

HOUSE BILL No. 2391

By Committee on Commerce, Labor and Economic Development

2-12

Proposed Amendments to
House Bill No. 2391
House Committee on Commerce, Labor
and Economic Development
February 24, 2021
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Office of Revisor of Statutes
"Secretary of State reinstatement
filing requirements"

1 AN ACT concerning business entities; providing for biannual filing of
2 business reports; changing business filing provisions and requirements
3 related to business names and electronic signatures; removing certain
4 exemptions from the open records act for certain business tax records
5 no longer required to be filed; UCC filings with improperly included
6 social security numbers; other filing or information requirements; filing
7 fees; repealing certain obsolete statutes including relating to blanket
8 music licenses; amending K.S.A. 17-1513, 17-1618, 17-2037, 17-2711,
9 17-4677, 17-5902, 17-7509, 17-7511, 53-601, 56-1a151, 56-1a605,
10 56a-101, 75-446 and 75-3520 and K.S.A. 2020 Supp. 17-2036, 17-
11 2718, 17-4634, 17-6014, 17-6014, as amended by section 10 of this act,
12 17-7002, 17-7503, 17-7504, 17-7505, 17-7506, 17-7510, 17-7512, 17-
13 76,136, 17-76,139, 17-76,147, 17-78-601, 17-7903, 17-7904, 17-7905,
14 17-7906, 17-7910, 17-7910, as amended by section 29 of this act, 17-
15 7936, 45-229, 56-1a606, 56-1a607, 56a-1001, 56a-1201 and 56a-1202
16 and repealing the existing sections; also repealing K.S.A. 17-7507, 57-
17 205, 57-206, 57-207 and 75-447.

17-76, 146,

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18
19 *Be it enacted by the Legislature of the State of Kansas:*

20 Section 1. On and after January 1, 2023, K.S.A. 17-1513 is hereby
21 amended to read as follows: 17-1513. Each corporation organized under
22 the provisions of this act shall make ~~an annual~~ a written business entity
23 information report to the secretary of state, and pay the ~~annual report~~
24 required fee, as prescribed by K.S.A. 17-7503, and amendments thereto.

25 Sec. 2. On and after January 1, 2023, K.S.A. 17-1618 is hereby
26 amended to read as follows: 17-1618. Each association formed under this
27 act, ~~or acts amendatory thereto~~, shall prepare and make ~~an annual~~ a written
28 business entity information report to the secretary of state, and pay the
29 annual report required fee, as prescribed by K.S.A. 17-7504, and
30 amendments thereto, ~~except that the report shall be filed at the time~~
31 ~~prescribed by law for filing the association's annual Kansas income tax~~
32 ~~return.~~

33 Sec. 3. On and after January 1, 2023, K.S.A. 2020 Supp. 17-2036 is
34 hereby amended to read as follows: 17-2036. (a) Every business trust shall
35 make ~~an annual~~ a written business entity information report ~~in writing~~
36 to the secretary of state, stating the prescribed information concerning the

1 shall have adopted the same name as the corporation sought to be renewed
 2 or reinstated, or shall have adopted a name so nearly similar thereto as not
 3 to distinguish it from the corporation to be renewed or reinstated, then in
 4 such case the corporation to be renewed or reinstated shall not be renewed
 5 under the same name which it bore when its articles of incorporation
 6 became forfeited or void pursuant to this code or expired, but shall adopt
 7 or be renewed under some other name; and in such case the certificate to
 8 be filed under the provisions of this section shall set forth the name borne
 9 by the corporation at the time its articles of incorporation became forfeited
 10 or void pursuant to this code, or expired and the new name under which
 11 the corporation is to be renewed or reinstated.

12 (g) Any corporation that renews or reinstates its articles of
 13 incorporation or authority to engage in business under this code shall file
 14 ~~all annual business entity information reports for up to the five most recent~~
 15 ~~reporting periods~~ and pay to the secretary of state an amount equal to all
 16 fees and any penalties thereon due. Nonprofit corporations shall file only
 17 ~~the annual business entity information reports for the three most recent~~
 18 ~~reporting periods period, but shall~~ and pay to the secretary of state an
 19 amount equal to all fees due.

or ten most recent annual report periods

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

33 (i) After a reinstatement of the articles of incorporation of the
 34 corporation shall have been effected, the provisions of K.S.A. 17-6501(c),
 35 and amendments thereto, shall govern and the period of time the articles of
 36 incorporation of the corporation was forfeited pursuant to this code, or
 37 after its expiration by limitation, shall be included within the calculation of
 38 the 30-day and 13-month periods to which K.S.A. 17-6501(c), and
 39 amendments thereto, refers. A special meeting of stockholders held in
 40 accordance with subsection (h) shall be deemed an annual meeting of the
 41 stockholders for purposes of K.S.A. 17-6501(c), and amendments thereto.

