S.A. 17-6003,
26 17-6401, 17-6601, 17-6602 and 17-6603, and amendments thereto;

27 (10) amendment to professional associations as set forth in K.S.A.
28 17-2709, and amendments thereto;

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

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

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

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

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

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

42 (17) certificate of amendment or termination of merger as set forth in
43 K.S.A. 17-6701, and amendments thereto;

1 (18) foreign corporation merger as set forth in K.S.A. 17-7302, and
2 amendments thereto;

3 (19) certificate of reinstatement as set forth in K.S.A. 17-7002, and
4 amendments thereto;

5 (20) certificate of dissolution prior to commencing business as set
6 forth in K.S.A. 17-6803, and amendments thereto;

7 (21) certificate of dissolution by stockholder's meeting as set forth in
8 K.S.A. 17-6804, and amendments thereto;

9 (22) certificate of dissolution by written consent as set forth in K.S.A.
10 17-6804, and amendments thereto;

11 (23) foreign certificate of cancellation as set forth in K.S.A. 2019
12 Supp. 17-7936, and amendments thereto; and

13 (24) certificate of revocation of dissolution as set forth in K.S.A. 17-
14 7001, and amendments thereto.

15 (b) Not-for-profit filings:

16 (1) Not-for-profit articles of incorporation as set forth in K.S.A. 17-
17 6002, and amendments thereto;

18 (2) foreign not-for-profit application for authority as set forth in
19 K.S.A. 2019 Supp. 17-7931, and amendments thereto;

20 (3) not-for-profit ~~annual~~ *business entity information* report as set forth
21 in K.S.A. 17-7504, and amendments thereto;

22 (4) not-for-profit certificate of amendment as set forth in K.S.A. 17-
23 6602, and amendments thereto;

24 (5) not-for-profit certificate of correction as set forth in K.S.A. 2019
25 Supp. 17-7912, and amendments thereto;

26 (6) not-for-profit change of registered office or resident agent as set
27 forth in K.S.A. 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and
28 amendments thereto;

29 (7) not-for-profit certificate of reinstatement as set forth in K.S.A. 17-
30 7002, and amendments thereto; and

31 (8) certificate of dissolution as set forth in K.S.A. 17-6803, 17-6804
32 and 17-6805, and amendments thereto.

33 Sec. 25. K.S.A. 2019 Supp. 17-7904 is hereby amended to read as
34 follows: 17-7904. The following documents related to limited liability
35 companies shall be filed with the secretary of state:

36 (a) Articles of organization as set forth in K.S.A. 17-7673 and K.S.A.
37 2019 Supp. 17-7673a, and amendments thereto;

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

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

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

- 1 (e) foreign series limited liability company application for admission
2 to transact business as set forth in K.S.A. 2019 Supp. 17-7931 and K.S.A.
3 2019 Supp. 17-76,143, and amendments thereto;
- 4 (f) ~~annual~~ *business entity information* report as set forth in K.S.A. 17-
5 76,139, and amendments thereto;
- 6 (g) certificate of amendment as set forth in K.S.A. 17-7674 and
7 K.S.A. 2019 Supp. 17-7674a, and amendments thereto;
- 8 (h) restated articles of organization as set forth in K.S.A. 17-7680,
9 and amendments thereto;
- 10 (i) series certificate of designation as set forth in K.S.A. 2019 Supp.
11 17-76,143, and amendments thereto;
- 12 (j) certificate of amendment or termination to certificate of merger or
13 consolidation as set forth in K.S.A. 17-7681, and amendments thereto;
- 14 (k) certificate of correction as set forth in K.S.A. 2019 Supp. 17-
15 7912, and amendments thereto;
- 16 (l) foreign certificate of correction as set forth in K.S.A. 2019 Supp.
17 17-7912, and amendments thereto;
- 18 (m) change of registered office or resident agent as set forth in K.S.A.
19 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and amendments
20 thereto;
- 21 (n) mergers as set forth in K.S.A. 17-7681, and amendments thereto;
- 22 (o) reinstatement as set forth in K.S.A. 17-76,139, and amendments
23 thereto;
- 24 (p) certificate of cancellation as set forth in K.S.A. 17-7675, and
25 amendments thereto;
- 26 (q) foreign cancellation of registration as set forth in K.S.A. 2019
27 Supp. 17-7936, and amendments thereto; and
- 28 (r) certificate of division as set forth in K.S.A. 2019 Supp.17-7685a,
29 and amendments thereto.
- 30 Sec. 26. K.S.A. 2019 Supp. 17-7905 is hereby amended to read as
31 follows: 17-7905. ~~(a)~~ The following documents related to limited
32 partnerships shall be filed with the secretary of state:
- 33 ~~(1)~~(a) Certificate of limited partnership as set forth in K.S.A. 56-
34 1a151, and amendments thereto;
- 35 ~~(2)~~(b) foreign application for registration as set forth in K.S.A. 2019
36 Supp. 17-7931, and amendments thereto;
- 37 ~~(3)~~(c) ~~annual~~ *business entity information* report as set forth in K.S.A.
38 56-1a606 and 56-1a607, and amendments thereto;
- 39 ~~(4)~~(d) amendment to certificate as set forth in K.S.A. 56-1a152, and
40 amendments thereto;
- 41 ~~(5)~~(e) restated certificate as set forth in K.S.A. 56-1a160, and
42 amendments thereto;
- 43 ~~(6)~~(f) change of registered office or resident agent as set forth in

