

2021 Kansas Statutes

17-2712. **Same; shares, who may hold; transfer, how; securities law not applicable.** (a) A professional corporation may issue the shares of its capital stock only to a qualified person. A shareholder may voluntarily transfer their shares in a professional corporation to the corporation or to a qualified person with the prior written consent of the corporation unless the articles of incorporation otherwise provide. No shares may be transferred upon the books of the professional corporation or issued by the professional corporation until there is presented to and filed with the corporation a certificate by the regulating board stating that the person to whom the transfer is to be made or the shares issued is duly licensed to render the same type of professional services as that for which the corporation was organized. No shareholder shall enter into any voting trust agreement, proxy, or any other type of agreement vesting another person, other than another shareholder of the same corporation, with authority to exercise the voting power of any or all of their stock. The issuance or transfer of any shares and any proxy, voting trust or other agreement made in violation of this section shall be null and void. Every certificate of stock issued by a professional corporation shall contain substantially the following provision: "The ownership and transfer of this stock and the rights and obligations of stockholders are subject to the limitations and provisions of the professional corporation law of Kansas."

(b) The Kansas securities law as contained in article 12 of chapter 17 of the Kansas Statutes Annotated shall not be applicable to nor govern any transactions relating to any shares of a professional corporation.

(c) A general partnership, if all partners thereof are authorized to render a professional service permitted by the articles of incorporation of the issuing professional corporation and in which at least one partner is authorized by a licensing authority of this state to render in this state a professional service permitted by the articles of incorporation of the corporation, shall be deemed a qualified person for purposes of this section.

(d) A professional corporation or foreign professional corporation in which at least one shareholder is authorized by a licensing authority of this state to render in this state a professional service permitted by the articles of incorporation of the corporation shall be deemed a qualified person for purposes of this section.

History: L. 1965, ch. 157, § 7; L. 1989, ch. 78, § 2; July 1.