42 (j) Whenever it shall be desired to renew or reinstate the articles of
 43 incorporation or authority to engage in business of any nonstock

1 authority of a foreign limited liability company may be reinstated by filing
2 a certificate of reinstatement, pursuant to K.S.A. 2020 Supp. 17-76,146,
3 and amendments thereto, and the certificate of designation may be
4 reinstated by filing a certificate of reinstatement, pursuant to K.S.A. 2020
5 Supp. 17-76,147, and amendments thereto, and in each case, paying to the
6 secretary of state all fees, including any penalties thereon, due to the state.

7 ~~(e)~~ No limited liability company or series shall be required to file its
8 first annual report under the Kansas revised limited liability company act,
9 or pay any annual report fee required to accompany such report, unless
10 such limited liability company has filed its articles of organization or
11 application for authority or the certificate of designation of such series has
12 been filed at least six months prior to the last day of its tax period.

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

21 ~~(g)~~(i) A copy of such application shall be open to inspection by or
22 disclosure to any person who was a member of such limited liability
23 company or series during any part of the period covered by the extension.

24 Sec. 23. On and after January 1, 2023, K.S.A. 2020 Supp. 17-76,147
25 is hereby amended to read as follows: 17-76,147. (a) A series whose
26 certificate of designation has been canceled pursuant to K.S.A. 17-76,139,
27 and amendments thereto, may be reinstated by filing in the office of the
28 secretary of state a certificate of reinstatement accompanied by the
29 payment of the fee required by K.S.A. 17-76,136(d), and amendments
30 thereto, and payment of the annual business entity information report fee
31 due under K.S.A. 17-76,139(e), and amendments thereto, ~~and all penalties~~
32 ~~and interest thereon due at the time of the cancellation of its certificate of~~
33 ~~designation.~~ The certificate of reinstatement shall set forth:

34 (1) The name of the limited liability company at the time the
35 certificate of designation was canceled and, if such name has changed, the
36 name of the limited liability company at the time of reinstatement of the
37 series;

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

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

Attachment

Renumbering sections accordingly

for up to the five most recent biennial reporting periods or ten most recent annual report periods, and paying to the secretary of state an amount equal to all fees and any penalties due

1 taxes and fees, the secretary of state shall, if the secretary of state finds
2 that the document conforms to law, certify that the document has been
3 filed in the office of the secretary of state by endorsing upon the
4 ~~electronically recorded~~ *electronically recorded* document the word "Filed"
5 and the date and hour of its filing. This endorsement is the "filing date" of
6 the document and is conclusive of the date and time of its filing in the
7 absence of actual fraud. The secretary of state shall thereupon record the
8 endorsed document in an electronic medium and that electronic document
9 shall become the original document; and

10 (d) the secretary of state shall return a certified copy of the recorded
11 document to the person who filed the document or that person's
12 representative, except this provision shall not apply to annual reports.

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

18 Sec. 30. On and after January 1, 2023, K.S.A. 2020 Supp. 17-7910, as
19 amended by section 29 of this act, is hereby amended to read as follows:
20 17-7910. When any document is required by this act to be filed with the
21 secretary of state, such requirement means that:

30

22 (a) The original signed document shall be delivered to the office of
23 the secretary of state, where the document shall be recorded in an
24 electronic medium. Any signature on documents authorized to be filed
25 with the secretary of state under the provisions of this act may be a
26 facsimile, a conformed signature, an electronic signature or an
27 electronically transmitted signature;

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

31 (c) upon delivery of the document, and upon tender of the required
32 taxes and fees, the secretary of state shall, if the secretary of state finds
33 that the document conforms to law, certify that the document has been
34 filed in the office of the secretary of state by endorsing upon the
35 electronically recorded document the word "Filed" and the date and hour
36 of its filing. This endorsement is the "filing date" of the document and is
37 conclusive of the date and time of its filing in the absence of actual fraud.
38 The secretary of state shall thereupon record the endorsed document in an
39 electronic medium and that electronic document shall become the original
40 document; and

41 (d) the secretary of state shall return a certified copy of the recorded
42 document to the person who filed the document or that person's
43 representative, except this provision shall not apply to ~~annual~~ *business*

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

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

6 (f) At the time of filing ~~the its business entity information~~ report, the
7 limited partnership shall pay to the secretary of state ~~an annual report~~ a fee
8 in an amount equal to ~~\$40~~ \$80, plus the amount specified in rules and
9 regulations of the secretary multiplied by the number of tax periods
10 included in the report.