1 K.S.A. 2019 Supp. 17-7926, 17-7927, 17-7928 and 17-7929, and
2 amendments thereto;

3 ~~(7)~~(g) foreign certificate of amendment or correction as set forth in
4 K.S.A. 2019 Supp. 17-7912, and amendments thereto;

5 ~~(8)~~(h) mergers as set forth in K.S.A. 2019 Supp. 17-78,201 through
6 17-78,206, and amendments thereto;

7 ~~(9)~~(i) reinstatement as set forth in K.S.A. 56-1a606 and 56-1a607,
8 and amendments thereto;

9 ~~(10)~~(j) cancellation as set forth in K.S.A. 56-1a153, and amendments
10 thereto; and

11 ~~(11)~~(k) foreign cancellation of registration as set forth in K.S.A. 2019
12 Supp. 17-7936, and amendments thereto.

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

14 Sec. 27. K.S.A. 2019 Supp. 17-7906 is hereby amended to read as
15 follows: 17-7906. ~~(a)~~ The following documents related to limited liability
16 partnerships shall be filed with the secretary of state:

17 ~~(1)~~(a) Statement of qualification as set forth in K.S.A. 56a-1001, and
18 amendments thereto;

19 ~~(2)~~(b) foreign statement of qualification as set forth in K.S.A. 2019
20 Supp. 17-7931, and amendments thereto;

21 ~~(3)~~(c) ~~annual~~ *business entity information* report as set forth in K.S.A.
22 56a-1201 and 56a-1202, and amendments thereto;

23 ~~(4)~~(d) amendment to statement of qualification as set forth in K.S.A.
24 56a-105, and amendments thereto;

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

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

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

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

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

36 ~~(10)~~(j) statement of dissolution as set forth in K.S.A. 56a-105 and
37 56a-805, and amendments thereto; and

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

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

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

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

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

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

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

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

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

43 (b) The filing of a certificate of dissolution or certificate of

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

5 ~~(e) This section shall take effect on and after January 1, 2015.~~

6 Sec. 30. K.S.A. 53-601 is hereby amended to read as follows: 53-601.

7 (a) Except as provided by subsection (b), whenever a law of this state or
8 any rules and regulations, order or requirement adopted or issued
9 thereunder requires or permits a matter to be supported, evidenced,
10 established or proved by the sworn written declaration, verification,
11 certificate, statement, oath or affidavit of a person, such matter may be
12 supported, evidenced, established or proved with the same force and effect
13 by the unsworn written declaration, verification, certificate or statement
14 dated and subscribed by the person as true, under penalty of perjury, in
15 substantially the following form:

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

19 _____(Signature)"

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

23 _____(Signature)"

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

- 26 (1) An oath of office.
- 27 (2) An oath required to be taken before a specified official other than
28 a notary public.
- 29 (3) An oath of a testator or witnesses as required for wills, codicils,
30 revocations of wills and codicils and republications of wills and codicils.

