

17-7676. Execution; power of attorney. (a) The articles of organization and each certificate required by K.S.A. 17-7673 through 17-7683, and amendments thereto, to be filed with the secretary of state shall be executed by one or more authorized persons.

(b) Unless otherwise provided in an operating agreement, any person may sign articles of organization or any certificate, or any amendment thereof, or enter into an operating agreement or amendment thereof by an agent, including an attorney-in-fact. An authorization, including a power of attorney, to sign articles of organization or any certificate, or any amendment thereof, or to enter into an operating agreement or amendment thereof need not be in writing, need not be sworn to, verified or acknowledged, and need not be filed with the secretary of state, but if in writing, must be retained by the limited liability company.

(c) For all purposes of the laws of the state of Kansas, a power of attorney with respect to matters relating to the organization, internal affairs or termination of a limited liability company or granted by a person as a member or assignee of a limited liability company interest or by a person seeking to become a member or an assignee of a limited liability company interest shall be irrevocable if it states that it is irrevocable and it is coupled with an interest sufficient in law to support an irrevocable power. Such irrevocable power of attorney, unless otherwise provided therein, shall not be affected by subsequent death, disability, incapacity, dissolution, termination of existence or bankruptcy of, or any other event concerning, the principal. A power of attorney with respect to matters relating to the organization, internal affairs or termination of a limited liability company or granted by a person as a member or an assignee of a limited liability company interest or by a person seeking to become a member or an assignee of a limited liability company interest and, in either case, granted to the limited liability company, a manager or member thereof, or any of their respective officers, directors, managers, members, partners, trustees, employees or agents shall be deemed coupled with an interest sufficient in law to support an irrevocable power.

(d) The execution of articles of organization or a certificate by a person who is authorized by this act to execute such articles of organization or certificate, upon filing such articles of organization or certificate with the secretary of state, constitutes an oath or affirmation, under the penalties of perjury that, to the best of such person's knowledge and belief, the facts stated therein are true.

History: L. 1999, ch. 119, § 15; L. 2014, ch. 40, § 12; July 1.