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

32 Sec. 37. On and after January 1, 2023, K.S.A. 2020 Supp. 56-1a607
33 is hereby amended to read as follows: 56-1a607. (a) Every foreign limited
34 partnership shall make ~~an annual a written business entity information~~
35 ~~report in writing~~ to the secretary of state, stating the prescribed
36 information concerning the limited partnership at the close of business on
37 the last day of its tax period next preceding the date of filing. If the limited
38 partnership's tax period is other than the calendar year, it shall give notice
39 of its different tax period to the secretary of state prior to December 31 of
40 the year it commences the different tax period.

41 (b) The ~~annual~~ report shall be filed *biennially, as determined by the*
42 *year that the foreign limited partnership filed its foreign limited*
43 *partnership application. A foreign limited partnership that filed its*

and all business entity information reports for up to the five most recent biennial reporting periods or ten most recent annual report periods, and paying to the secretary an amount equal to all fees and any penalties thereon due

1 application in an even-numbered year shall file a report in each even-
2 numbered year. A foreign limited partnership that filed its application in
3 an odd-numbered year shall file a report in each odd-numbered year. The
4 report shall be filed after the close of the limited partnership's tax period
5 but not later than at the time prescribed by law for filing the limited
6 partnership's annual Kansas income tax return.

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

10 ~~(e)~~(d) Every foreign limited partnership subject to the provisions of
11 this section ~~which~~ that is a limited agricultural partnership, as defined in
12 K.S.A. 17-5903, and amendments thereto, and ~~which~~ that holds
13 agricultural land, as defined in K.S.A. 17-5903, and amendments thereto,
14 within this state shall show the following additional information on the
15 report:

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

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

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

24 (f) At the time of filing ~~the~~ its *business entity information* report, the
25 foreign limited partnership shall pay to the secretary of state ~~an annual~~
26 ~~report~~ a fee in an amount equal to ~~\$40~~ \$80, plus the amount specified in
27 rules and regulations of the secretary multiplied by the number of tax
28 periods included in the report.

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

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

8 Sec. 38. K.S.A. 56a-101 is hereby amended to read as follows: 56a-
 9 101. In this act:

- 10 (a) "Business" includes every trade, occupation, and profession.
- 11 (b) "Debtor in bankruptcy" means a person who is the subject of:
 - 12 (1) An order for relief under title 11 of the United States code or a
 - 13 comparable order under a successor statute of general application; or
 - 14 (2) a comparable order under federal, state, or foreign law governing
 - 15 insolvency.
- 16 (c) "Distribution" means a transfer of money or other property from a
 17 partnership to a partner in the partner's capacity as a partner or to the
 18 partner's transferee.
- 19 (d) "Foreign limited liability partnership" means a partnership that:
 - 20 (1) Is formed under laws other than the laws of this state; and
 - 21 (2) has the status of a limited liability partnership under those laws.
- 22 (e) "Limited liability partnership" means a partnership that has filed a
 23 statement of qualification under K.S.A. 56a-1001, *and amendments*
 24 *thereto*, and does not have a similar statement in effect in any other
 25 jurisdiction.
- 26 (f) "Partnership" means an association of two or more persons to
 27 carry on as co-owners a business for profit formed under K.S.A. 56a-202,
 28 *and amendments thereto*, predecessor law, or comparable law of another
 29 jurisdiction.
- 30 (g) "Partnership agreement" means the agreement, whether written,
 31 oral, or implied, among the partners concerning the partnership, including
 32 amendments to the partnership agreement.
- 33 (h) "Partnership at will" means a partnership in which the partners
 34 have not agreed to remain partners until the expiration of a definite term or
 35 the completion of a particular undertaking.
- 36 (i) "Partnership interest" or "partner's interest in the partnership"
 37 means all of a partner's interests in the partnership, including the partner's
 38 transferable interest and all management and other rights.
- 39 (j) "Person" means an individual, corporation, business trust, estate,
 40 trust, partnership, association, joint venture, government, governmental
 41 subdivision, agency, or instrumentality, or any other legal or commercial
 42 entity.
- 43 (k) "Property" means all property, real, personal, or mixed, tangible

<p>, all business entity information reports for up total five most recent biennial reporting periods or ten most recent annual report periods, and paying to the secretary of state an amount equal to all fees and any penalties thereon due</p>
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1 information required to be contained in the statement of qualification
2 under subsection (c).