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

35 (d) On or after July 1, 1989, whenever an officer or partner listed in
36 ~~subsection (b) of K.S.A. 17-2718(d), subsection (e) of K.S.A. 17-7503(e),~~
37 ~~subsection (e) of K.S.A. 17-7504(e), subsection (e) of K.S.A. 17-7505(e),~~
38 ~~subsection (d) of K.S.A. 56-1a606 or subsection (d) of (e) or K.S.A. 56-~~
39 ~~1a607(e),~~ and amendments thereto, is required to execute a report before a
40 notary or swear an oath before an officer authorized to administer oaths, in
41 lieu thereof, such person may execute an unsworn declaration if such
42 declaration is in substantial conformity with subsections (a), (b) and (c) of
43 this section.

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

3 Sec. 31. K.S.A. 56-1a605 is hereby amended to read as follows: 56-
4 1a605. (a) The secretary of state shall charge each domestic and foreign
5 limited partnership the following fees:

6 (1) For issuing or filing and indexing any of the documents described
7 below, a fee of \$20:

8 (A) A certificate of amendment of limited partnership;

9 (B) a restated certificate of limited partnership;

10 (C) a certificate of cancellation of limited partnership;

11 (D) a certificate of change of location of registered office or
12 registered agent; and

13 (E) any certificate, affidavit, agreement or any other paper provided
14 for in this act, for which no different fee is specifically prescribed;

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

20 (3) for each certificate of good standing and certificate of fact issued
21 by the secretary of state, a fee of \$7.50;

22 (4) for a report of record search, a fee of \$5, but furnishing the
23 following information shall not be considered a record search and no
24 charge shall be made therefor: name of the limited partnership and the
25 address of its registered office; name and address of the resident agent; the
26 state of the limited partnership's formation; the date of filing of its
27 certificate of limited partnership or ~~annual~~ *business entity information*
28 report; and date of expiration; and

29 (5) for photocopies of instruments on file or prepared by the secretary
30 of state's office and which are not certified, a fee per page in an amount
31 fixed by the secretary of state and approved by the director of accounts and
32 reports for copies of corporate documents under K.S.A. 45-204 and
33 amendments thereto.

34 (b) Every limited partnership hereafter formed in this state shall pay
35 to the secretary of state at the time of filing its certificate of limited
36 partnership, an application and recording fee of \$150.

37 (c) At the time of filing its application to do business, every foreign
38 limited partnership shall pay to the secretary of state an application and
39 recording fee of \$150.

40 (d) The secretary of state shall not charge any fees for the documents
41 or services described in this section upon an official request by any agency
42 of this state or of the United States, or by any officer or employee thereof.

43 Sec. 32. K.S.A. 2019 Supp. 56-1a606 is hereby amended to read as

1 follows: 56-1a606. (a) Every limited partnership organized under the laws
2 of this state shall make ~~an annual~~ *a written business entity information*
3 report ~~in writing~~ to the secretary of state, stating the prescribed
4 information concerning the limited partnership at the close of business on
5 the last day of its tax period next preceding the date of filing. If the limited
6 partnership's tax period is other than the calendar year, it shall give notice
7 of its different tax period to the secretary of state prior to December 31 of
8 the year it commences the different tax period.

9 (b) The ~~annual~~ report shall be filed *annually* at the time prescribed by
10 law for filing the limited partnership's annual Kansas income tax return,
11 *unless the limited partnership has provided notice to the secretary of state*
12 *that such limited partnership intends to file business entity information*
13 *reports biennially or triennially, in which case, such reports shall be filed*
14 *on the same date prescribed by law for filing the limited partnership's*
15 *annual Kansas income tax return in the year the report is due according to*
16 *the notice. A change in the time for filing reports under this section shall*
17 *become effective on the first day of the tax period immediately following*
18 *receipt of the notice of such change by the secretary of state.*

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

21 (1) The name of the limited partnership; and

22 (2) a list of the partners owning at least 5% of the capital of the
23 partnership, with the address of each.

