

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

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

(2) Notice of the special meeting of stockholders shall be given in accordance with K.S.A. 17-6512, and amendments thereto, to each stockholder whose shares were entitled to vote upon a proposed dissolution before the corporation was dissolved.

(3) At the meeting, a vote of the stockholders shall be taken on the resolution to revoke the dissolution. If a majority of the stock of the corporation which was outstanding and entitled to vote upon a dissolution at the time of its dissolution shall be voted for the resolution, a certificate of revocation of dissolution shall be executed in accordance with K.S.A. 17-6003, and amendments thereto, which shall state:

(i) The name of the corporation;

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

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

(iv) that a majority of the stock of the corporation which was outstanding and entitled to vote upon a dissolution at the time of its dissolution have voted in favor of a resolution to revoke the dissolution.

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

(c) If, after the dissolution of any such corporation became effective, any other corporation organized under the laws of this state shall have adopted the same name as such corporation, or shall have adopted a name so nearly similar thereto as not to distinguish it from such corporation, or any foreign corporation shall have qualified to do business in this state under the same name as such corporation or under a name so nearly similar thereto as not to distinguish it from such corporation, then such corporation shall not be reinstated under the same name which it bore when its dissolution became effective. In such case, it shall adopt and be reinstated under some other name, and the certificate to be filed under the provisions of this section shall set forth the name borne by such corporation at the time its dissolution became effective and the new name under which it is to be reinstated.

(d) Upon the filing of the certificate with the secretary of state to which subsection (b) refers, the provisions of subsection (d) of K.S.A. 17-6501, and amendments thereto, shall govern, and the period of time the corporation was in dissolution shall be included within the calculation of the 30-day and 13-month periods to which subsection (d) of K.S.A. 17-6501, and amendments thereto, refers. An election of directors, however, may be held at the special meeting of stockholders to which subsection (a) refers and, in that event, that meeting of stockholders shall be deemed an annual meeting of stockholders for purposes of subsection (d) of K.S.A. 17-6501, and amendments thereto.

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

History: L. 1972, ch. 52, § 117; L. 1998, ch. 189, § 19; L. 2000, ch. 39, § 40; L. 2004, ch. 143, § 73; Jan. 1, 2005.