3 (f) The filing of a statement of qualification establishes that a
4 partnership has satisfied all conditions precedent to the qualification of the
5 partnership as a limited liability partnership.

6 (g) An amendment or cancellation of a statement of qualification is
7 effective when it is filed or on a deferred effective date specified in the
8 amendment or cancellation.

9 Sec. 40. On and after January 1, 2023, K.S.A. 2020 Supp. 56a-1201
10 is hereby amended to read as follows: 56a-1201. (a) Every limited liability
11 partnership organized under the laws of this state shall make ~~an annual~~ *a*
12 *written business entity information report in writing* to the secretary of
13 state, stating the prescribed information concerning the limited liability
14 partnership at the close of business on the last day of its tax period next
15 preceding the date of filing. If the limited liability partnership's tax period
16 is other than the calendar year, it shall give notice of its different tax period
17 in writing to the secretary of state prior to December 31 of the year it
18 commences the different tax period.

19 (b) ~~The annual~~ report shall be filed *biennially, as determined by the*
20 *year that the limited liability partnership filed its limited liability*
21 *partnership formation documents. A limited liability partnership that filed*
22 *formation documents in an even-numbered year shall file a report in each*
23 *even-numbered year. A limited liability partnership that filed formation*
24 *documents in an odd-numbered year shall file a report in each odd-*
25 *numbered year. The report shall be filed after the close of the limited*
26 *liability partnership's tax period but not later than at the time prescribed*
27 *by law for filing the limited liability partnership's annual Kansas income*
28 *tax return.*

29 ~~(b)(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 partnership; and
32 (2) a list of the partners owning at least 5% of the capital of the
33 partnership, with the address of each.

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

37 (e) At the time of filing ~~the its business entity information report,~~ the
38 limited liability partnership shall pay to the secretary of state ~~an annual~~
39 ~~report~~ a fee in an amount equal to ~~\$40~~ \$80, *plus the amount specified in*
40 *rules and regulations of the secretary multiplied by the number of tax*
41 *periods included in the report.*

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

20 Sec. 41. On and after January 1, 2023, K.S.A. 2020 Supp. 56a-1202
 21 is hereby amended to read as follows: 56a-1202. (a) Every foreign limited
 22 liability partnership shall make ~~an annual a written business entity~~
 23 ~~information report in writing~~ to the secretary of state, stating the
 24 prescribed information concerning the foreign limited liability partnership
 25 at the close of business on the last day of its tax period next preceding the
 26 date of filing. If the foreign limited liability partnership's tax period is
 27 other than the calendar year, it shall give notice in writing of its different
 28 tax period to the secretary of state prior to December 31 of the year it
 29 commences the different tax period.

30 (b) The ~~annual~~ report shall be filed *biennially, as determined by the*
 31 *year that the foreign limited liability partnership filed its foreign limited*
 32 *liability partnership application. A foreign limited liability partnership*
 33 *that filed its application in an even-numbered year shall file a report in*
 34 *each even-numbered year. A foreign limited liability partnership that filed*
 35 *its application in an odd-numbered year shall file a report in each odd-*
 36 *numbered year. The report shall be filed after the close of the foreign*
 37 *limited liability partnership's tax period but not later than at the time*
 38 *prescribed by law for filing the foreign limited liability partnership's*
 39 *annual Kansas income tax return.*

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 foreign
 42 limited liability partnership.

43 ~~(e)(d)~~ The ~~annual~~ report shall be signed by a partner of the foreign

, all business entity information reports for up to the five most recent biennial report periods or ten most recent annual report periods, and paying to the secretary an amount equal to all fees and any penalties due

1 limited liability partnership under penalty of perjury and forwarded to the
2 secretary of state.