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

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

33 (2) whether any of the agricultural land held and reported under
34 ~~subsection (e)(1) paragraph (1)~~ *paragraph (1)* was acquired after July 1, 1981.

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

38 (f) At the time of filing ~~the its business entity information~~ report, the
39 limited partnership shall pay to the secretary of state ~~an annual report~~ *a fee*
40 *in an amount equal to \$40 multiplied by the number of tax periods*
41 *included in the report.*

42 (e)(g) The provisions of K.S.A. 17-7509, and amendments thereto,
43 relating to penalties for failure of a corporation to file ~~an annual~~ *a business*

1 *entity information* report or pay the required ~~annual report~~ fee, and the
 2 provisions of K.S.A. 17-7510(a), and amendments thereto, relating to
 3 forfeiture of a domestic corporation's articles of incorporation for failure to
 4 file ~~an annual~~ *a business entity information* report or pay the required
 5 ~~annual report~~ fee, shall be applicable to the certificate of partnership of any
 6 limited partnership ~~which that~~ fails to file its ~~annual business entity~~
 7 *information* report or pay the ~~annual report~~ *required* fee within 90 days of
 8 the time prescribed in this section for filing and paying the same or, in the
 9 case of ~~an annual~~ *a* report filing and fee received by mail, postmarked
 10 within 90 days of the time prescribed in this section for filing and paying
 11 the same. Whenever the certificate of partnership of a limited partnership
 12 is forfeited for failure to file ~~an annual~~ *a business entity information* report
 13 or to pay the required ~~annual report~~ fee, the limited partnership may be
 14 reinstated by filing a certificate of reinstatement, in the manner and form
 15 to be prescribed by the secretary of state and paying to the secretary of
 16 state all fees, including any penalties thereon, due to the state. The fee for
 17 filing a certificate of reinstatement shall be the same as that prescribed by
 18 K.S.A. 17-7506, and amendments thereto, for filing a certificate of
 19 reinstatement of a corporation's articles of incorporation.

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

29 (b) ~~The annual~~ report shall be filed *annually* at the time prescribed by
 30 law for filing the limited partnership's annual Kansas income tax return,
 31 *unless the foreign limited partnership has provided notice to the secretary*
 32 *of state that such foreign limited partnership intends to file business entity*
 33 *information reports biennially or triennially, in which case, such reports*
 34 *shall be filed on the same date prescribed by law for filing the foreign*
 35 *limited partnership's annual Kansas income tax return in the year the*
 36 *report is due according to the notice. A change in the time for filing*
 37 *reports under this section shall become effective on the first day of the tax*
 38 *period immediately following receipt of the notice of such change by the*
 39 *secretary of state.*

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

43 (e)(d) Every foreign limited partnership subject to the provisions of

1 this section ~~which~~ *that* is a limited agricultural partnership, as defined in
2 K.S.A. 17-5903, and amendments thereto, and ~~which that~~ holds
3 agricultural land, as defined in K.S.A. 17-5903, and amendments thereto,
4 within this state shall show the following additional information on the
5 report:

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

9 (2) whether any of the agricultural land held and reported under
10 ~~subsection (e)(1)~~ *paragraph (1)* was acquired after July 1, 1981.

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

14 (f) At the time of filing ~~the its business entity information~~ report, the
15 foreign limited partnership shall pay to the secretary of state ~~an annual~~
16 ~~report~~ a fee in an amount equal to \$40 *multiplied by the number of tax*
17 *periods included in the report.*

