

2021 Kansas Statutes

17-7675. Articles of organization; cancellation; certificates of cancellation and correction. (a) Articles of organization shall be canceled upon the dissolution and the completion of winding up of a limited liability company, or as provided in K.S.A. 17-76,117 or 17-76,139 or K.S.A. 2021 Supp. 17-7926(b) or 17-7929(b), and amendments thereto, or upon the filing of a certificate of merger or consolidation if the limited liability company is not the surviving or resulting entity in a merger or consolidation or upon the future effective date of a certificate of merger or consolidation if the limited liability company is not the surviving or resulting entity in a merger or consolidation or upon the filing of a certificate of division if the limited liability company is a dividing company that is not a surviving company or upon the future effective date of a certificate of division if the limited liability company is a dividing company that is not a surviving company. A certificate of cancellation shall be filed with the secretary of state to accomplish the cancellation of articles of organization upon the dissolution and the completion of winding up of a limited liability company. The certificate shall set forth:

- (1) The name of the limited liability company;
 - (2) the reason for filing the certificate of cancellation;
 - (3) if the limited liability company has formed one or more series whose certificate of designation has not been canceled prior to the filing of the certificate of cancellation, the name of each such series;
 - (4) the future effective date or time of cancellation if it is not to be effective upon the filing of the certificate; and
 - (5) any other information the person filing the certificate of cancellation determines.
- (b) A certificate of cancellation that is filed with the secretary of state prior to the dissolution or the completion of winding up of a limited liability company may be corrected as an erroneously executed certificate of cancellation by filing with the secretary of state a certificate of correction of such certificate of cancellation in accordance with K.S.A. 2021 Supp. 17-7912, and amendments thereto.
- (c) The secretary of state shall not issue a certificate of good standing with respect to a limited liability company, or any series thereof, if its articles of organization are canceled.
- History:** L. 1999, ch. 119, § 14; L. 2009, ch. 47, § 43; L. 2014, ch. 40, § 11; L. 2015, ch. 65, § 6; L. 2019, ch. 47, § 16; L. 2019, ch. 47, § 17; July 1, 2020.