3 (e) At the time of filing ~~the~~ *its business entity information* report, the
4 foreign limited liability partnership shall pay to the secretary of state ~~an~~
5 ~~annual report~~ a fee in an amount equal to ~~\$40~~ \$80, *plus the amount*
6 *specified in rules and regulations of the secretary multiplied by the*
7 *number of tax periods included in the report.*

8 ~~(d)~~(f) The provisions of K.S.A. 17-7509, and amendments thereto,
9 relating to penalties for failure of a corporation to file ~~an annual~~ *a business*
10 *entity information* report or pay the required ~~annual report~~ fee, and the
11 provisions of K.S.A. 17-7510(a), and amendments thereto, relating to
12 penalties for failure of a corporation to file ~~an annual~~ *a business entity*
13 *information* report or pay the required ~~annual report~~ fee, shall be
14 applicable to the statement of foreign qualification of any foreign limited
15 liability partnership ~~which~~ *that* fails to file its ~~annual~~ *business entity*
16 *information* report or pay the ~~annual report~~ *required* fee within 90 days of
17 the time prescribed in this section for filing and paying the same or, in the
18 case of ~~an annual~~ *a* report filing and fee received by mail, postmarked
19 within 90 days of the time prescribed in this section for filing and paying
20 the same. Whenever the statement of foreign qualification of a foreign
21 limited liability partnership is forfeited for failure to file ~~an annual~~ *a*
22 *business entity information* report or to pay the required ~~annual report~~ fee,
23 the statement of foreign qualification of the foreign limited liability
24 partnership may be reinstated by filing a certificate of reinstatement, in the
25 manner and form to be prescribed by the secretary of state ~~and paying to~~
26 ~~the secretary of state all fees, including any penalties thereon, due to the~~
27 ~~state~~. The fee for filing a certificate of reinstatement shall be the same as
28 that prescribed by K.S.A. 17-7506, and amendments thereto, for filing a
29 certificate of reinstatement of a corporation's articles of incorporation.

all business entity information reports for up to the five most recent
biennial reporting periods or ten most recent annual report periods, and
paying to the secretary of state an amount equal to all fees and any
penalties thereon due

30 Sec. 42. On and after January 1, 2023, K.S.A. 75-446 is hereby
31 amended to read as follows: 75-446. The secretary of state shall remit all
32 moneys received from ~~annual~~ *business entity information* report fees, to
33 the state treasurer in accordance with the provisions of K.S.A. 75-4215,
34 and amendments thereto. Upon receipt of each such remittance, the state
35 treasurer shall deposit the entire amount in the state treasury to the credit
36 of the state general fund.

37 Sec. 43. K.S.A. 75-3520 is hereby amended to read as follows: 75-
38 3520. (a) (1) Unless required by federal law, no document available for
39 public inspection or copying shall contain an individual's social security
40 number if such document contains such individual's personal information.
41 "Personal information" shall include, but not be limited to, name, address,
42 phone number or e-mail address.

43 (2) (A) The provisions of paragraphs (1) and (3) ~~of this subsection~~

1 (3) Paragraph (1) of this subsection does not apply to the collection,
2 use or release of social security numbers for the following purposes:

3 (A) Mailing of documents that include social security numbers sent
4 as part of an application or enrollment process or to establish, amend or
5 terminate an account, contract or policy or to confirm the accuracy of the
6 social security number;

7 (B) internal verification or administrative purposes;

8 (C) investigate or prevent fraud, conduct background checks, conduct
9 social or scientific research, collect a debt, obtain a credit report from or
10 furnish data to a consumer reporting agency pursuant to the fair credit
11 reporting act, 15 U.S.C. § 1681 et seq., undertake a permissible purpose
12 enumerated under the Gramm-Leach Bliley Act, 15 U.S.C. § 6802 (e), or
13 locate an individual who is missing, a lost relative, or due a benefit, such
14 as pension, insurance or unclaimed property benefit; or

15 (D) otherwise required by state or federal law or regulation.

16 (c) An individual who is aggrieved by a violation of this section may
17 recover a civil penalty of not more than \$1,000 for each violation.

18 Sec. 44. K.S.A. 17-2711, 56-1a151 and 56a-101 and K.S.A. 2020
19 Supp. 17-6014, 17-78-601, 17-7910, 45-229, 56a-1001, 57-205, 57-206,
20 57-207, 75-447 and 75-3520 are hereby repealed.