18 ~~(e)~~(g) The provisions of K.S.A. 17-7509, and amendments thereto,
19 relating to penalties for failure of a corporation to file ~~an annual a business~~
20 ~~entity information~~ report or pay the required ~~annual report~~ fee, and the
21 provisions of K.S.A. 17-7510(b), and amendments thereto, relating to
22 forfeiture of a foreign corporation's authority to do business in this state
23 for failure to file ~~an annual a business entity information~~ report or pay the
24 required ~~annual report~~ fee, shall be applicable to the authority of any
25 foreign limited partnership which fails to file its ~~annual business entity~~
26 ~~information~~ report or pay the ~~annual report~~ *required* fee within 90 days of
27 the time prescribed in this section for filing and paying the same or, in the
28 case of ~~an annual a~~ report filing and fee received by mail, postmarked
29 within 90 days of the time prescribed in this section for filing and paying
30 the same. Whenever the authority of a foreign limited partnership to do
31 business in this state is forfeited for failure to file ~~an annual a business~~
32 ~~entity information~~ report or to pay the required ~~annual report~~ fee, the
33 foreign limited partnership's authority to do business in this state may be
34 reinstated by filing a certificate of reinstatement, in the manner and form
35 to be prescribed by the secretary of state and paying to the secretary of
36 state all fees, including any penalties thereon, due to the state. The fee for
37 filing a certificate of reinstatement shall be the same as that prescribed by
38 K.S.A. 17-7506, and amendments thereto, for filing a certificate of
39 reinstatement of a corporation's articles of incorporation.

40 Sec. 34. K.S.A. 2019 Supp. 56a-1201 is hereby amended to read as
41 follows: 56a-1201. (a) Every limited liability partnership organized under
42 the laws of this state shall make ~~an annual a written business entity~~
43 ~~information~~ report ~~in writing~~ to the secretary of state, stating the

1 prescribed information concerning the limited liability partnership at the
2 close of business on the last day of its tax period next preceding the date of
3 filing. If the limited liability partnership's tax period is other than the
4 calendar year, it shall give notice of its different tax period in writing to the
5 secretary of state prior to December 31 of the year it commences the
6 different tax period.

7 (b) ~~The annual~~ report shall be filed *annually* at the time prescribed by
8 law for filing the limited liability partnership's annual Kansas income tax
9 return, *unless the limited liability partnership has provided notice to the*
10 *secretary of state that such limited liability partnership intends to file*
11 *business entity information reports biennially or triennially, in which case,*
12 *such reports shall be filed on the same date prescribed by law for filing the*
13 *limited liability partnership's annual Kansas income tax return in the year*
14 *the report is due according to the notice. A change in the time for filing*
15 *reports under this section shall become effective on the first day of the tax*
16 *period immediately following receipt of the notice of such change by the*
17 *secretary of state.*

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

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

23 ~~(e)(d)~~ The ~~annual~~ report shall be signed by a partner of the limited
24 liability partnership under penalty of perjury and forwarded to the
25 secretary of state.

26 (e) At the time of filing ~~the its business entity information~~ report, the
27 limited liability partnership shall pay to the secretary of state ~~an annual~~
28 ~~report~~ a fee in an amount equal to \$40 *multiplied by the number of tax*
29 *periods included in the report.*

30 ~~(d)(f)~~ The provisions of K.S.A. 17-7509, and amendments thereto,
31 relating to penalties for failure of a corporation to file ~~an annual a business~~
32 *entity information* report or pay the required ~~annual-report~~ fee, and the
33 provisions of K.S.A. 17-7510(a), and amendments thereto, relating to
34 penalties for failure of a corporation to file ~~an annual a business entity~~
35 *information* report or pay the required ~~annual-report~~ fee, shall be
36 applicable to the statement of qualification of any limited liability
37 partnership ~~which that~~ fails to file its ~~annual business entity information~~
38 report or pay the ~~annual-report~~ *required* fee within 90 days of the time
39 prescribed in this section for filing and paying the same or, in the case of
40 ~~an annual a~~ report filing and fee received by mail, postmarked within 90
41 days of the time prescribed in this section for filing and paying the same.
42 Whenever the statement of qualification of a limited liability partnership is
43 forfeited for failure to file ~~an annual a business entity information~~ report or

1 to pay the required ~~annual report~~ fee, the limited liability partnership may
2 be reinstated by filing a certificate of reinstatement, in the manner and
3 form to be prescribed by the secretary of state and paying to the secretary
4 of state all fees, including any penalties thereon, due to the state. The fee
5 for filing a certificate of reinstatement shall be the same as that prescribed
6 by K.S.A. 17-7506, and amendments thereto, for filing a certificate of
7 reinstatement of a corporation's articles of incorporation.