21 Sec. 45. On and after January 1, 2023, K.S.A. 17-1513, 17-1618, 17-
22 2037, 17-4677, 17-5902, 17-7509, 17-7511, 53-601, 56-1a605 and 75-446
23 and K.S.A. 2020 Supp. 17-2036, 17-2718, 17-4634, 17-6014, as amended
24 by section 10 of this act, 17-7002, 17-7503, 17-7504, 17-7505, 17-7506,
25 17-7507, 17-7510, 17-7512, 17-76,136, 17-76,139, 17-76,147, 17-7903,
26 17-7904, 17-7905, 17-7906, 17-7910 as amended by section 29 of this act,
27 17-7936, 56-1a606, 56-1a607, 56a-1201 and 56a-1202 are hereby
28 repealed.

17-76, 146

30

29 Sec. 46. This act shall take effect and be in force from and after its
30 publication in the statute book.

Sec. 23. On and after January 1, 2023, K.S.A. 2020 Supp. 17-76,146 is hereby amended to read as follows: 17-76,146. (a) A domestic limited liability company whose articles of organization or a foreign limited liability company whose authority to do business has been canceled or forfeited pursuant to K.S.A. 2020 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto, or whose articles of organization or authority to do business has been forfeited pursuant to K.S.A. 17-76,139(d), and amendments thereto, may be reinstated by filing with the secretary of state a certificate of reinstatement accompanied by the payment of the fee required by K.S.A. 17-76,136(d), and amendments thereto, and payment of the ~~annual business~~ entity information report fees due under K.S.A. 17-76,139(c), and amendments thereto, ~~and all penalties and interest thereon due at the time of the cancellation or forfeiture of its articles of organization or authority to do business~~ for up to the five most recent biennial reporting periods or ten most recent annual report periods, and paying to the secretary of state an amount equal to all fees and any penalties thereon due. The certificate of reinstatement shall set forth:

- (1) The name of the limited liability company at the time its articles of organization or authority to do business was canceled or forfeited and, if such name is not available at the time of reinstatement, the name under which the limited liability company is to be reinstated;
- (2) the address of the limited liability company's registered office in the state of Kansas and the name and address of the limited liability company's resident agent in the state of Kansas;
- (3) a statement that the certificate of reinstatement is filed by one or more persons authorized to execute and file the certificate of reinstatement to reinstate the limited liability company; and
- (4) any other matters the persons executing the certificate of reinstatement determine to

include therein.

(b) The certificate of reinstatement shall be deemed to be an amendment to the articles of organization or application for registration of the limited liability company, and the limited liability company shall not be required to take any further action to amend its articles of organization or application for registration under K.S.A. 17-7674 or K.S.A. 2020 Supp. 17-7935, and amendments thereto, with respect to the matters set forth in the certificate of reinstatement.

(c) Upon the filing of a certificate of reinstatement, a limited liability company and all series thereof that have been formed and whose certificate of designation has not been canceled prior to the cancellation of the articles of organization shall be reinstated with the same force and effect as if its articles of organization or authority to do business had not been canceled or forfeited pursuant to K.S.A. 17-76,139(d) or K.S.A. 2020 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto. Such reinstatement shall validate all contracts, acts, matters and things made, done and performed by the limited liability company, its members, managers, employees and agents during the time when its articles of organization or authority to do business was canceled or forfeited pursuant to K.S.A. 17-76,139(d) or K.S.A. 2020 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto, with the same force and effect and to all intents and purposes as if the articles of organization or authority to do business had remained in full force and effect. All real and personal property, and all rights and interests, which belonged to the limited liability company at the time its articles of organization or authority to do business was canceled or forfeited pursuant to K.S.A. 17-76,139(d) or K.S.A. 2020 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto, or which were acquired by the limited liability company following the cancellation or forfeiture of its articles of

organization or authority to do business pursuant to K.S.A. 17-76,139(d) or K.S.A. 2020 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto, and which were not disposed of prior to the time of its reinstatement, shall be vested in the limited liability company after its reinstatement as fully as they were held by the limited liability company at, and after, as the case may be, the time its articles of organization or authority to do business was canceled or forfeited pursuant to K.S.A 17-76,139(d) or K.S.A. 2020 Supp. 17-7926(b), 17-7929(b) or 17-7934(f), and amendments thereto. After its reinstatement, the limited liability company shall be as exclusively liable for all contracts, acts, matters and things made, done or performed in its name and on its behalf by its members, managers, employees and agents prior to its reinstatement as if its articles of organization or authority to do business had at all times remained in full force and effect.