8 Sec. 35. K.S.A. 2019 Supp. 56a-1202 is hereby amended to read as
9 follows: 56a-1202. (a) Every foreign limited liability partnership shall
10 make ~~an annual~~ *a written business entity information report in writing* to
11 the secretary of state, stating the prescribed information concerning the
12 foreign limited liability partnership at the close of business on the last day
13 of its tax period next preceding the date of filing. If the foreign limited
14 liability partnership's tax period is other than the calendar year, it shall
15 give notice in writing of its different tax period to the secretary of state
16 prior to December 31 of the year it commences the different tax period.

17 (b) ~~The annual~~ report shall be filed *annually* at the time prescribed by
18 law for filing the foreign limited liability partnership's annual Kansas
19 income tax return, *unless the foreign limited liability partnership has*
20 *provided notice to the secretary of state that such foreign limited liability*
21 *partnership intends to file business entity information reports biennially or*
22 *triennially, in which case, such reports shall be filed on the same date*
23 *prescribed by law for filing the foreign limited liability partnership's*
24 *annual Kansas income tax return in the year the report is due according to*
25 *the notice. A change in the time for filing reports under this section shall*
26 *become effective on the first day of the tax period immediately following*
27 *receipt of the notice of such change by the secretary of state.*

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

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

34 (e) At the time of filing ~~the its business entity information~~ report, the
35 foreign limited liability partnership shall pay to the secretary of state ~~an~~
36 ~~annual report~~ a fee in an amount equal to \$40 *multiplied by the number of*
37 *tax periods included in the report.*

38 ~~(d)(f)~~ The provisions of K.S.A. 17-7509, and amendments thereto,
39 relating to penalties for failure of a corporation to file ~~an annual~~ *a business*
40 *entity information* report or pay the required ~~annual report~~ fee, and the
41 provisions of K.S.A. 17-7510(a), and amendments thereto, relating to
42 penalties for failure of a corporation to file ~~an annual~~ *a business entity*
43 *information* report or pay the required ~~annual report~~ fee, shall be

1 applicable to the statement of foreign qualification of any foreign limited
2 liability partnership ~~which that~~ fails to file its ~~annual business entity~~
3 *information* report or pay the ~~annual report~~ *required* fee within 90 days of
4 the time prescribed in this section for filing and paying the same or, in the
5 case of ~~an annual~~ a report filing and fee received by mail, postmarked
6 within 90 days of the time prescribed in this section for filing and paying
7 the same. Whenever the statement of foreign qualification of a foreign
8 limited liability partnership is forfeited for failure to file ~~an annual a~~
9 *business entity information* report or to pay the required ~~annual report~~ fee,
10 the statement of foreign qualification of the foreign limited liability
11 partnership may be reinstated by filing a certificate of reinstatement, in the
12 manner and form to be prescribed by the secretary of state and paying to
13 the secretary of state all fees, including any penalties thereon, due to the
14 state. The fee for filing a certificate of reinstatement shall be the same as
15 that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a
16 certificate of reinstatement of a corporation's articles of incorporation.

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

23 Sec. 37. K.S.A. 75-447 is hereby amended to read as follows: 75-447.
24 Any entity required to file ~~an annual a~~ *business entity information* report
25 with the secretary of state for a tax year commencing prior to January 1,
26 2004, shall be subject to the statutes in effect prior to ~~the effective date of~~
27 ~~this act~~ *July 1, 2004*, with respect to such ~~annual~~ report.

28 Sec. 38. K.S.A. 17-1513, 17-1618, 17-2037, 17-4677, 17-5902, 17-
29 7507, 17-7509, 17-7511, 53-601, 56-1a605, 75-446 and 75-447 and K.S.A.
30 2019 Supp. 17-2036, 17-2718, 17-4634, 17-6014, 17-7002, 17-7503, 17-
31 7504, 17-7505, 17-7506, 17-7510, 17-7512, 17-76,136, 17-76,139, 17-
32 76,146, 17-76,147, 17-7903, 17-7904, 17-7905, 17-7906, 17-7910, 17-
33 7936, 56-1a606, 56-1a607, 56a-1201 and 56a-1202 are hereby repealed.

34 Sec. 39. This act shall take effect and be in force from and after its
35 publication in the statute book.